UCEN GOVERNANCE BOARD CHARTER

1) **NAME:** The name of this organization shall be:

UNIVERSITY CENTER GOVERNANCE BOARD

2) **CHARGE:**

The Charge of the University Center Governance Board ("UCen Board", “the Board”, or “Board”) is to set policy for the University Center. It shall review and have full authority over the operations and development of the Center with respect to any matters involving policy, including short and long term planning for the financial viability of the UCen. These policies shall include, but are not limited to: operations decisions, maintenance, satellite operations, investments, purpose and image, facilities, services, programs, activities, etc. The Board shall be involved in all aspects of the budget process and shall approve the annual UCen budget, business plan and pricing structures. Implementation of policy will be a function of University Center management. The Board shall not be involved in daily management practices nor impair management’s ability to implement timely business decisions which are consistent with the fiduciary responsibilities outlined in this charter and reflected in the UCen's budget and business plan. The relationship with the jurisdiction of the Office of the Chancellor and the designated Vice Chancellor, Administrative Services shall include, but not be limited to, ensuring that sound fiscal policies are adhered to and that the decisions of the Board are in compliance with the University’s mission, policies and procedures. Decisions of the Board are subject to review and final approval of the Chancellor or their designate.

3) **MEMBERSHIP:**

A) **VOTING MEMBERS**

The voting membership of the board shall consist of twelve (12) voting members as follows:

1. Student Chairperson (GSA or AS) (Chairperson shall be allowed to vote only to break a tie vote)
2. 4 Undergraduate Students at large
3. 2 Graduate Students
4. 1 Multicultural Center (MCC) Board Student Representative
5. 1 Office of Student Life (OSL) Student Representative
6. 1 Faculty Representative
7. 1 Staff Representative
8. 1 Alumni Association Representative
I) The voting members shall each serve a minimum of one year. The student members shall be appointed to serve two-year terms when possible and the student membership should reflect different class levels in order to ensure continuity on the Board. After serving two years, all Board members must re-apply (through respective nominating agencies) to serve an additional term(s) on the Board.

Each spring, the incumbent board will choose the Chairperson for the following academic year. The Chairperson is appointed by a simple majority of the Board and has voting privileges only in the case of a tie vote. The Chair will have served one previous term on the Board if possible.

II) The following organizations shall nominate members to the board, using their approved campus appointment processes:

The Faculty Representative is nominated by the Academic Senate.

The Staff Representative is nominated by the Chancellor's Staff Advisory Council.

The Alumni Association Representative is nominated by the Alumni Association.

The Undergraduate Student at Large Representatives are nominated by the Associated Students.

The Graduate Student Representatives are nominated by the Graduate Students Association.

The Multicultural Center Student Representative is nominated by the MCC Council.

The Office of Student of Life Student Representative is nominated by the OSL Advisory Board.

These nominations shall be forwarded to the Office of the Chancellor or the designated Vice Chancellor who shall then appoint the members of the Board. All members are urged to maintain regular communication with their nominating organizations.

III) The student voting members of the Board shall be eligible to receive an honorarium of $200 per quarter and the Chair shall be eligible for an honorarium of $250 per quarter. The honorarium shall be received the ninth week of each quarter provided that the member has fulfilled the duties outlined under the Voting Members section within the category of Duties and
Responsibilities. Denial of an honorarium can occur only following a 2/3 majority vote in Executive Session. Just cause for denial must be shown specific to the stated duties of voting members.

IV) Undergraduate members cannot hold an elected office with Associated Students; however, undergraduate members may complete their term if elected to AS after appointment to the Board. Graduate student members may hold an office within the Graduate Students Association. It is preferred that members should not hold a paid position or receive an honorarium from within the University Center (including Associated Students and all UCen departments). However, if such appointments are made, there shall never be more than two (2) voting members on the Board who receive financial assistance from Associated Students and no more than two (2) voting members who receive financial assistance from any UCen department.

V) If a nominating body wishes to remove an appointee, it must make a recommendation to the Office of the Chancellor or the designated Vice Chancellor following a two-thirds (2/3) vote of the nominating body. The nominating body must show just cause for dismissal or other corrective action on the basis of not fulfilling the duties of the position as outlined by the nominating body’s legal code or other non-political or non-personal reasons. Board members are not obligated to vote in a prescribed manner by their respective nominating organization.

