BOARD OF DIRECTORS APPOINTMENT POLICY

BACKGROUND AND PURPOSE

Associated Student serves as the voice of student interests and promotes an enriched co-curricular university life experience. We are dedicated to fostering the development of San Francisco State’s diverse student body through a commitment to shared governance. We provide and support student services and programs, maintain responsible and transparent use of funding, while encouraging external advocacy efforts.
POLICY STATEMENT

This Associated Students (AS) policy shall outline requirements for the appointment of members to the Board of Directors (BOD), Board committees/ councils, Judicial Council, and Student Organization Funding Council. All applications will be sent to AS Human Resources so that grade and qualification checks can be made by Student Affairs and Enrollment Management before any application can be submitted.

APPLICABILITY TO THE POLICY

It is imperative that Board members are familiar with this policy to ensure proper outreach and subsequent representation of the student body.

DEFINITIONS

<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>Associated Students (AS)</td>
<td>The student government of San Francisco State University which serves as the official vote of students. AS promotes an enriched co-curricular student life experience and is dedicated to the empowerment of SF State’s diverse student body through a commitment to social justice and shared governance. AS provides and supports services and programs, maintains fiduciary responsibility, and engages in campus-wide collaborations and external advocacy efforts.</td>
</tr>
<tr>
<td>Board of Directors (BOD)</td>
<td>The student body of elected or appointed members who oversee and approve the activities of Associated Students at San Francisco State University.</td>
</tr>
<tr>
<td>Executive Committee</td>
<td>A committee affiliated with the Board of Directors and which serves to support and drive the development and implementation of the Board’s goals and strategic plans. The committee is comprised of eight members, including the AS President, VP of External Affairs, VP of Internal Affairs, VP of Finance, VP of University Affairs, VP of Facilities and Service, Corporate Secretary, Chief Justice, and the AS Executive Director.</td>
</tr>
</tbody>
</table>
### Executive Director (ED)

The AS Executive Director provides executive leadership, management, oversight, and strategic guidance in support of AS. Additionally, the Executive Director ensures the appropriate implementation of AS policies and procedures and provides supervision to ensure and improve the quality of operations and programs within the organization.

### SELECTION PROCESS FOR THE BOARD OF DIRECTORS

The Associated Students President shall appoint membership to the Board of Directors in the case of any vacancy. The President will open the search for a minimum of two (2) weeks or until filled. The President will conduct a selection process by means of a resume, letter of intent, and application (Attachment A). After sending all applications to AS Human Resources so that a confidential grade and qualification check can be performed by Student Affairs and Enrollment Management, the President will then choose candidates who meet the minimum qualifications to participate in an interview. Interviews will be conducted either by phone, Skype/video call, or in person. The President will share the interview candidates’ resumes and letters of intent with the Executive Committee of the Board of Directors, who will give their feedback on the candidates. If the President feels that the candidate pool does not have enough qualified candidates, they reserve the right to reopen the search after alerting the entire Board of Directors. The President will then choose their top candidate for recommendation to the Executive Committee, who will then make a final recommendation to the Board of Directors. If the Board of Directors does not approve the selection, the President and Executive Committee will then bring their second choice to the Board, continuing this process until a selection is made.

A person confirmed to fill a vacancy shall hold office for the remainder of the term that the original director was serving or until removed from the Board in accordance with the Bylaws.

### SECESSION OF EXECUTIVE OFFICERS

In the event that a member of the Executive Committee is removed from office, resigns, or is no longer able to serve on the Board per the terms of office outlined in these Bylaws, the President shall follow an internal application process among the duly elected members of the Board. Appointment is subject to approval by majority vote of the BOD:

(a) In the event of a vacancy in the office of the President, the vacancy shall be filled by the Vice President of Internal Affairs, who shall submit the name of a duly elected Director to serve as Vice President of Internal Affairs following an internal application process, subject to approval by majority vote of the BOD;
(b) In the event of a vacancy in the offices of both the President and Vice President of Internal Affairs, the Vice President of Finance shall assume the Office of President. The President shall then submit the names of duly elected Directors to serve as Vice President of Internal Affairs and Vice President of Finance following an internal application process, subject to approval by a majority vote of the BOD;

(c) The President shall nominate duly elected Directors to fill vacancies in the Executive Committee, who shall be approved by a majority vote of the BOD;

(d) If the number of Directors then in office is less than quorum, confirmation shall be made by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice, or (3) a sole remaining Director;

MINIMUM REQUIREMENTS FOR DIRECTORS

In accordance with the AS Bylaws and best practices, appointees must fulfill the following requirements in order to serve of the Board of Directors:

- Must be enrolled/matriculated student at San Francisco State University with a minimum of (9) units undergrad, (6) units grad per semester.
- Must have a 2.5 GPA the previous semester of appointment
- Must have 12:00-4:00pm available every Wednesday
- Must attend (1) University Committee, and (2) AS Committee/Councils.

