

GRADUATE ASSEMBLY MEETING

October 1, 2009

SUMMARY OF THE MEETING

The meeting was called to order at 5:32 p.m.

Announcements

The Assembly heard from Matthew Bohannon, of Brailsford & Dunlavey. The consulting firm has been hired to assist with the Lower Sproul project. They've been on campus two days conducting focus group and doing intercept interviews, getting a sense of students' interests. They want to know what galvanizes students, to know what students want and would support. After this process, Brailsford & Dunlavey will work with committees and administrators to fine tune what will be if they go forward with a referendum in the spring.

A budget has yet to be defined. Over 30 years, the cost will probably be around \$300 million. If things move forward in the spring, construction would start in 2011-12 and the first building would be ready in the 2014-2015 academic year.

Focus groups have indicated that performance space was needed and that students want green space, seating, and a variety of food options. Grads working on this were Mr. Daal, Mr. Froehle, and Mr. Work.

Students in Comparative Literature will have signs at the football game on Saturday to raise awareness about the walkout and about budget cuts to UC.

AC Transit was proposing changes bus lines, including the 51, the 67, the 1, and the 1R. These changes would impact the Cal community, and students were trying to draft a response.

A meeting was scheduled for collective bargaining for postdocs and the general University.

The ASUC Senate was working on selecting a Finance Officer and selected an Attorney General and a Solicitor General. A grad rep was needed for the ASUC Judicial Council, the judicial branch of student government.

Due to furloughs, the Business Office on Fridays will be open from 12:00 to 4:00 for the rest of the semester. The office will close on the second Friday, although staff will still work. CalLink, the online reimbursement process, will start on October 1. Student groups can sign up for training. Also, the GA will sponsor the Mario Savio Lecture.

People on non-GA campus committees should fill out the application form, to make sure they were in the GA's system. Campus committees had openings. The Information, Security, and Privacy Committee in particular was seeking a grad rep.

Reports

The Funding Committee approved Grad Events Round 2. \$57,219.13 was requested and \$23,802.63 was awarded. Group Resources had requests of \$11,263.98, and \$5,710.90 was awarded. There were no programs allocations.

The Grad Social Club maintains an email list and has a Web site, gsc.berkeley.edu.

The Lower Sproul Action Agenda Item, at \$20,000, was from motion students made at the Store Operations Board, to come from ASUC Auxiliary reserves.

Campus committees were listed on the GA Web site.

Introduction to GA Projects

GA projects focus on different things to serve grads, such as conferences, workshops, and orientations, and have committees associated with them.

The GA has several projects. *The Berkeley Graduate*; the Grad Social Club; the Graduate Minority Students Project; the Graduate Minority Outreach, Recruitment and Retention Project; the Graduate Women's Project; the Graduate Minority Outreach Recruitment and Retention Project; the Women of Color Initiative; and the Graduate Support Services Project.

The Project Coordinator is the liaison between projects and the Executive Board. About one-third of the GA's budget goes to support these projects.

Election of the Campus Affairs Vice President

The current Campus Affairs VP may have resigned. That month the GA would elect a temporary VP, and elect a permanent VP at its next meeting, to give everyone notice about the opening.

By unanimous voice-vote, the GA recalled the current Campus Affairs VP. With no objection Gwyneth Harrison-Shermoen was reapproved for one month as Acting Campus Affairs Vice President.

Presentation by ASUC Lawyer Mark Himelstein

The GA heard from the ASUC/GA lawyer, Mark Himelstein. Mr. Himelstein said he was asked to talk about the formation of a non-profit corporation by the GA. He's been the ASUC lawyer since the mid-'70s.

The GA is not a separate legal entity and was part of the ASUC, but it does get all fees from graduate students

In 1999, the undergrads, in response to Prop. 209, formed a non-profit corporation to fund scholarships for underrepresented minorities, a separate 501(c)(3), the Berkeley Student Foundation. Funding comes from private, non-University funds. That was key.

A non-profit corporation would be separate and distinct from the GA, operate by its board of directors. The GA could establish By-laws that would specify the directors who were appointed.

The ASUC had the Berkeley Student Foundation, so having the “Berkeley graduate student foundation” would be confusing. Naming it the “Berkeley Graduate Assembly Foundation” was suggested. The name couldn't have “UC” in it without Regental permission.

A non-profit could do more than fund scholarships.

The GA would use some of its commercial funds for this organization. The University would have to agree to that. But once it was transferred, then the GA would have control over it, not the University. The Auxiliary would probably a report on the use of the money, which was fine. Non-profits couldn't engage in partisan political activity but could, e.g., sponsor educational forums with candidates.

Most non-profits have paid staff, but that would depend on how the GA set it up. The GA have should have someone who monitors it.

For a non-profit, they shouldn't comingle mandatory fee funds with other, private funds, commercial funds or funds that were privately raised.

The cost to establish a non-profit would probably be around \$5,000.

People form corporations so they don't have individual liability if something went wrong. Only the organization was liable.

If the board was accused of funding political campaigns, e.g., all they'd lose was to lose the tax exempt status. If a board member committed fraud they could still be held individually liable. But that's not something that would happen in an organization like the GA.

If there's enough money in the organization, it was recommended to have somebody who was accountable, and maybe pay them, e.g., \$500 a month.

Resolution 0903g: Resolution to Amend the GA Budget to Allow the Investment of the GA Reserves Into a Fund Functioning as an Endowment Administered By the UC Berkeley Foundation, to Make an Endowment Gift to UC Berkeley and Invest In an Endowment Administered By the California Alumni Association

There was a motion to reconsider Resolution 0903g. The GA passed the Resolution in March to allow the GA to invest its commercial revenue in the UC Berkeley Endowment in order to make commercial revenue grow. Reconsidering the Resolution would allow the GA to amend the Resolved Clause to make the Resolution wording reflect the title of the Resolution.

By unanimous voice-vote, the GA approved, as reconsidered and amended, Resolution 0903.

Resolution 0909c: Directed Action to Establish the Berkeley Graduate Student Foundation as a 501(c)(3) Organization to Raise Funds and Create Resources for the UC Berkeley Graduate Students

Summary of the Meeting (cont'd)

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Setting up a non-profit was one way the GA was trying to expand its reserves. GA reserves earn 1.7%. So the GA was trying to put that into a better managed fund, with a higher rate of interest without bearing too much risk. The GA was subject to a lot of turnover, so they're trying to find the right balance of control and procedure that would have this go on cruise control.

In a budget crunch, the campus might try to sweep money various UC auxiliary accounts. The GA was pretty much an independent organization, but it's not clear how independent they are. A non-profit would be even more independent.

It would cost \$5,000 to form a non-profit, with a year-to-year cost to manage it.

Over the summer, the University redirected GA interest, probably \$80,000.

Starting a non-profit would be about \$5,000, and cost about \$1,000 per year. In 20 years this would conservatively provide about \$10-11,000 in extra revenue for the GA.

They currently borrow about \$25-50,000 a year from reserves. That wasn't sustainable. Reserves are about \$450,000. Continuing to do that would deplete all their reserves in 10 or 15 years.

Only commercial revenue funds would go into this non-profit, not mandatory fee funds. The University might not agree to such a transfer.

Money from the non-profit could be used for everything the GA currently did.

The charter and by-laws of the non-profit would be considered by the Executive Board and the Budget and Rules Committees, and would be voted on by the Assembly.

By unanimous voice-vote, the GA approved Resolution 0909c, To Establish the Berkeley Graduate Assembly Foundation as a 501(c)(3) Organization to Raise Funds and Create Resources for the UC Berkeley Graduate Students.

Resolution 0909b: Resolution to Amend the Graduate Assembly By-laws to Establish a Procedure to Amend the Graduate Assembly Charter

The bill would allow electronic votes of Delegates to amend the GA Charter. The bill was approved unanimously by voice-vote.

The meeting adjourned at 7:40 p.m.

End Summary of the Meeting

This regular meeting of the Graduate Assembly was called to order by Miguel Daal at 5:32 p.m. in the ASUC Senate Chamber. Mr. Daal said that unfortunately, a rap concert was going on outside, which they'd have to ignore and talk over.

ANNOUNCEMENTS

Matthew Bohannon, from Brailsford & Dunlavey, on Lower Sproul

Mr. Daal said the first announcement was from Matthew Bohannon, from Brailsford & Dunlavey, who will talk about the Lower Sproul program.

Mr. Bohannon introduced himself and said he would like to thank the GA for its time. He's from Brailsford & Dunlavey, which has been hired to assist with the Lower Sproul project. They've been on campus two days so far. This was their second day. They've been conducting focus group and doing intercept interviews, getting in front of as many students as possible to get a sense of their interests in the workings of Lower Sproul and of the facilities. They want to know what galvanizes students' interests, what were some synergies of program elements that needed to be defined so that as the process moves towards a referendum, they could accurately provide spaces that students want and that students would support in any referendum.