B) APPOINTMENTS

I) By the end of the ninth week of Spring Quarter, all appointments shall be finalized by the nominating bodies and notification given to the appropriate university officials as part of the approved campus appointment process. Appointments shall become effective the day following the end of Spring Quarter.

II) The appropriate University entity for processing appointments should be alerted by the Board to the need for prompt notification of appointees. The appointing bodies and the appropriate campus officials should be jointly responsible for expediting the appointment process in order to ensure a timely transition of the Board members. UCen Board vacancies must not inhibit the University Center’s ability to function effectively. If a full Board has not been appointed and the decisions must be made in a timely manner, the Executive Committee structure shall be used for decision-making. If Executive Committee input is unavailable, the UCen Director shall act on behalf of the University Center and report his/her actions at the next scheduled Board meeting.
C) ADVISORS AND EX OFFICIO MEMBERS

I) Ex Officio members shall be non-voting members of the Board. They are expected to be in attendance at all Board meetings and to participate in discussions. Members include:

- UCen Director
- Bookstore Director
- UCen Dining Services Director
- A.S. President
- G.S.A. President

II) Advisors are non-voting participants. They are invited to all Board meetings and are on the mailing list for meeting times and minutes. They are, however, not required to attend all meetings.

Advisors include:

- UCen Student Manager Representative
- Office of Student Life Representative
- A.S. Internal Vice President
- A.S. Executive Director
- A.S. Assistant Director of Student Programs, Events, and Services
- MCC Director

Additional Advisors may be selected on a temporary (academic year) basis by the Chair, with ratification by a simple majority of the Governance Board, based on interest or expertise in a specific area. These advisors must be members of the campus community (staff, faculty, full-time students, or alumni).

4) PERSONNEL ISSUES:

A) POLICY AND PROCEDURE

I) Campus personnel policies and procedures shall be followed in the recruitment, hiring, evaluation and corrective action of all UCen personnel. In all cases, personnel issues will be addressed in Executive Session and remain confidential (see section 7-D). The Vice Chancellor shall retain final approval on all personnel issues.
B) SELECTION OF UCEN SENIOR MANAGEMENT

I) A selection process shall be established for the senior level of management in the University Center (UCen Director, Bookstore Director, and UCen Dining Services Director). The Governance Board members shall have the opportunity to be actively involved with the search process for each position as outlined below.

II) Selection of University Center Director: The Vice Chancellor for Administrative Services is responsible for making the final hiring decision for the University Center Director. However, it is critical that the Governance Board is integrally involved in the process. The Vice Chancellor will begin the search process by meeting with the Board to discuss the recruitment process and to ask for members of the Board to join the Search Committee. Remaining membership of the search committee will consist of selected faculty and staff on campus who interact with the University Center Director. Since the University Center Director is also the Director of the Events Center, it is important to reach out to different campus constituencies for inclusion on the committee. The Search Committee may ultimately submit one or more names to the Vice Chancellor or may choose to submit a prioritized list of nominees.

The Vice Chancellor shall weigh the recommendation(s) of the Search Committee and, before making an offer to a candidate, will meet with the Governance Board in Executive Session to discuss the process and the final decision.

III) Selection of UCSB Bookstore Director and UCen Dining Services Director: The Director of the University Center is responsible for making the final hiring decision for the Bookstore and Dining Director positions. However, it is critical that the Board is integrally involved in the process. The UCen Director will begin the search process by meeting with the Board to discuss the recruitment process and to ask for members of the Board to join the Search Committee. Remaining membership of the search committee will consist of senior management staff within the University Center and potentially other members of the campus community who interact with these Directors. The Search Committee may ultimately submit one or more names to the UCen Director or may choose to submit a prioritized list of nominees.

The UCen Director shall weigh the recommendation(s) of the Search Committee and, before making an offer to a candidate, will meet with the Governance Board in Executive Session to discuss the process and the final decision.

C) SELECTION OF UCEN MIDDLE MANAGEMENT
I) In the event of a job opening for middle management level positions in the University Center with job titles of Associate Director or Assistant Director, the appropriate senior level manager shall meet with the Board to discuss the selection process and to solicit interested members for the Search Committee.

D) REVIEW OF SENIOR MANAGEMENT

I) As a part of the annual campus performance evaluation process, the Board voting members shall individually submit evaluations of the University Center Director to the Vice Chancellor via the following process:

1. All Board voting members, including the Chair, will complete a written evaluation provided by the Vice Chancellor which is submitted to the Chair of the Board.