All Board members, both appointed and elected, are required to read, understand, and acknowledge the responsibilities of their position outlined in the Board Member Duties and Expectations Policy. Upon entering office, all Board members must sign the Board Member Job Description Acknowledgment Form as well as the Conflict of Interest Agreement. Board members recognize that failure to meet these requirements outlined in the Bylaws, Board Member Duties and Expectations Policy, Attendance Policy, and Conflict of Interest Policy are subject to removal from the Board of Directors.

PREFERRED REQUIREMENTS FOR DIRECTORS

Since the Board is responsible for the long-term success of the organization, the following represents some of the desirable criteria and characteristics of potential appointees:

- Outstanding leadership skills
- Volunteer/work with non-profit, community organizing and/or advocacy
- Organized and detailed
- Excellent writing and communication skills
- Mission of Social Justice and advocacy
- Strong public speaking abilities
- Strong outreach and collaboration skills
APPOINTING BOARD MEMBERS TO COMMITTEES/ COUNCILS

In accordance with the AS Bylaws and the Board Member Duties and Expectations policy, all Board members must sit on a minimum of one (1) University Committee and two (2) AS Committees/Councils. Mandatory or restricted membership composition of the committees/councils is outlined in the individual charters for each standing committee/council. Membership is subject to the restrictions outlined within the Bylaws and individual charters to ensure proper representation and avoid any potential or perceived conflicts of interest among the voting members of the committee/council.

Board members interested in serving on specific committees must petition the chair of the individual committee/council regarding their interest in serving as a voting member on the committee/council. The chair must then nominate their selections to the Board of Directors. Membership of each committee/council is confirmed by a simple majority vote by the Board.

APPOINTING REPRESENTATIVES TO THE STUDENT ORGANIZATION FUNDING COUNCIL

Due to the nature of student org funding and the direct impact it has on the various student organizations on campus, input from representatives from historical, non-historical, Greek letter, and sports club organizations will help the Student Organization Funding Council better assess funding proposals. These student at-large positions will be recruited and filled with the following restrictions in order to ensure a balanced and varied composition of the council:

- One representative from an AS recognized historical organization
- One representative from a non-historical student organization
- One representative from a Greek letter organization
- One representative from a sport club organization

The VP of Finance will create an open call to student organizations on campus for representatives to sit as voluntary, voting members of the Student Organization Funding Council. Students interested in sitting on the council that are full members in one of the four representative categories listed above and are admitted, matriculated, and enrolled SFSU students must submit a letter of intent to the VP of Finance for review (see Attachment A). After the application period closes and after reviewing all of the applicants, the VP of Finance will nominate one candidate per area for consideration by the Board of Directors. Representatives must be confirmed by a simple majority vote of the Board of Directors.

All at-large representatives for the Student Organization Funding Council are sitting voluntarily on the council and will not be compensated by AS. As voting members of the council, all at-large representatives must sign the AS Conflict of Interest Agreement (Attachment C) and must abstain from voting on funding proposals for organizations with which they are affiliated. Any breach of applicable AS policies will result in the immediate suspension of the representative and an internal review by the Finance Committee and HR. If the representative’s actions are found to be in violation of any applicable policy, they will be removed from the council.
The four student organization representatives (Historical, Non-Historical, Greek letter, and Sports Club) must be able to attend all scheduled meeting of this council. All four student organization representatives are allowed a maximum of 3 absences. Any subsequent absence is a violation and that member will be immediately removed from the council.

**APPOINTING JUSTICES TO THE JUDICIAL COUNCIL**

At the beginning of the Spring semester, the Chief Justice will open the search to students-at-large interested in serving as Justice on the Judicial Council. This open call must be posted for a minimum of two (2) weeks or until filled. The Chief Justice will conduct a selection process by means of a resume and letter of intent. Once the application period closes, the Chief Justice will choose candidates to invite for an interview. Interviews will be conducted either by phone, video call, or in person. The Chief Justice will share the interview candidates’ resumes and letters of intent with the Executive Committee of the Board of Directors, who will give their feedback on the candidates. Board members who intend to run for office must abstain from the selection process of Justices to avoid any potential conflict of interest. The Chief Justice will then choose their top candidates for recommendation to the Board of Directors, who can approve or deny the appointments by a simple majority vote. The process will continue until the Board has confirmed a total of six (6) students-at-large to serve as Justices on the Judicial Council.