After this process, Brailsford & Dunlavey will work with various committees and administrators involved in fine tuning what will be presented to the students, if they find that students do want to go towards a referendum. That will be in the fall, deciding upon the language that will be on the referendum in the spring, and all of the program elements that should be mentioned at that time.

They've had a series of focus groups, with probably around 20 students in each group. That morning he and his colleague talked to about 60 students at various parts of the campus. Bus stops were great places to talk to students because they're captive at that point.

Mr. Bohannon said he would like to answer any questions people might have, or to hear any input that people had on the Lower Sproul project, including program elements and opportunities to have in these facilities that could really galvanize student interest and student involvement in this part of campus. Mr. Daal called for any questions.

A Delegate asked about the budget he was working with. Mr. Bohannon said the budget has yet to be defined. There were some numbers, but he didn't know them off the top of his head. But what they're looking at was the MRY study that was conducted, which had the budget costs associated with all of the projects. Their challenge at that time was to figure out how much they'd have at that initial phase, and if it would be one building, two buildings, one and a half buildings, or the Plaza and what would be there. So he couldn't define the budget at that time and what students would be voting on. Mr. Daal said that

A Delegate asked about the target start date of the project. Mr. Bohannon said that if everything moves forward in the spring, and there's a yes vote on the referendum, the opening of the first building would be in the 2014-2015 academic year.

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Mr. Rabkin asked when they hope to start construction. Mr. Bohannon said that construction would be two to three years prior to the opening, so the 2011-12 school year, in that range.

Mr. Briggs asked how they find students for focus groups. Mr. Bohannon said that Mr. Daal and others have helped get student groups together. They've also contacted the Residential Life office. With intercept interviews, it's just walking to high-traffic areas and talking to students on their way to class.

Mr. Daal asked if there was anything about focus groups he'd like to tell to the grad students who were there. Mr. Bohannon they've really taken from a few things. Performance space was needed, not only for music, but more so for dance and cultural events. Students want green space, particularly in the Plaza, which students feel was extremely uninviting. Students want seating, amphitheater space, and even a bowling alley was highly discussed among students. They also want expanded food options, and want a variety of food options. There was an aspect of students wanting seating, simple, comfortable seating to study, to take a nap, and to relax in, rather than being forced to go to the library or the Food Court.

Mr. Daal asked if there was another focus group that people there might want to participate in. Mr. Bohannon said there wasn't, not on this trip.

Mr. Saxena asked if there were currently any Grad Assembly Delegates who were actively involved in Lower Sproul planning, besides Executives. Mr. Daal said there weren't. Mr. Saxena asked which grad students were working on this. Mr. Daal said they included himself, Brad Froehle, and Dan Work.

Mr. Virgili asked about programming, and the kind of programming work the consultants were doing that was already done by architectural firms. Mr. Bohannon said there were three series of programming exercises that have occurred or will occur. The first was by MRY, taking a holistic approach as to what the center, this area, should really be, the broad range of components that should go in the facilities. What they're looking at now was what should be the first piece of that project, the elements that would get students interested in supporting it. And then after that there's a third piece, which will really define what goes into the box. For this stage, they might identify a bowling alley, expanded food service, a multicultural center, and expanded conference rooms. The consultants weren't saying there would be five conference rooms at 100 square feet each. That was the next step in the process.

Mr. Daal said seeing no further questions, he would like to thank Mr. Bohannon. Mr. Bohannon said he would like to thank them for their time. Mr. Daal asked if Delegates could send concerns to him that they had. Mr. Bohannon said that if people could respond through Mr. Daal, that would be great, and he'd respond to their questions. Mr. Daal said that would include things people would like to see in Lower Sproul, that kind of thing.

Continuing Announcements, Emily introduced herself and said she was from Comparative Literature. A lot of students in her Department were organizing an event on Saturday at the football game to raise awareness about what happened last Thursday with the walkout and to raise awareness in general about the budget cuts they were undergoing. They hope to attract national media attention, since most of the

attention last Thursday was local. They've made a lot of signs that they'll distribute. The group was asking for support from grads in other departments, and if they were interested, she'd ask Delegates to spread the word to their departments. People could either distribute signs with the group, which would be great, or could donate money, as little or as much as they possibly could, in order to help coordinate this, which

Announcements

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was actually very expensive. She had fliers to pass out and would ask them to please spread the word in their departments. Mr. Daal said that if she could send an electronic file, they'd put it on the GA Web site.

Brad Froehle introduced himself and said he was the Technology Committee Chair. He wanted to say something briefly about bus service. He was many of them have heard that AC Transit has released proposed changes to its service that will implemented probably early in January. The change would involve splitting the 51 line in half, reducing service on the 51, eliminating the 67 line, and generally reducing service to the 1 line and the 1R.

Mr. Froehle said this will impact the Cal community. He was trying to get a group of people together, including undergraduates, and talking with Transportation, to draft a formal response. If people were interested in working with him on this he would ask them to please talk to him that evening or send him an e-mail.

Mr. Ortega said he was asked to make this announcement. There will be collective bargaining for the postdoctoral students and the general University. If anybody was interested in attending, it will occur at UCLA next Thursday and Friday. If people want more information about it, he could send them a link.

Mr. Shami said the ASUC Senate met on Wednesday. They worked on selecting a Finance Officer, Attorney General, and Solicitor General. They approved the AG and the SG, but tabled selection of the Finance Officer and were still looking at someone. All bills they worked on passed. They also approved a stipend of \$500 for their Marketing Director.

Mr. Daal asked if he could plug the graduate representative position on Judicial Council. Mr. Tran said there's one student from Linguistics who was involved. They'd basically learn how the ASUC worked as a body. The position will also suggest what kinds of amendments they could make throughout the year. Joey Guzman was a member and he could tell them the J-Council was a lot of fun. It keeps the ASUC in line and operating efficiently. Mr. Shami said the J-Council already started interviews to replace the two open spaces. So they actually closed down the process and were going through interviews at that time. Mr. Daal said a graduate representative was needed on the Judicial Council, which is the judicial branch of student government at Berkeley.

Ms. Hseuh said the Business Office at the GA has a new schedule. As she wrote in her report, they're changing their hours, starting on October 1, that day, due to furloughs. On Fridays, instead of being open from 10:00 to 4:00, they'll be open from 12:00 to 4:00. That will be for the rest of the semester. On the second Friday of each month for October, November, and December, they'll close the office, although staff will be working. They're also going to access work on CalLink, the online reimbursement process, which they'll start on October 1. All student groups will be notified when they could sign up for training sessions. People will work directly with Mr. Tuchman, the Funding Advisor. Lastly, the Graduate

Assembly is sponsoring the Mario Savio Lecture. She had fliers about it and she said that if Delegates could post them in their departments, that would be greatly appreciated.

Mr. Daal asked people to please fill out their feedback form as entirely as possible, and to return them. It's the GA's way of taking attendance and getting feedback. Secondly, if anybody was serving on a non-GA campus committee, he would ask them to please make sure they have filled out the application

Announcements (cont'd)

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form, even if they're already on the committee. They need paperwork to make sure people were in the GA's system. Also, if people were interested in serving on a campus committee, a non-GA committee, such as a UCOP committee, he would ask them to please let Ms. Harrison-Shermoen know. She has application forms.

Mr. Froehle said he would like to specifically plug one committee, in IS&T, the campus Information, Security, and Privacy Committee. It's been begging him and Mr. Daal for a graduate student rep for a long time. It meets on the third Thursday of the month, from 1:00 to 3 p.m. It's a two-hour commitment per month. More information was included in his report.

A Delegate asked who was on the Selection Committee for these committees. Mr. Daal said committees were handled by the Campus Affairs Vice President, who does all the nominating. The Delegate said that each applicant may be interviewed by a selection committee. Mr. Daal said that would probably be Gwyneth and some other person. Ms. Anderson said that some campus committees themselves want to talk to potential nominees or committee members. Mr. Daal asked Delegates to please represent graduate student interests and join a committee.

APPROVAL OF THE AGENDA

Mr. Daal said he would entertain a motion to rearrange the agenda. Mr. Rabkin moved to add to the agenda a motion to fasttrack Mr. Rajan's items, B and C. Mr. Daal said he could make that motion when they get to Resolution referral, 09010B and 09010C.

Mr. Daal said he would also like to point out that they have a speaker who was coming at around 6:45, and he would like to have a motion to rearrange the agenda when he arrives. It was so moved and seconded and passed with no objection.