2. The Chair shall gather and review all performance evaluations of the Board and may also provide a Chair’s summary of the evaluation.

3. The Chair may meet with the Vice Chancellor if desired to discuss the evaluations. All evaluations should be received at that time for review by the Vice Chancellor and placement in the Director’s personnel file. Should the Vice Chancellor anticipate that the Director’s overall evaluation will differ substantially from the general sentiments expressed by the Chair and other Board members, the Vice Chancellor will discuss the nature of these differences with the Chair in confidence.

In the event of serious job related performance deficiencies, the Board voting members (with a ¾ majority vote in Executive Session) shall submit written documentation concerning the alleged deficiencies to the Vice Chancellor. These concerns shall be investigated by that Office and a status report provided back to the Board that includes recommended corrective action (if any) as outlined by UCSB Personnel Policies.

II) Board members may also request to complete and submit performance evaluations for the other UCen senior managers (Bookstore Director and Dining Services Director).

5) UCEN COMMITTEES:

A) STANDING COMMITTEES
The Board shall establish the following standing committees which will meet as necessary, but at least once every two weeks: Budget and Business Plan, Bookstore, Programming, Dining Services, and Space Allocation.

I) A standing committee of the University Center Board shall function as a proposal review body and a work group. It shall also serve to solicit and provide campus opinion to the Board. Voting members of a standing committee can only be UCen Board voting members, ex officio members, or advisors. Whenever possible, the campus community shall be invited to attend and participate in all committee meetings.

II) Issues and concerns regarding UCen Operations should be presented to the appropriate committee for discussion (and recommendation if needed) prior to consideration by Board.

III) The Chair of each committee will be a student voting member of the Board and will be appointed by the UCen Chair at the first scheduled Board meeting of the Fall Quarter. The UCen Chair shall also appoint all other voting members of committees with the approval of the Board.

Committee membership will be based on interest of the members and needs of the board. Appointments are only finalized when the committees are balanced in terms of numbers and skills.

IV) Members of committees shall also be allotted a reasonable amount of administrative support for specific committee matters (e.g., copier and computers).

V) Committees can establish and revise operating policies and procedures, which are subject to approval by the board.

B) BUDGET AND BUSINESS PLAN SUBCOMMITTEE

I) In conjunction with the UCen Director, the Budget Committee shall develop an annual budget and submit it to the Board during Spring Quarter (with a minimum of two remaining Board meetings) for its approval.

II) On an annual basis, or as needed, the Committee shall evaluate the financial direction and long term planning for the UCen.

III) The Budget committee shall have the opportunity to review the UCen’s monthly budget in its entirety. The Budget committee shall also be permitted to review the budget of any individual UCen department. These budgets will be furnished within a reasonable amount of time whenever requested by the Chair of the Budget Committee.
IV) Members of the committee shall have reasonable access to all financial paperwork on file in the UCen Administrative office.

V) The committee shall review and recommend approval to the board on an annual capital program and budget. The committee shall address the issue of adequate capital reserves to protect the immediate and long term viability of the building, its programs, the revenue producing and non-revenue producing activities which it sponsors.

VI) The committee may explore new ways to deliver services to the campus community and create sufficient capital support to finance new ventures.

C) BOOKSTORE COMMITTEE

I) A high priority of this committee shall be to ensure that academic necessities (i.e. textbooks) maintain a minimal profit margin.

II) The committee shall work closely with the Bookstore Director on all issues pertinent to the Bookstore.

III) The committee shall have the opportunity to review and recommend on Bookstore pricing structures.

IV) The committee may explore new ways to deliver services to the campus community and create sufficient capital support to finance new ventures.

D) DINING SERVICES COMMITTEE

I) A high priority of this committee shall be to ensure the highest quality food at the lowest possible price that is consistent with the UCen Business Plan.

II) The committee shall work closely with the UCen Dining Services Director on all issues pertinent to the UCen Dining Services.

III) The committee may review and recommend approval on product pricing structures.

IV) The committee may explore new ways to deliver services to the campus community and create sufficient capital support to finance new ventures.

E) PROGRAMMING COMMITTEE
I) The committee shall strive to provide and co-sponsor programs in the UCen which will complement, but not compete with, the existing array of programs offered by the A.S. Program Board.

II) The committee shall be responsible for maintaining the goal of the UCen to have art displayed in the building.