Students seeking appointment must be admitted, matriculated, and enrolled SFSU students and must not seek elected office, act as an Agent for a Candidate or Slate, or endorse a Candidate or Slate during the election cycle. Members found not in compliance with any of these regulations will be removed from the Judicial Council immediately.

All at-large student Justices for the Judicial Council are sitting voluntarily on the council and will not be compensated by AS. As voting members of the council, all at-large representatives must sign the AS Conflict of Interest Agreement (Attachment C). Any breach of applicable AS policies will result in the immediate suspension of the Justice and an internal review by the Judicial Council and HR. If the Justice’s actions are found to be in violation of any applicable policy, they will be removed from the council. Students-at-large interested in serving as Justices on the Judicial Council should be well acquainted with the Elections Code as well as the Grievance Policy.

The six (6) student Justices must be able to attend all scheduled meeting of this council. If a Justice is unable to attend, they must notify the Chief Justice with reason of absence in advance. Excused absences are at the discretion of the Chief Justice. Each Justice is allowed a maximum of 3 unexcused absences. Any subsequent absence is a violation and the Chief Justice reserves the right to dismiss the non-compliant Justice(s).

Students confirmed to serve as a Justice shall serve until the end of the Spring semester in which they are approved, or until removed from the Judicial Council.

**CONFLICT OF INTERESTS**

A. Conflict of Interest
When selecting directors and appointees, the Board should be conscious of student constituency and public perceptions and seek to avoid situations where there might be a perceived or real conflict of interest. No member of the Board of Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors that is not in accordance with the conflict of interest provisions set forth in Sections 89906 through 89909 of the Education Code. The following relationships are specifically deemed impermissible:

(a) Any contract, other than an employment contract, directly between Associated Students and a Director,

(b) Any contracts between Associated Students and a partnership or unincorporated association in which a director is a partner, owner, or holder, directly or indirectly, of a proprietorship interest; and,

(c) Any contract between Associated Students and a for-profit corporation in which a Director is the owner or holder, directly or indirectly, of five percent (5%) or more of the outstanding common stock.

As a term of office, all Board members and representatives must be acquainted with and agree to abide by the most recently approved Conflict of Interest Policy. Failure to do so is grounds for removal from office.

B. Permitted Relationships

There are other relationships, including the following, which are permissible:

(a) Contracts between Associated Students and a for-profit corporation in which a Director is the owner or holder, directly or indirectly, of less than 5% of the outstanding common stock; and,

(b) Contracts between Associated Students and a for-profit corporation on whose Board of Directors a Director serves and such Director is the owner or holder, directly or indirectly, of less than 5% of the outstanding common stock.

C. Concurrent Serving

No individual serving as President of Associated Students shall serve concurrently as President or Chair of another auxiliary organization of the University campus. Individuals who are appointed to their positions by the Board of Directors must sign the Conflict of Interest Agreement form (see Attachment C).

EQUALITY AND DIVERSITY

While many directors feel that collegiality might contribute to a more collaborative working environment, it can also be an obstacle to increasing diversity and its attendant strengths. These strengths include bringing a widely varied perspectives and experiences to complex issues of strategy and performance monitoring and the greater likelihood of the Board addressing the broad social impact of decisions made.

When appointing students to AS and University Committees, all officers shall make every effort possible to ensure inclusivity, including, but not limited to, the following:


RESPONSIBILITY OF AS REPRESENTATIVES

All representation, must serve the Board in their individual capacity, consistent with the responsibilities of a SF State University Student, and not as the representative to any particular campus department, organization, etc. The fundamental duty of any AS representative is to act in the best interest of students they serve in a manner that supports the mission of AS.