Mr. Daal called for a motion to approve the minutes, which were posted online. A motion to approve was made and seconded. **THE MOTION TO APPROVE THE MINUTES FROM THE SEPTEMBER 10, 2009 GA MEETING WERE APPROVED BY UNANIMOUS CONSENT.**

REPORTS

Mr. Daal said reports were posted online and also disseminated in the agenda packets.

Mr. Tahir said the Funding Committee met on Tuesday and approved applications for grants and resources. Events had a 50% budget cut. Requests were for more money than they had. They approved Resources with a 40% budget cut. There were no programs allocations.

Mr. Daal said they needed to approve the Funding Committee report, which contains all the allocations to student groups. He called for a motion to approve the allocations in the Funding Committee report. It was so moved and seconded.

Reports (cont'd)

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Mr. Froehle objected, and said he would like to go on the record as stating that he felt that a global cut of over 50% was unacceptable. He asked to withdraw his objection to approval.

THE MOTION TO APPROVE THE FUNDING COMMITTEE REPORT WAS APPROVED BY UNANIMOUS CONSENT, AWARDING \$23,802.63 IN GRAD EVENTS ROUND 2 AND \$5,710.90 IN GROUP RESOURCES ROUND 1.

Mr. Daal called for any questions for committee chairs and officers regarding their reports. He'd give people a minute to look at the reports.

Mr. Rabkin asked Mr. Froehle what ability the Grad Social Club had to send an email to all grad students. Mr. Saxena said he was at the Grad Social Club meeting and the current means they had was to send information to all the student affairs officers in departments, who were supposed to forward it along. And then Delegates themselves should forward notices to their respective departments. Mr. Rabkin said they've gotten an email from Mr. Daal addressed to all grads. Mr. Daal said the GA had the ability to send one email a month to all graduate students. Mr. Rabkin asked if that was a limit imposed by the campus. Mr. Daal said it was imposed by the Registrar. And it costs the GA \$88 an e-mail.

Ms. Anderson asked Mr. Saxena if the Grad Social Club still maintained its own email list. Mr. Saxena said they do, from events such as the boat cruise the others. Ms. Anderson said grads could be directed to the Web site, gsc.berkeley.edu, to join the email list.

A Delegate said that for the Lower Sproul Action Agenda Item, it seemed expensive and asked how much they were paying for that and why they didn't vote on it. Mr. Daal said student government at Berkeley has an Auxiliary, a campus unit that provides all of their accounting and other services. The people employed in the GA's Business Office, for instance, are ASUC Auxiliary employees. The Auxiliary is a unit of the University, not of student government. The way GA finances work is that funds for student government go first to the Auxiliary, which takes away its operating expenses, and then, what's left over, goes to student government. The Auxiliary maintains a reserve of funds and makes decisions about how to spend those funds via something called the "Store Operations Board," which was predominantly comprised of students. At a Store Operations Board meeting, the students made a motion to appropriate \$20,000 from the reserves of the Auxiliary toward Lower Sproul consulting services. The funds come from student funds that are shared between the ASUC and the GA, which are one and the same.

The Delegate asked if didn't become the GA's money, so the GA didn't have to vote on it. Mr. Daal said they typically vote on money which is in the GA's bank account, which was separate from money in the Auxiliary's bank account, which was actually the campus' bank account.

Ms. Ng asked if a list was available of all campus committees. Ms. Harrison-Shermoen said she only received applications for committees on parking, teaching, and research. All of the others were open. There's a list of all committees on the GA Web site. Mr. Daal said that in general, they have done a terrible job that year in putting people on committees because that's the job of the Campus Affairs Vice President, and the GA doesn't have someone in that position. They have an acting Campus Affairs Vice President who didn't really have the time to do it and was doing it out of the goodness of her heart.

Introduction to GA Projects (cont'd)

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Mr. Briggs asked if people could only be assigned to committees through the GA, because he knew committees that have grad students on them that have not gone through the GA. Mr. Daal said that was a problem.

INTRODUCTION TO GA PROJECTS

Ms. Chavez said the Graduate Assembly has several projects that do a variety of things. They focus on different things and have committees associated with them. Projects put on conferences, workshop series, brown bag talks, and orientations. The purpose was to serve the needs of graduate students, with things like getting acclimated to the work environment and getting help with taxes, practical things, or having a broader sense of community with grad students throughout the campus.

Ms. Chavez said the GA has seven projects. There are brochures at the GA and a lot of information online. Since there are so many projects, there's usually an event every week. One project they heard from last month was *The Berkeley Graduate*, which was actually a blog that year, in electronic format. If people were interested in that, and guest blogging, or if they have topics they'd want to hear about, contact information was in the officers' reports.

The GA also heard about the Grad Social Club, and they'd hear from other projects that will introduce themselves.

Ms. Hsu Funi introduced herself and said she was the Graduate Minority Students Project Coordinator. They cater to the specific needs of minority graduate students on campus. Some of the projects or events they traditionally carry out are the "Bridging the Gap Conference," which has changed and, because of budget cuts, will go through a dramatic restructuring that year. In the past they have hosted an annual "Distinguished Lecturer of Color" speaker. It used to be a series and is now done once a year.

In terms of what was coming up, on October 14 they're hosting a fall, midsemester study break they'll sponsor with two other GA projects, the GSSP and another. And before the end of the semester they'll have a meditation workshop and a massage session. They're trying to focus on ways to relieve stress in minority and all grad students.

Ms. Chavez said her position as Project Coordinator Liaison was between projects and the Executive Board. If people were interested in any projects, some of them have committee meetings posted on the Web site.

The Graduate Minority Outreach, Recruitment and Retention (GMORR) was mentioned. It serves as a bridge to all of the undergrads, to bring them into the University and to introduce them to graduate and professional school programs, and to give them additional information.

Ms. Young introduced herself and said she was the Coordinator for the Graduate Women's Project. The mission of the Project was to create a space and give resources to graduate minorities on campus. She puts on panels and workshops and study halls and other events to support the interests of graduate women. That semester she'll hold a couple of restorative workshops, on yoga and self-defense for women. She'll also hold monthly study halls, where they take over Anthony Hall, with her providing breakfast, lunch, and snacks, and provide a better environment for women to study together. She'll have

Introduction to GA Projects (cont'd)
Election of the Campus Affairs Vice President

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a celebration, "Love Your Body Day," where Good Vibrations will come in and do a workshop on sexual communication. They'll also have a support dinner for women of color on campus, with faculty and staff. Those were things to look forward to from her. Ms. Young said she also had a resource guide, and if grads didn't have access to it, people could come by the GA and pick it up. It talks about all the resources in the area for graduate women.

Mr. Daal said all events of the GA's projects were open to all graduate students.

Ms. Chavez said that Brandon Nicholson is the Coordinator for the Graduate Minority Outreach Recruitment and Retention (GMORR). He's about 7-feet tall, so they'd definitely notice him if they see him around.

Ms. Chavez said they have another project, the Women of Color Initiative. In February and March there will be an annual conference, the Empowering Women of Color Conference, which will have its 25th anniversary this year. They have speakers come in from all over the world to talk to women. The project also hosts brown bags. Ms. Chavez said that as she notes in her report, there will be a creative writing workshop series that starts on Friday. If people had any questions they could send her an e-mail.

Ms. Anderson said people should know that about one-third of the GA's budget, a third of grads' student activity fees, go to support these wonderful projects. It seems from the agenda that this was just one thing the GA did. But the projects were a core part of the GA's mission, and grads should take advantage of everything they do, and should tell everyone in their department about the wonderful stuff going on.

Mr. Saxena asked if there was a report or information available as to how well attended each of the events are that projects put on, and the type of information used for overall evaluation of the projects. Ms. Chavez said they do evaluations of all the Project Coordinators, who are asked to track their outreach methods and the number of participants who attend the programs. So there was an evaluation form that she could make available at the end of the semester, when it's completed.

ELECTION OF THE CAMPUS AFFAIRS VICE PRESIDENT

Mr. Daal said the GA's current Campus Affairs VP has stopped responding to communications and it's been hard for him to determine whether or not she's resigned or what was happening. So they'll find someone else to fill the position.

Ms. Anderson said the Rules Committee talked about this. In order to have an election for a permanent VP, they need a week's notice. They didn't make that notice because it wasn't clear if they needed a new VP. So what the Rules Committee determined was that they should establish that evening that they'll have an election next month, so everyone could learn about the opening and see if they were interested. What the GA could do that evening was to elect an interim VP.

Mr. Rabkin asked if Ms. Able has resigned and if not, if the GA needed her to resign, or if she needed to be removed from office before replacing her. Mr. Daal said they did have to remove her from office first.