III) The committee shall focus primarily on programs that cultivate diversity, enrich culturally and stimulate intellectually. Through its programming efforts, the committee’s priority is to strive to create an atmosphere in the UCen which is sensitive to cultural issues and which invites participation by all campus community members in the ongoing understanding and appreciation of cultural diversity.

IV) The committee may provide programming which involves participation by the various departments within the University Center to foster an awareness and understanding of the UCen as a diverse, yet cohesive and comprehensive center of campus activity.

V) The committee shall work closely with the UCen Administration Office to schedule and implement any programming in the UCen.

F) SPACE ALLOCATION COMMITTEE

I) The committee shall represent the Board in the administration of the Campus Organization Center (third floor of UCen) by distributing, collecting and processing office space and locker applications submitted by campus organizations.

II) The committee shall quarterly review available space within the UCen, as well as review the processes by which that space is allocated.

III) The committee may hear and address grievances and complaints concerning the space allocation processes.

IV) The committee shall review and address any violation of the regulations outlined in the Space Usage Regulations.

V) The committee shall perform end of the year inspections of each office to determine what, if any, damage has been done to the space. Costs of repairs will be assessed by UCen Administration.

G) EXECUTIVE COMMITTEE
I) The committee shall fulfill the responsibilities of the Board when regular meetings of the Board are not possible (i.e., Summer Sessions, Quarter Breaks). The Executive Committee shall conduct only such business as requires the urgent attention of the Board. The committee shall report its actions in full at the next scheduled Board meeting at which time modifications may be in order.

II) The Chair shall appoint the Executive Committee members. The group should include the Chair, voting members who have indicated availability during periods when the Board cannot meet, the UCen Director, and any other ex officio members or advisors who are available and willing to serve. In the event that sufficient members of the Executive Committee are unable to meet at any given time, a good faith effort shall be made by the UCen Director to consult with those members who can be reached. If there is a lack of available Board members, the Director shall act in a timely and responsible manner on behalf of the University Center and report his/her actions at the next available Board meeting.

H) AD HOC COMMITTEES

I) Ad Hoc Committees are established for specific issue of a temporary nature.

II) The Board shall have the authority to create and disband ad hoc committees.

6) DUTIES AND RESPONSIBILITIES

A) University Center Governance Board Chairperson:

I) The Chair shall be a voting member only in the event of a tie vote by the Board members or as needed to make a quorum.

II) The Chair shall be either a graduate or undergraduate student. He or she will have served one previous term on the UCen Board, if possible.

III) The Chair shall serve as the Board’s presiding officer or shall designate a voting member as a replacement.

IV) The Chair shall set agendas for Board meetings.

V) The Chair shall appoint standing committee Chairs and members. Appointments are finalized only when the interests of the members are balanced with the needs of the Board.

VI) The Chair shall serve as primary spokesperson of the University Center Board.
VII) The Chair shall be a liaison to both A.S. Senate and G.S.A.

VIII) The Chair shall be responsible for the orientation of new Board members in conjunction with UCen Director.

IX) The Chair shall prepare management evaluations in conjunction with the rest of the voting members.

X) The Chair shall provide feedback on the performance of voting members as appropriate.

B) Voting Members

I) Members shall attend all training and orientation events for the UCen Board.

II) Members shall serve a two-year term when possible and are eligible for re-appointment through their respective nominating agencies.

III) Members shall serve on one or more standing committees.

IV) Members shall attend all Board Meetings and maintain regular attendance at committee meetings and be prepared for discussions.

V) Members shall inform the Chair or the UCen Director if unable to attend Board meetings.

VI) Members shall promote the UCen Board’s function and efforts to the campus community.

VII) Members must inform the UCen Director’s office of their addresses and phone numbers during academic sessions and break periods.

VIII) Members shall be subject to removal by the Board if more than one meeting per quarter is missed without an excused absence from the Chair or the UCen Director or if the member fails to uphold any of the above obligations (B, I-VIII). See Section 7, F-I for a description of removal procedures.

C) EX OFFICO MEMBERS

I) Ex Officio members shall be non-voting Board members.
II) Ex Officio members shall ensure proper preparation for and attendance at all Board meetings and all training and orientation events.

III) Ex Officio members shall be invited to serve on one or more committees and shall have voting privileges on the committees.

IV) Ex Officio members shall promote the Board’s functions and efforts and serve as educators to the Board and the campus community regarding their individual areas of expertise.

V) Ex Officio members shall, upon Board request, make presentations to the Board pertinent to the ex-officio member’s management area.

