CSUSM Corporation

Minutes of the Annual Meeting of the Board of Directors
September 24, 2025
Hybrid Meeting

Attendees

Members Present:

- In Person — Charles De Leone, Denise Garica, Leon Wyden
- Remote — Ann Bersi, Cameron Munn, Carl Kemnitz, Carmen Rene, Chris Thibodeau, Elaine Pollard, Jennifer Ostergren, Kim Pulvers, Kristin Stewart, Michael Walsh, Sarah Villarreal, Viridiana Diaz

Members Absent: NA

Staff:

- In Person — Deanne Ellison, Dorothy Davis, Janine Prior
- Remote — Deborah Davis, Trina Beckwith

Guests: Marcia Yafuso Loeffelholz and Austin Quinn from Hecht Solberg

Convening of the Regular Meeting

A quorum being present, acting Chair Garcia called the meeting to order at 4:04 p.m.

Governance Orientation: Presented by Marcia Yafuso Loeffelholz and support from Austin Quinn

Overview of legal responsibilities for board members under:

- California Corporations Code
- Nonprofit Public Benefit Corporation Law
- CSU Auxiliary Organization Policy

Key duties of directors:

- Duty of Care: Informed decision-making and oversight.
- Duty of Loyalty: Acting in the best interest of the corporation.
- Conflict of Interest: Annual disclosure required; non-compliance may void contracts.

Explanation of governance documents:

- Articles of Incorporation (amended 2017)
- Bylaws (amended 2017)
- Operating Agreement (effective April 2021)
- IRS Determination Letter (501(c)(3) status granted in 1991)

Board structure:

- 7–16 directors, staggered terms, attendance requirements.
- Meetings governed by the Seymour Act; must be publicly posted one week in advance.

Consent Agenda Items – Executive Committee Meeting (September 17, 2025)

Chair Garcia asked if any items needed to be removed from the consent agenda. No requests were made.
She then called for a motion to approve the following items:

- Officer nominations
- Committee rosters
- 2025–2026 Board meeting calendar and timeline

The motion was made by Wyden and seconded by De Leone. All members were in favor, and the motion carried unanimously.

Adjournment of Regular Meeting
The Annual Meeting adjourned by acclamation at 4:35 p.m.

Denise Garcia (Dec 5, 2025 10:09:00 PST)

Denise Garcia
Secretary

12/5/25
Date