Election of the Campus Affairs Vice President (cont'd)

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Mr. Rabkin moved to remove Ms. Able from office. Mr. Daal said this was a motion to recall an elected official, which he believed needed a two-thirds approval. The motion was seconded by Mr. Saxena.

Mr. Rajan asked if this needed to be noticed. Ms. Anderson said it didn't. The By-laws state that an officer may be recalled at any time. The election needed notice, but not the recall.

Mr. Daal called for discussion on the motion to recall.

Mr. Virgili asked how long Ms. Abel has been out of communication. Mr. Daal said he received an email from her in August, and then another three weeks ago. He responded to both, but Ms. Abel didn't respond to the second one. She said she still wanted to be CAVP and he said "Great, come back," but never got a response. Several people have tried to get a response.

Mr. Marchand said they can't have elections that month, since they needed a month's notice. There was still time technically for Ms. Abel to resign. Mr. Daal said that was correct.

Ms. Anderson said Ms. Abel hasn't been at Executive Board meetings for a while. At the last Exec Board meeting they decided that if Ms. Abel didn't come back, or come back with a plan on how she'd return, then they would entertain a motion to recall her. So while it has not been noticed publicly, it was noticed to Ms. Abel, who got an email more than a week ago, saying they'd have a vote for the position if they didn't hear from her.

A Delegate asked if the person was still being paid for the services they were supposed to provide to the GA. Mr. Daal said she stopped picking up checks in June, and the GA stopped payment since then.

A Delegate asked if attempts have been made to contact her by phone in case her email wasn't working. Mr. Daal said they have. And she has sent him an email. Ms. Anderson said she said she'd be at a meeting.

Mr. Rabkin said Ms. Abel has missed two consecutive meetings and asked if they could just declare her not a Delegate. Ms. Anderson said they couldn't. The By-laws clearly state that she has a vote unless there's a two-thirds vote to recall her. Mr. Rabkin said that since this was on the agenda, there was notice.

Ms. Hseuh asked when Ms. Abel stopped doing her work. Mr. Daal said it might have been mid-June, but he wasn't standing over officers to make sure they were working. He only knew they weren't doing their work if he got angry emails from other people asking for committee reps.

Ms. Hseuh asked if Ms. Abel has not attended regular meetings for several months. Mr. Daal said that was correct.

A Delegate asked if Ms. Abel could still run for the position in a month if she was recalled that evening. Mr. Daal said she could. Someone didn't even have to be a Delegate to run for the office, and five years ago the President of the GA was elected while an undergrad.

Mr. Kramer said he thought it made the most sense for the GA to recall Ms. Abel that evening. If she still to be the VP, she could make that argument in a month.

Election of the Campus Affairs Vice President (cont'd)

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Mr. Daal said that seeing no further debate, they'd vote on the motion to recall. **THE MOTION TO RECALL FROM OFFICE THE CURRENT CAMPUS AFFAIRS VICE PRESIDENT PASSED UNANIMOUSLY BY HAND-VOTE.**

Mr. Daal said they couldn't elect a true CAVP, and had to elect an Acting Campus Affairs Vice President. The Acting VP would do the work of the CAVP and get paid for this month. He called for nominations for Acting CAVP.

Mr. Marchand nominated Ms. Harrison-Shermoen, who respectfully declined, unless no one else wanted to do it.

Mr. Helu asked what responsibilities the Campus Affairs VP had. Mr. Daal said the responsibilities of the position were listed in one of the hand-outs. The time commitment was approximate 16 hours a week. It was hard to time out a job like this. The pay was \$1,024 a month.

Ms. Harrison-Shermoen nominated Ms. Berkeley, who respectfully declined.

Mr. Briggs said that since the stipend was through the GA, with its non-profit status, the person couldn't be an international student. Mr. Daal said it was hard to pay international students if they have a certain type of visa. However, for the same reason, it doesn't show up on the University's financial aid calculation.

Mr. Kramer nominated Mr. Saxena, who respectfully declined. He said he's an international student and couldn't take on the responsibility at that time.

Ms. Harrison-Shermoen nominated Mr. Marchand, who said he was an international student as well.

Ms. Anderson re-nominated Ms. Harrison-Shermoen, because if they're going to get someone new in a month, it might be better for all these meetings with important people, to have some continuity.

Mr. Daal said that seeing no other nominations, nominations were closed. There were two candidates. Mr. Froehle said he would respectfully decline, and said he was taking his qualifications in two months.

Mr. Saxena said it might be worthwhile to consider an alternative model since Ms. Harrison-Shermoen was really busy, and maybe people could split the work with her and the GA could get things moving along. Mr. Daal said he needed one point person.

Mr. Marchand asked if they could clarify the question with international students. Because they have two international students. Mr. Rajan said it was very difficult.

Ms. Anderson nominated Mr. Kline, who respectfully declined.

Ms. Hseuh said that international students holding an F1 status, an I-20 is issued by the Berkeley campus. This position would be considered campus work, and they could get campus permission to work for the GA. It's like working at the Cal Student Store. It's campus work, even though the check wasn't from UC Berkeley, but from the ASUC. If people hold a J-1 they have to get their sponsor to approve that.

Election of the Campus Affairs Vice President (cont'd)
Presentation by ASUC Lawyer Mark Himmelstein

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Mr. Briggs asked if international students could exceed 20 hours a week. Ms. Hseuh said there would be a 20-hour limit.

Ms. Anderson said she would like to nominate Mr. Saxena again. Mr. Saxena said he had his orals in two weeks and couldn't do that. Ms. Anderson asked if he would consider this in a month. Mr. Saxena said that with the 20-hour-a-week cap, he had to do research. It wouldn't work.

A Delegate nominated Joe Guzman. Mr. Guzman said he's an undergrad. Mr. Daal said he could do this if he wanted to. Mr. Guzman said he was already working 16 hours for the GA. Mr. Daal said Mr. Guzman declined.

Mr. Saxena nominated Mikhail, who respectfully declined.

Mr. Daal said that seeing no further nominations, they only had one, Ms. Harrison-Shermoen.

Mr. Daal said that unless anybody had an objection, they'd vote on extending Ms. Harrison-Shermoen's Acting Campus Affairs Vice Presidency for one month. **WITH NO OBJECTION, MS. HARRISON-SHERMOEN WAS REAPPROVED FOR ONE MONTH AS ACTING CAMPUS AFFAIRS VICE PRESIDENT.** Mr. Daal said he would like to thank her. (Applause)

Mr. Daal said there was one more project to report. Erica Boas introduced herself and said she was the Graduate Support Services Project Coordinator. Things she'll do that year were similar to what went on last year, providing workshops on oral exams, dissertation writing, taxes, stress management, and having study breaks and social mixers. She also wanted to do something on financial management and graduate writing. She wanted to thank them.

PRESENTATION BY ASUC LAWYER MARK HIMELSTEIN

Mr. Daal said the ASUC has a lawyer, and they'd turn the floor over to Mark Himmelstein.

Mr. Himmelstein said that as he understood it, he was asked to come there that evening to talk about the formation of a non-profit corporation by the GA, to give some background on the ASUC's non-profit, and answer any questions. This was per 0909c, which the GA will be voting on later.

Mr. Himmelstein introduced himself and said he's been the ASUC lawyer since the mid-'70s. Part of his contract with the ASUC was to also provide advice to the GA. He's met with Mr. Daal during the year, and going over a number of issues. Several things have come up.

To start with, Mr. Himmelstein said he'd give the legal analysis of where they were coming from. The GA is not a separate legal entity and was part of the Associated Students of the University of California. It's in the ASUC's Constitution. As such, the GA does not have a federal employer identification number and was under the ASUC's.

Presentation by ASUC Lawyer Mark Himmelstein (cont'd)

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The GA cannot act in and of itself as a legal entity since it was part of the ASUC. That's the way it was set up on the Berkeley campus. At other campuses, the graduate students have their own organization. Mr. Himmelstein said he doesn't get involved with any conflicts between the two organizations, if there are any, since he advises both. But he's been party to or a witness to a lot of the discussions over the years. As they knew, the way it's all worked out was that the GA gets all the fees from graduate students, and the ASUC gets fees from undergraduates.

In 1999, the undergraduate students were very concerned about how to deal with the passage of Prop. 209. Mr. Himmelstein suggested the formation of a non-profit corporation that would take over what the ASUC had been doing before, funding scholarships for students who were members of underrepresented minorities on the campus. So a separate 501(c)(3) organization was organized, the Berkeley Student Foundation.

