

**Loker Student Union  
Board of Directors Meeting Minutes  
October 15, 2010**

**Location:** Loker Student Union, Meeting Room 322

Vice Chair Khaleah Bradshaw called the meeting to order at 10:23am.

**1) Roll Call & Introductions**

- a) Dr. Sonja Daniels, Associate Vice President for Student Affairs/Dean of Students – Elycia introduced and welcomed Dr. Sonja Daniels, the new AVP of Student Affairs and Dean of Students to campus. She then asked everyone to go around the table and introduce themselves.

Members present: Toni Marich, Patricia Ann Wells, Damarcus Moon, Mary Ann Rodriguez, David Gamboa, Sonja Daniels, Scott Hill, Chardae Jenkins, Khaleah Bradshaw, Kim Clark

Guests: Jaime Leal, Arnecia Bryant, Karin Nelson (Vincenti, Lloyd and Stutzman), Carole Desgropes

**2) Approval of Agenda – Action Item**

A motion to approve the agenda as presented was made by Scott Hill, seconded by Damarkus Moon. Approval was unanimous.

**3) Approval of Minutes (September 17, 2010) – Action Item**

A motion to table the minutes from September 17, 2010 to the next meeting was made by Scott Hill, seconded by Ann Wells. Approval was unanimous.

**4) Chair's Report**

The chair was unable to be at today's meeting due to a conflict, so there was no report.

**5) Unfinished Business**

- a) ACUI Regional Conference  
Kim mentioned that she had information and paperwork that would need to be completed by the students traveling. Please see her after the meeting.

**6) New Business**

- a) Audit Committee

- i) Review of June 30, 2010 Audit Report by Vincenti Lloyd and Stutzman – time certain 10:00am – *Action Item*

Karin Nelson, Partner on our audit engagement, presented the board with the audit report. She started by briefly reviewing the required disclosures that she reviewed in more detail with the Audit Committee prior to the meeting, and then moved on to the actual report. She started with the audit opinion, and while no audit can offer 100% assurance that no mis-statement or fraud exists in financial statements, the opinion being provided by VLS is an unqualified opinion, the highest audit opinion available. She then went on to review the various statements and footnotes, taking questions as they were raised. In the end, she thanked the LSU management and staff for their hard work and cooperation in the audit process. The Board offered thanks and appreciation to Kim and the members of her staff for this great audit and their hard work. Mary Ann Rodriguez, Chair of the Audit Committee, recommended to the Board that they accept this audit report as presented. A motion to accept the recommendation of the Audit Committee to accept this report. It was seconded by David. Approval was unanimous.

- b) Secret Shopper Update

Arnecia passed around copies of the secret shopper initiative she has been working on and asked for Board members to sign up if they are willing to be a secret shopper and provide feedback about their experience. Kim explained that this was another tool we were using to determine where additional training of our staff might be beneficial. Arnecia explained that each volunteer would be given an assignment (phone call, visit, etc...) with specific areas to evaluate. The board was quite pleased with the initiative and many agreed to participate.

- c) Bylaws revisions – first reading – *Action Item*

Kim reminded the board of the previous discussion of the need, based on legislation enacted last January, to change our bylaws to comply with AB1233. This bill deals specifically with the boards of non-profit entities and prohibits the restriction of voting rights on any board member. Currently our board membership consists of three categories of members – the first two categories have full voting rights while the third – ex-officio non-voting – have restrictions on their voting rights that is not compliant with AB1233. In order to ensure that we brought our bylaws into full conformance, Kim consulted with a retired attorney who is very familiar with auxiliaries, who agreed to do the review and provided his input. Based on that input, Kim passed out a “strikeout” version of the bylaws with the changes identified. Kim then reviewed the changes, answering questions as they were presented. The biggest changes involved the ex-officio non-voting member status, which is being changed to ex-officio standing advisors. Kim explained the challenges in just giving this group voting rights, including potential conflicts of interest, and disturbing the current student majority make up of our board. This way, these advisors still have an official role with the board but they are no longer identified in the membership as members.

David Gamboa moved to finalize the changes recommended by the Executive Director and bring the bylaws document back for a second reading at the next meeting. This was seconded by Ann Wells. Approval was unanimous.