FORMS

Attachment A: Application for Board of Directors Appointment
Attachment B: Board Member Job Description Acknowledgment Form
Attachment C: Conflict of Interest Agreement
Attachment A:

Associated Students, San Francisco State University

Application for Board of Directors Appointment

Submit application with letter of intent (1) page minimum and resume to president@asi.sfsu.edu

Name and Preferred Pronouns: __________________________________________________________

Student ID #: ________________________________________________________________

Address: ________________________________________________________________

Phone Number: ________________________________

Cell Phone: ____________________________________

E-mail Address: ____________________________________________________________

Major: ______________________________ Minor/Concentration: __________________________

Areas of Interest: ___________________________________________________________________

Applying for Board Position: _______________________________________________________

Class Standing (please circle one): Freshmen Sophomore Junior Senior Graduate

Eligibility Verification

Do you currently have at least a 2.5 GPA?

Are you currently enrolled in at least 9 units (undergrad) or 6 units (graduate)?

Are you able to attend weekly Wednesday meetings from 12:00pm-4:00pm?

Are you able to attend (1) University Committee and (2) AS Committee/Council meetings?

Will your work or school schedule allow for participation at ASI events?

(Failure to meet minimum eligibility will result in ineligibility of position or removal from the Board of Directors.)
Authorization

University policy prohibits the release of personally identifiable information for the educational records of students without their prior written authorization. Exceptions to this policy include:

a) Release of such information to a specified list of officials with a legitimate educational interest in the record,

b) The release of such information in response to a court order, health or safety emergency, or approved research project, or

c) The release of public directory information, which has not been previously restricted by students.

I authorize Associated Students at San Francisco State University (SFSU) to ask the University to access my academic transcript to verify my SFSU and overall grade point average, unit totals, and number of quarters at SFSU. I understand that this information will be obtained by the Executive Director of AS.

I understand the purpose of this disclosure is to ensure that I comply with the minimum academic requirements established by the Corporation’s Bylaws. I understand that this release will remain in effect as long as I remain a Board member of the Corporation, unless I submit a written revocation of this authorization.

Signature: ________________________________

Print Name: ______________________________

Date: ______________________________

Student ID: ______________________________
Attachment B:

Position Title:_____________________________  Term:__________________________

I, __________________________________, acknowledge that I have read, understood, and promise to
uphold the duties and responsibilities associated with my position as described in the Board Member
Duties and Expectations Policy. I also acknowledge that failure to meet the minimum requirements of my
position outlined in this policy is grounds for removal from the Board of Directors.

________________________________
Board Member’s Signature  Date
CONFLICT OF INTEREST AGREEMENT

Associated Students requires that Board of Directors and delegated designated employees be apprised of conflict of interest restrictions annually. A signature below by the individual indicates that he/she read the following and understands it.

The State of California has set forth regulations concerning interest restrictions for auxiliary organizations’ Board of Directors. The California State Education Code section 89909, which deals with restrictions on personal gain resulting from participation as a board member of an auxiliary states:

89909 It is for any person to utilize any information, not a matter for public record, which is received by him by reason of his membership on the governing board of an auxiliary organization, for personal pecuniary gain, regardless of whether he is or is not a member of the governing board at the time such gain is realized (Enacted by Stats. 1976, Ch. 1010).

The section of the Manual of Policies and Procedures for Auxiliary Organizations of California State University concerning conflict of interest reads:

6 Conduct of Governing Board
6.1 Conflict of Interest Regulations
6.1.1 The Legislature has established statutes concerning financial interests or transactions between an auxiliary organization and a member of its governing board, or with an entity with which the governing board member has a relationship. In general, the statutes prohibit a governing member (either themselves or in association with another entity) from having a financial interest or contract with the auxiliary organization of which they are a member. There are some exceptional circumstances

As a Board of Director or delegated designated employee of Associated Students, I understand and agree to abide by the above restrictions concerning conflict of interest. I also agree to disclose to the Chair of the Board any transaction, relationship, or behavior which may be construed as a conflict of interest with my role as a Director or employee of Associated Students.

____________________________  __________________________
Print Name                        Title

____________________________  __________________________
Signature                      Date
<table>
<thead>
<tr>
<th>Policy Description</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Selection, Appointment, and Review of AS Appointees</td>
<td>08/09/2017</td>
</tr>
<tr>
<td>Policy was Approved by the AS BOD on</td>
<td></td>
</tr>
<tr>
<td>Selection, Appointment, and Review of AS Appointees</td>
<td>09/19/2018</td>
</tr>
<tr>
<td>Policy was Revised by the AS BOD on</td>
<td></td>
</tr>
<tr>
<td>Board of Directors Appointment Policy was Approved by</td>
<td>06/12/2019</td>
</tr>
<tr>
<td>the AS Board of Directors on</td>
<td></td>
</tr>
</tbody>
</table>