If people want to know about this, they could go to [Berkeley Student Foundation.org](http://BerkeleyStudentFoundation.org). Basically, the BSF dispenses scholarships, \$1,000 a year for four years, if they're undergraduates, and \$1,000 a year for the rest of school in their Masters students or from a junior college. The BSF took over from a program that existed before Prop. 209 that could no longer be funded, since Prop. 209 prohibited the use of mandatory fee funds to fund what was essentially an affirmative action-type program.

The funding for the Berkeley Student Foundation does not come from the University, but from separate, private funds. That was the key as to how it was able to operate. It's not part of the University and doesn't use any funds for scholarships that flow through the University. Because it's a 501(c)(3), it could actually do many things besides fund scholarships, but that's all the students have done up to now.

Mr. Himmelstein said that he and Mr. Daal and other representatives of the Graduate Assembly have had discussions about how the GA could have more autonomy over the use of its funds, in addition to getting around some of the University's restrictions over how the money could be used.

One option the GA had was to form its own non-profit corporation. He'd explain how the ASUC's was set up, and whether the GA wanted to follow that model or not was up to them. But if they did form a non-profit corporation, it would be a legal entity separate and distinct from the GA, just as the Berkeley

Student Foundation is and separate, and the GA would be able to operate it as a non-profit organization to do whatever the board of directors of the organization thought was appropriate. It would also give them a mechanism to go out and raise private funds if they wanted to, and to those funds from the University's purview, and not subject to all the restrictions that the University has.

Mr. Rabkin asked about the GA starting this organization and then finding that the board of directors had interests that divulged from the GA's. Mr. Himmelstein said the way it was set up for the ASUC was to have three ex officio members positions that were automatically members of the organization each year, the ASUC President, the Executive VP, and the Academic Affairs VP. And then the ASUC Senate elects six other Senators to be on the nine-member Board. The GA could follow that model if it wanted to; or, they could take the entire GA and make it the board of directors of this organization. But they will not have it as the GA legally.

Mr. Rabkin asked if he would specify the directors being appointed. Mr. Himmelstein said they could have that in their By-laws. The By-laws stipulate the ASUC having a nine-member Board. Having 30 people on a board would be unwieldy. He set it up that way because it was very hard to get people to show up

Presentation by ASUC Lawyer Mark Himmelstein (cont'd)

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for quorum. The BSF has a quorum of three because the President and the two VPs are around and could meet in the summer if they had to. The other students were not necessarily around.

Mr. Himmelstein said he had one suggestion regarding the name. He was a little concerned about confusion between the two organizations if they were the "Berkeley Graduate Student Foundation" and the other was the "Berkeley Student Foundation." The GA could call this the "Berkeley Graduate Assembly Foundation." It was up to them. But that would make sure there was no confusion.

Mr. Himmelstein said the reason the ASUC Senate could not call its foundation the "ASUC Foundation" is because that would have the University of California in its name, and they can't use "UC" without permission of the Regents. He would recommend taking a name that would avoid confusion between the two organizations.

If the GA formed its own organization, they might want it to do much more than fund scholarships, and to use it in other areas. As a non-profit, they're limited to what they could do. They can't simply spend their money on beer busts and what they did had to be consistent with the charitable purposes of the organization. But there was a wide range of things they could do.

Mr. Kramer said that if the GA doesn't have full control over the funds, he asked what would prevent the University from preventing the GA from putting funds into a non-profit. Mr. Himmelstein said that was a key question. The Berkeley Student Foundation got its funding from a source the University had no control over. As he understood it, the GA wanted to use some of its commercial activity to fund this organization. The University would have to agree to that. But once it was transferred, then the GA would have control over it, not the University. There's a difference there. Otherwise, they have some alumni they could go after and raise money privately, which they're legally permitted to do.

Mr. Rabkin asked if the University would try and stop them from doing this, or if they'd let the GA take the money and hide it from the campus. Mr. Himmelstein said he didn't think they'd try and stop the GA. The University couldn't stop the GA from forming an organization. But because of the way the commer-

cial activities are set up, unless the Auxiliary agreed, it may prohibit the GA from transferring that money to the non-profit organization. The GA would need its cooperation.

Mr. Rabkin asked if Mr. Himmelstein had a sense that the GA would be likely to get that cooperation. Mr. Himmelstein said he thought Mr. Daal would have more of a sense about that, since Mr. Himmelstein said he didn't deal that directly with the Auxiliary. The Auxiliary is the agent for administering all this, and the Auxiliary would probably want some sort of report about how the non-profit was using the money, which was fine. The GA shouldn't object to that. That's the source the money came from.

Mr. Himmelstein said he wasn't sure how much information everybody had about these funds. The GA couldn't use the funds of a non-profit to fund partisan political activity, that kind of thing. All non-profits are prohibited from doing that. So they couldn't give money to a candidate or the Governor. But they could sponsor educational forums where you invite candidates to talk, and do things like that.

Ms. Urqueta asked if a non-profit required paid positions in order to function. Mr. Himmelstein said it kind of depended on how the non-profit was run. The Berkeley Student Foundation did not have any paid positions because he's the administrator, and has been since the BSA was founded. He does it as part of his job as ASUC lawyer. It's not part of his legal job, but he's the only one who's there from year-to-year, so he's the one who kind of kept it going. He thought most non-profits have paid staff. It kind of

Presentation by ASUC Lawyer Mark Himmelstein (cont'd)

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depended on how this would be used. If it's basically going to be used sporadically, they could probably get away with not having a lot of staff. Whoever replaced him as ASUC lawyer might be able to provide the GA with some advice as well.

Mr. Daal asked if he could go over how the Berkeley Student Foundation operates. Mr. Himmelstein said the BSF gets money from the Boston Trust each year equal to the interest that was in this account. It's organized to have Board members and the students on campus who receive scholarships work to get the word out about these scholarships being available. They have an unpaid student coordinator. The scholarships require 25 hours of community service a semester as one of the conditions. Students work that off by working in the organization. There's no paid staff, and it's all volunteer. They get applications for scholarships. Mr. Himmelstein said he and the students go through them and choose the recipients. They usually get about 40-50 applications and 13 a year are chosen. They now choose three in the Fall Semester as well. The only people who are paid are tax preparers for the Form 990 tax return, as a non-profit. They also have to file a form with the State Attorney General Division of Charitable Trusts. All of that is done at the same time.

Mr. Himmelstein said he does a lot of work with non-profits and most non-profits are larger than this and they have paid staff and monthly meetings. It depends on what an organization does in its programs. For the GA, it would depend on how it developed. He would recommend that the GA have someone who monitors it. He wasn't sure how the GA will use it and whether it was going to give scholarships like the undergraduates do, or whether they'd use it for education or for forums of one kind or another. Grads were a little more serious at this level, and they might want to use this to have symposiums of one kind or another, or go places to attend things. The GA could do any of those things as an organization. But the more they do, the more they'd need somebody to coordinate things for them.

Mr. Rabkin asked to what extent the GA could use this to put on social events. Mr. Himmelstein said it would depend on what kind of social event it was. It had to be for a charitable purpose. It's a non-profit. Mr. Rabkin said that graduate students were poor. Mr. Himmelstein said they had to be serious about this.

It's a non-profit organization. They get non-profit status from the Internal Revenue Service because a benefit was being provided to the community of some kind.

Ms. Zohar said they were getting ahead of themselves. The primary purpose was to make up a budget shortfall. The GA was taking money out of its reserves. That was the primary purpose, as she understood it.

Mr. Rajan said there will be a lot of procedural questions. He and Mr. Daal have thought about these various issues, and people should feel free to ask these sorts of questions. All the GA would do at that time was to authorize the existence of this organization. The board articles haven't been written, and all those decisions will come back to the floor for a GA vote. Right now they were just in the information gathering stage, so people should hold their procedural questions when they could go through them better.

Mr. Kramer asked if they could fund student groups to do student group-type of activities. Mr. Himelstein said they didn't need a non-profit organization to do that, and said they do that directly. Mr. Kramer said that if they put money in this, then they wouldn't be able to get it back out to use it. Mr. Himelstein said they shouldn't put mandatory fee money into the non-profit. That was important in terms of the University. If they comingle mandatory fee funds with other, private funds, they're subject to the University's most restrictive regulations. He'd advise them to not set up a separate, non-profit to use mandatory fee funds. Those funds are subject to the University's ultimate control and its rules and

Presentation by ASUC Lawyer Mark Himelstein (cont'd)

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regulations. Only private funds should be used for a non-profit. What they're talking about was commercial revenue, which was different from mandatory fees. Or, the GA could raise the funds for the non-profit from a private organization. Mr. Daal said that was a key issue, using no student fees and only commercial revenue.