D) ADVISORS

I) Advisors shall be non-voting participants.

II) Advisors shall be invited to all Board meetings and shall be invited to all training and orientation events.

III) Advisors shall be invited to serve on one or more committees and shall have voting privileges on those committees.

IV) Advisors shall, upon Board request, make presentations to the Board pertinent to the advisor’s role.

E) UNIVERSITY CENTER DIRECTOR

I) Under the general direction of the UCen Board and consistent with the Governance Charge, the Director shall be the official representative of the University Center in all of its business and financial dealings.

II) The Director shall keep a suitable system of accounts and records for the University Center and its various enterprises, and make regular financial reports to the Board. All accounts shall be in a form consistent with generally accepted accounting standards so that a statement of the UCen’s accounts may be prepared with reasonable notice from the Board or the budget Committee.

III) The Director shall have the authority to borrow money in a manner consistent with the UCen’s annual business plan.
IV) The UCen Director and/or the appropriate other Directors shall be fully responsible for implementation of decisions made by the Board and make regular progress reports.

V) The Director shall be responsible for providing staff and secretarial assistance to the Board.

VI) The Director shall be responsible for the preparation and distribution of all minutes and records of Board meetings to voting members, ex officio members, and advisors.

VII) The Director shall work closely with the Board and attend all Board meetings.

VIII) The Director shall work with the Chair in orienting all new members.

7) PROCEDURES

A) CALLING OF MEETINGS

1) Official meetings of the Board shall be called by the Chairperson of the Board or the UCen Director with a minimum of seventy-two (72) hours advance notice. Seven (7) voting members of the UCen Board may call a meeting by written request to the Chair. All ex-officio members and advisors shall be notified of any meeting.

B) FREQUENCY OF MEETINGS

1) The Board shall meet on a regular basis (bi-monthly suggested or as needed to fulfill the needs of the Board and the University Center).

C) QUORUM

1) For the purpose of conducting business and formulating recommendations or decisions, a quorum of the Board shall consist of seven (7) voting members (the chair shall count toward establishing a quorum).

D) CONFIDENTIALITY OF MEETINGS

1) All meetings of the Board shall be open to the University community, except those meetings declared by a two-thirds (2/3) vote of the Board to be an Executive Session which is confidential and closed to the public. An Executive Session primarily deals with matters of personnel and disciplinary actions, but may also deal with other matters. Only members, special invitees,
and such ex-officio, advisors, or employees as the members deem to be necessary are allowed to remain in the meeting.

2) Specific issues identified as confidential at Board meetings are only to be discussed with Board members along with Ex Officio members and Advisors present at the meeting. Confidential issues in committees are only to be discussed with committee members.

E) STUDENT ELIGIBILITY

I) Student members must be full time registered students in good standing to be eligible to serve on the Board.

F) REMOVAL OF UCEN BOARD MEMBERS

I) Failure to meet the member expectations (Article 6, Section B) shall constitute grounds for removal from the Board. Removal of a Board member requires a two-thirds (2/3) vote of the Board (i.e. if there are 12 total voting members, a minimum of 8 votes is required). Removal of a Board member must be placed on the agenda and sent out at least 48 hours prior to the Board meeting.

G) REPLACEMENT OF UCEN BOARD MEMBERS

I) If a Board member is unable to serve the duration of his/her term, resigns, or is removed by the Board (in accordance with Article 7, Section F), the member shall be replaced with due speed by the process under which he/she was selected to serve.

H) MEETING PROCEDURES

I) The Board shall abide by Roberts Rules of Order with the following noted exceptions;

a) The Chair may only vote in two cases:

1. To break a tie vote
2. When voting to remove a Board member

II) All discussions of personnel issues are to be held in Executive Session with voting members. Appropriate individuals may be invited only with a 3/4 vote of the Board. Strict confidentiality shall be maintained.

II) Any member determined to have a conflict of interest shall be required to abstain from voting. If the member does not volunteer to abstain, the Board may so move with a two-thirds (2/3) majority vote. This same policy applies to committees.
1) There will be no proxy or absentee voting in Governance Board or Committee meetings.

2) Amendments to the UCen Charter shall only be made with a three-fourths (3/4) approval of the UCen Board with a minimum quorum of ten (10) voting members present. Amendment proposals shall be introduced and discussed at a Board meeting, but not voted upon until the next available meeting in order to allow sufficient study of the proposal.