Mr. Saxena said the GA, then, had the flexibility to transfer funds back to the GA if it had the intent of supporting grads. Mr. Daal said as a charitable donation, they did, although the GA wouldn't have that power, and that would be approved by the board of directors of the non-profit.

Ms. Hsueh said private fundraising was mentioned. She asked how the proposed fund would be different from the private 501(c)(3) that was already established for the ASUC and if the GA could raise funds for that 501(c)(3) versus the new one they plan to establish. Mr. Himelstein said the GA didn't have control over the BSF. Only undergraduates were on the Board. The GA could approach the ASUC to broaden that Board and have GA people on it, and it could be used for much more than what it was being used for. To broaden the BSF, the GA would need the approval of the Senate and the current BSF Board. The whole purpose of the GA forming a non-profit was to have control and direct how the money was used. A collaborative effort would be fine as long as everybody agreed, but if they disagree, they could run into some trouble.

Ms. Hsueh asked if there was an administrative cost to establish the non-profit. Mr. Himelstein it would probably cost around \$5,000 to get it going. They'd have to incorporate and submit a 1023 application to the IRS to get tax exempt status. Once they get federal status, the State Franchise Tax Board comes automatically. And they'd need seed money to get it started.

Mr. Rabkin asked if they could start this organization and not bother to make it tax exempt, since they wouldn't have much income any way. Mr. Himelstein said they didn't have to form anything, and two people could get together and start to do something. But they'd be individually liable, responsible.

People form corporations so they don't have individual liability if something went wrong. Only the organization was liable. Mr. Rabkin said they also have By-laws to remove people if they don't do what the GA wants. Mr. Himelstein said it would depend on how it was set up.

Mr. Kline asked what the risk was of nonaction and if they just left things at the status quo. Mr. Rajan said that if they read the Resolution, they'll see a list of reasons why they'd create this. Mr. Daal said that in times of a tight budget, the GA finds that its money was being redirected by the University. Mr. Kline asked if the campus used the GA's money for its own purposes with the GA having no control how it was allocated. Mr. Daal said that was correct, and GA money could be redirected.

Mr. Virgili asked what liability board members would have if somebody accused the board of funding political campaigns and filed a lawsuit. Mr. Himelstein said in that example, all they'd lose was to lose the tax exempt status. They wouldn't have liability. People incorporate in order to protect themselves from individual liability. If a board member committed fraud they could still be held individually liable. But that's not something that would happen in an organization like the GA. He wouldn't recommend doing this unless the GA incorporated, because they're all volunteers and serious students, and there was no sense in putting themselves in harm's way. Mr. Virgili asked if fraud was the only way a board member would have personal liability. Mr. Himelstein said it was intentional wrongdoing.

Mr. Saxena asked if this organization would still benefit from ASUC services, such as its attorney. Mr. Himelstein said that would be up to how it was set up. He's been trying to retire for two years. This year

Presentation by ASUC Lawyer Mark Himelstein (cont'd)

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Resolution Referrals

Reconsideration of 0903g

they're at a point where they have an ad in the legal newspaper and he had some résumés. He didn't feel comfortable answering that question. It would be up to how the contract was signed with the new attorney and what they want to do. If there's enough money in the organization, it's a good idea to have somebody who was accountable. If they have to pay them \$500 a month, at least they'd be accountable for what the organization was doing. If they don't have anybody who was a coordinator, nobody would be accountable and they'd get a kind of mish-mash if something went wrong.

Mr. Daal said they might want to look at Whereas Clause line 72. Since they're looking for a new lawyer and the contract for that lawyer was open, and since they have agreed to share revenues and expenses with the undergrads, it made sense to share the expense of employing the new ASUC lawyer to be the person who's looking after the 501(c)(3).

Seeing no other questions, Mr. Daal said he would like to thank Mr. Himelstein. (Applause)

RESOLUTION REFERRAL

Mr. Daal referred the following Resolutions to committee:

0910a, To Amend the GA By-laws with Regard to Committee Chairs and Chair Designates, to the Rules Committee

0910b, To Amend the GA Budget to Allow the Grad Social Club to Host a Holiday Cocktail Party, to the Budget Committee, the Rules Committee, and the Campus Affairs Committee

0910c, To Amend the GA Budget to Allow a Line Item Transfer in the Funding Committee Budget, to the Funding Committee and the Budget Committee

Mr. Rajan said he would amend 0910b, the second Whereas Clause, to add “is a lack of social events,” to read: “Whereas, the most pressing demand expressed to members of the Graduate Assembly’s Executive Board is a lack of social events.”

Reconsideration of 0903g: Resolution to Amend the GA Budget to Allow the Investment of the GA Reserves Into a Fund Functioning as an Endowment Administered By the UC Berkeley Foundation, to Make an Endowment Gift to UC Berkeley and Invest In an Endowment Administered By the California Alumni Association

Mr. Rajan said that in March the GA passed a Resolution allowing the GA to invest its commercial revenue in the UC Berkeley Endowment. What they were trying to do was to make commercial revenue grow. They're looking at a budget shortfall. The Endowment option was safe and wouldn't have to be monitored by the GA, as that was done by the UC Berkeley Foundation. The change would allow them to be able to give it to the UC Berkeley Foundation, to invest it as it invests the Berkeley Endowment. If that goes down, they'd have bigger problems than just as the GA. In that sense the Executive Board felt it was a safe thing to do.

Reconsideration of 0903g (cont'd)

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Mr. Rajan said the title of the Resolution was supposed to authorize three things: investment into the Endowment, which was like a gift to the University which they never get back; setting up a fund functioning as an endowment, in which case the Foundation would operate as a coordinator and manage the money; and to put it into the California Alumni Association. The Alumni Association doesn't invest in the Berkeley Endowment, so they don't need that. However, in the Resolved Clause, it only authorized the GA to investigate in a fund functioning as an endowment and not make an outright gift.

Mr. Rajan said that all the motion to reconsider does was to take the Resolved Clause and make it reflect the title.

Mr. Rabkin seconded the motion to reconsider.

Mr. Froehle asked if they're voting to change something they did in the past. Mr. Daal said they're voting to amend it as stated. In reconsidering it, they're amending it. Mr. Rabkin asked if the motion was just to reconsider. Mr. Daal said it was.

Mr. Froehle asked what the motion to reconsider meant. Mr. Daal said that if it passes, the proposed language would be added to the existing Resolution. If it fails, the existing Resolution would remain as it was passed by the GA in March, and nothing would have changed.

The following Resolution, 0903g, as reconsidered and with the first Resolved Clause amended, was authored by Mr. dePutter, Mr. Rajan, and Mr. Virgili:

RESOLUTION TO AMEND THE GA BUDGET TO ALLOW THE INVESTMENT OF THE GA RESERVES INTO A FUND FUNCTIONING AS AN ENDOWMENT ADMINISTERED BY THE UC

BERKELEY FOUNDATION, TO MAKE AN ENDOWMENT GIFT TO UC BERKELEY AND INVEST IN AN ENDOWMENT ADMINISTERED BY THE CALIFORNIA ALUMNI ASSOCIATION

WHEREAS, GA revenues have decreased for at least the three previous budget years due to reduced support from external sources such as Graduate Division; and

WHEREAS, personnel expenses have increased due to cost-of-living adjustments; and

WHEREAS, student fee revenue has remained relatively constant for at least the last three previous budget years; and

WHEREAS, the Coca-Cola contract, which has supplied \$50,000 to the GA budget for at least the last three previous budget years, is up for renewal in the “near future”; and

WHEREAS, the decrease in the GA programming budget has been mitigated by borrowing from GA savings over at least the last three budget years; and

WHEREAS, GA savings of approximately \$425,000 are currently invested in low-yield bank CDs; and

WHEREAS, investment of GA savings in the Berkeley Foundation provides opportunity for higher returns; and

Reconsideration of 0903g (cont'd)

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RESOLUTION TO AMEND THE GA BUDGET TO ALLOW THE INVESTMENT OF THE GA RESERVES INTO A FUND FUNCTIONING AS AN ENDOWMENT ADMINISTERED BY THE UC BERKELEY FOUNDATION, TO MAKE AN ENDOWMENT GIFT TO UC BERKELEY AND INVEST IN AN ENDOWMENT ADMINISTERED BY THE CALIFORNIA ALUMNI ASSOCIATION (cont'd)

WHEREAS, investment in the Berkeley Foundation has the following three benefits: 1) It represents investment by the GA in the future of UC Berkeley, 2) It is a transparent investment with legally required disclosure of performance and allocation of funds, and 3) Adverse performance by UC Berkeley endowment does not reflect poorly on the GA's investment strategy; and

WHEREAS, investment in the Berkeley Foundation synchronizes with the University's ambitious fundraising goals and provides an area for fundraising on issues that directly affect graduate students; and

WHEREAS, investment in the Berkeley Foundation provides the GA an avenue via matching funds to external fundraising that directly benefits Graduate Students; and

WHEREAS, the endowment is run by a fiduciary agent and no other entity can lay claim to the GA fund; and

WHEREAS, other units in the University such as the Law or the Business School already take advantage of this avenue;

THEREFORE BE IT RESOLVED, that the GA authorizes the investment of up to \$280,000 from savings (Student Fee Reserve, Commercial Reserve, and Carryforward) into a fund functioning as an endowment or a true endowment, with the UC Berkeley foundation, or a combination of both.

BE IT FURTHER RESOLVED, that since funds from the endowment payout would likely come in two forms: 1) general funds and 2) fund specific to a donor's cause with perhaps an endowment match. The Budget Committee, Rules Committee and Executive Board, will work together to generate procedures by which any funds raised externally would be evaluated and monitored.

Mr. Daal said that's what the second Resolved Clause would then read to do. Mr. Rajan said that all that adds is it says "or a true endowment or a combination of both." Right now they're authorized to do a fund functioning as an endowment.

Mr. Daal said a yes changes the first Resolved Clause to read as stated, and a nay vote keeps it as it was approved at a previous meeting.

THE MOTION TO APPROVE 0903g, AS RECONSIDERED AND AMENDED, PASSED UNANIMOUSLY BY VOICE-VOTE, RESOLUTION TO AMEND THE GA BUDGET TO ALLOW THE INVESTMENT OF THE GA RESERVES INTO A FUND FUNCTIONING AS AN ENDOWMENT

Reconsideration of 0903g (cont'd)

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Resolution 0909c, Directed Action to Establish the Berkeley Graduate Student Foundation as a 501(c)(3) Organization to Raise Funds and Create Resources for UC Berkeley Graduate Students

ADMINISTERED BY THE UC BERKELEY FOUNDATION, TO MAKE AN ENDOWMENT GIFT TO UC BERKELEY AND INVEST IN AN ENDOWMENT ADMINISTERED BY THE CALIFORNIA ALUMNI ASSOCIATION

RESOLUTIONS

Resolution 0909c

The following Resolution, 0909c, was authored by Nishanth Rajan, Justin Virgili, and Miguel Daal:

DIRECTED ACTION TO ESTABLISH THE BERKELEY GRADUATE STUDENT FOUNDATION AS A 501(c)(3) ORGANIZATION TO RAISE FUNDS AND CREATE RESOURCES FOR THE UC BERKELEY GRADUATE STUDENTS

WHEREAS, the 1998 Commercial Activities Agreement between the Associated Students of the University of California (ASUC) and the University of California (UC) established a new administrative structure within the UC Berkeley called the ASUC Auxiliary designed to be the fis-

cal agent of the ASUC and to "facilitate the operation of ASUC Commercial Activities", among other things; and

WHEREAS, the Graduate Assembly (GA) is part of the ASUC, itself an independent 501(c)(3) since 1939; and

WHEREAS the ASUC Auxiliary, as the fiscal agent of the ASUC, collects and holds in trust ASUC funds for eventual disbursement to the ASUC including the GA, less any 'operating expenses' (defined in the Commercial Activities Agreement, section 5.1) of the ASUC Aux; and

WHEREAS, it is currently a point of disagreement between the UC Berkeley Administration and the ASUC to whom funds held by the ASUC Auxiliary and also interest accrued on them belong; and

WHEREAS the UC Berkeley Administration is considering redirecting, now and forever, Short-Term Investment Pool (STIP) interest earned on reserve funds held by the ASUC Auxiliary intended as funding for "the replacement, repair, and renovation of the premises, facilities and equipment occupied or used directly in connection with the ASUC Commercial Activities, or for expansion of the ASUC Commercial Activities" as stipulated in the Commercial Activities Agreement; and

WHEREAS, the UC Berkeley Administration has also recently considered redirecting 20% (approximately \$800,000) of said reserve's principal as part of a blanket measure to raise funds for central campus, but decided not to do so; and

Resolution 0909c, Directed Action to Establish the Berkeley Graduate Student Foundation - 23 -
as a 501(c)(3) Organization to Raise Funds and Create Resources for UC Berkeley Graduate Students

DIRECTED ACTION TO ESTABLISH THE BERKELEY GRADUATE STUDENT FOUNDATION AS A 501(c)(3) ORGANIZATION TO RAISE FUNDS AND CREATE RESOURCES FOR THE UC BERKELEY GRADUATE STUDENTS (cont'd)

WHEREAS, the redirection of the STIP interest, approximately \$120,000 in FY 2007-08, and the 20% cut exemplify how student funds are in jeopardy as they pass through the ASUC Auxiliary and during tight budget time such as these; and

WHEREAS redirection of funds in this manner results in correspondingly less funding for the student government to give to its UC Berkeley student constituency; and

WHEREAS the establishment of an independent foundation with an independent fiduciary agent to support Berkeley graduate students may effectively safeguard graduate student funds in perpetuity; and

WHEREAS the GA passed Resolution 0903g in April 2009 in support of the creation of a GA endowment in recognition its steadily declining programming funding due to GA budget constraints and continually decreasing funding from external sources; and

WHEREAS the GA currently holds approximately \$260,000 in commercial reserve that is invested in bank certificates of deposit currently earning between 1.39% and 1.73% annual percentage rate; and

WHEREAS, in July 1999, the ASUC established an additional, separate, 501(c)(3) named the Berkeley Student Foundation (<http://berkeleystudentfoundation.org>), which they endowed with more than \$1,000,000 invested with The Boston Trust & Investment Management Company in socially responsible capital appreciation instruments, to fund scholarships for underrepresented minority students; and

WHEREAS, investment of GA savings in the Boston Trust provides opportunity for higher returns; and

WHEREAS, creation of the Berkeley Graduate Student Foundation provides a mechanism for external fundraising on issues that directly affect graduate students; and

WHEREAS the GA currently has a 30% FTE staff position, the Graduate Assembly Funding and Development Assistant, ready to orchestrate 'Development and Funding Acquisition' activities; and

WHEREAS the revenue sharing agreement with the ASUC and current search for a replacement ASUC Attorney means that cost savings on the formation and maintenance of a 501(c)(3) organization can be realized; and

WHEREAS an autonomous Berkeley Graduate Student Foundation with an initial \$250,000 in principal and no additional contributions to the Boston Trust would likely lead to a growing, sustainable revenue stream for the GA of approximately \$8,000 with an endowment principal greater than \$350,000 by 2020 (see Appendix I);

Resolution 0909c, Directed Action to Establish the Berkeley Graduate Student Foundation - 24 -
as a 501(c)(3) Organization to Raise Funds and Create Resources for UC Berkeley Graduate Students
(cont'd)

**DIRECTED ACTION TO ESTABLISH THE BERKELEY GRADUATE STUDENT FOUNDATION
AS A 501(c)(3) ORGANIZATION TO RAISE FUNDS AND CREATE RESOURCES FOR THE UC
BERKELEY GRADUATE STUDENTS (cont'd)**

THEREFORE BE IT RESOLVED, that the graduate students of UC Berkeley authorize the formation of the Berkeley Graduate Student Foundation as a 501(c)(3) organization to raise funds and create resources for the UC Berkeley Graduate Students.

BE IT FURTHER RESOLVED, that the board of the Berkeley Student Graduate Student Foundation will consist of the Graduate Assembly President, the External Vice President, the Campus Affairs Vice President, the Budget Officer and the Rules Officer, in addition to two alumni members

BE IT FURTHER RESOLVED, that the Budget Committee, the Rules committee and the Executive board will work together to generate:

- a. bylaws, a charter, and other founding articles for the Berkeley Graduate Student Foundation; and
- b. procedures by which any funds raised externally would be monitored and accounted for.

BE IT FINALLY RESOLVED, that the graduate students of UC Berkeley authorize the investment of GA commercial revenue reserve funds at the Boston Trust in a manner, judged by the Executive Board, enabling them to be tracked and reported on separately.

Mr. Daal said that Mr. Virgili made all the graphs and did all the projections. This was one of the various ways the GA was trying to expand its reserves. As they knew, the GA's reserves were just sitting in the bank earning a ridiculously low percentage of interest, 1.7%. The GA was trying to put that into a better managed fund and get a higher rate of interest, because inflation was usually higher than what the Bank of America CD paid. To that end, the GA was looking at viable commercial alternatives without bearing too much risk. They're all busy, and the GA was subject to a lot of turnover. He wasn't sure anybody who took this job next year would be able to hit the ground running. To that end, they're trying to find the right balance of control and procedure that would let this go on cruise control. The GA has been investing in things like the Berkeley Foundation, which was already well managed, with the same people from year to year, and it's well done, through UC Berkeley. They've also looked at the California Alumni Association, which didn't pan out. The Berkeley Endowment seemed the best way.

Mr. Rajan asked said that over the summer they had a little scare. In a huge budget crunch, the campus might need to look for ways to get money, for which it couldn't be blamed. One way was to sweep various UC auxiliary accounts. The GA wasn't exactly under the campus like other auxiliaries and was pretty much an independent organization. Students feel these are student fees. Grads pay about \$42 a year to the GA, and the GA would like to keep control over fees that students pay for themselves. The further away they are from the University the better, because their relationship was murky. It's not clear how

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(cont'd)

independent they are, and nobody wants to push the gray area because it could crumble against them. So they're playing this odd, unstable equilibrium and this Resolution a response. It goes one step further and makes an, non-profit that would be even more independent.

The Whereas Clauses motivate this. To be fair, nothing really happened that summer. In fact, the University came through in a big way. There probably was an edict from above saying student funds were sovereign. But there was no saying how many more budget crises UC will be in. And he didn't know how anti-independence future campus Administrations will be. This just gives themselves an option to be a little more independent. It comes with a cost, \$5,000, and a year-to-year cost to manage it, and a cost that they'll cede some control to a board of directors. The level of control they cede to the board was still to be determined.

Mr. Daal said that one thing that did happen was that their interest was redirected, although none of the principle was redirected by the campus.

A Delegate asked what scale they were talking about. Mr. Daal said it was between \$50-100,000, probably \$80,000. They kind of lucked out because interest was low due to the economy. In previous years the interest the GA receives from reserves was about \$120,000. Mr. Daal said this was a new policy, and the Chancellor will always take STIP from now on.

Mr. Virgili said that if they go to page 3, there's a \$5,000 upfront cost, roughly, and about \$1,000 per year estimate to file taxes for this a non-profit. The projection was from a \$1,000 cost on an annual basis and projecting increases over a 30-year period assuming a 6% rate of return. The Berkeley Foundation has historically returned 9+%, although that's obviously taken a hit in the past year. He thought this was a pretty conservative estimate. In 20 years this would provide about \$10-11,000 in extra revenue for the GA.

Currently, every budget year they borrow from savings, about \$25-50,000 a year. That wasn't a sustainable model. They have reserves of about \$450,000. Continuing to do that would deplete all their reserves in 10 or 15 years. Mr. Virgili said the other nice thing about this is that the GA would have full control over the principle.

Mr. Daal said the model assumes that only the principle was working for them over the next 10 to 15 years, and the GA will probably continue to add to it. Mr. Virgili said the 3% is reinvestment, but there's no fundraising. In a Whereas Clause, part of Natan Tuchman's job description will be to do fundraising, where the GA will devote 30% of his salary for that. Mr. Virgili said he thought that was a significant signal from the Exec Board that they're serious about trying to grow this.

Mr. Saxena said that in the model being described, the GA was losing money from reserves because they take from reserves. They'd also lose that same money if they don't rework their overall budget. So he didn't think they could compare losing \$20,000 a year now, and later obtaining it. Mr. Virgili said they modeled that as well. He took all the budget data from the past six years and looked at how the gap between revenue and expenses was closing from year to year. Based on that model, they predict they could be neutral within the next fiscal year. He believed they were budget neutral that current year. And it seemed like they certainly could be next year.

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(cont'd)

Mr. Saxena said that as he understood it, there were two motivations behind this, to grow their funds over the long term and to protect their funds. It seemed that in order to transfer the money into a non-profit, they'd need UC's approval. It UC decided to use this money, he asked why it would approve transferring money into another account. Mr. Rajan said that politically, it's sort of a gray area. He didn't think it was clear exactly what the scope of either the ASUC or the campus was. Technically it's the GA's money. UC could argue that the GA couldn't do this. But it wasn't clear. Mr. Himmelstein said that only commercial revenue funds go into this non-profit, not mandatory fee funds. He didn't think there was any way UC would allow mandatory fee funds to be used for this. He didn't know if the GA has had conversations with Nad Permaul about how this would work out. The GA could authorize this, and if they find out the University wouldn't agree to it, he wasn't sure what the GA would have lost. They wouldn't form the organization if they didn't have funding for it.

Mr. Saxena asked if they could dissolve the non-profit later if funding didn't work out and therefore not have to pay the yearly costs. Mr. Himmelstein said he wouldn't advise forming the non-profit without some

assurance that they'd be able to put commercial revenue in this account. Mr. Rajan said the Resolution was just the first step.

Mr. Kramer asked if the Chancellor took \$80,000. Mr. Daal said it was between \$50-100,000, probably \$80K. Mr. Kramer asked why the GA hasn't sued them for that. Mr. Himelstein said they had a discussion about that. It would be a very difficult lawsuit. The GA says it's the GA's money, but the funds were still entangled in University bureaucracy. The Commercial Activities Agreement is set up such that the ASUC Auxiliary is responsible for administering the funds. Mr. Himelstein said he advised everybody that technically. The ASUC could file suit against taking the money, but he could not give any assurance that it would be successful. The Chancellor has tremendous authority over the financial affairs of the campus. That's the way the University was set up. The Chancellor would say the University had to take such an action in this emergency because it didn't have funding to operate the campus, which everybody knew to be the case. It would be hard to get a court to overrule that. The GA would need to have something really specific in its rules and regulations, and Mr. Himelstein said they haven't really gone into it at that point.

Mr. Daal said that on the other hand, in the conversation they had with the Chancellor, if the GA were to have a non-profit as a possibility, things might go in the GA's favor.

Mr. Kramer said they could just not let the transfer of money happen.

Mr. Himelstein said that what he pointed out was that the student government on campus was different from other campus departments that were part of the University. Student government on this campus has always been independent, and since 1887, the Associated Students of the University of California has been an entity independent from the University. So when they talked about this money, STIP money, he tried to argue that the GA was more like the Alumni Association or the International House, basically separate from the University. So once the money flowed to the GA, the University didn't have the authority or power to grab it and put it back into its coffers. That was the legal argument to be made in this case. Mr. Himelstein said he was telling the GA that evening that it wasn't a real strong case, from a legal perspective. But it was an argument that could be made. The University has decided that student

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(cont'd)

government administers student government on campus. So fee funds flow through to student government. That made it different from other academic department on campus, since when the University tells them their budget will be changed, it's changed.

Mr. Marchand said he thought they should first make a statement that they want something like this to happen and then to come back with the details. Mr. Helu said that if they could only donate or use money from the non-profit for charitable activities, he asked if that would prevent the GA from using the money to cover any budget shortfalls in the GA. Mr. Daal said the theory was that a non-profit, which could do a lot of things, would receive a yearly payout from an endowment and would donate that to the GA as part of the GA's income. Mr. Helu asked if that would count as being a charity. Mr. Daal said it would. Mr. Himelstein that's what the GA did, funded groups.

Mr. Helu said they could then turn around and use that money to fund social events. He thought in a previous discussion it was said that they couldn't support social events from a non-profit. Mr. Himmelstein said they could have a fundraiser for a charity and have a party. That was perfectly legitimate. If they're just talking about having a beer bust with no purpose to it, they couldn't do that. Mr. Helu said that if they do this and wanted to get a donation, they'd be limited in how they could use that money. Mr. Himmelstein said as long as it fulfilled a non-profit organization, they could use it for anything that did that. They couldn't use it to fund a political campaign. Mr. Daal said the money could be used for everything the GA currently did.

Mr. Kline said he's administered a non-profit for the last seven years and there's a lot of gray area and latitude as to what could be done with funds, as long as the funds weren't used for partisan purposes. So he wouldn't get too hung up on how the money was used.

Mr. Virgili said he would like to make some friendly amendments to the Resolution. In the third Resolved Clause, the amendment would add paragraph c) and paragraph d), to read as follows:

- c. present the articles of the BGSF to be approved by the Delegate Assembly before they go into effect;
- d. the initial amount invested in the BGSF be determined by a subsequent vote of the Delegate Assembly after the presentation of said articles.

Mr. Virgili said the reason for the amendment was to allow the Delegate could vote on the By-laws that were established, as a review step.

Mr. Virgili said he would also like to amend the name of the non-profit, to the "Berkeley Graduate Assembly Foundation." Mr. Daal said the amendment would replace all mention of the "Berkeley Graduate Student Foundation" with, instead, the "Berkeley Graduate Assembly Foundation," replacing "BGSF" with "BGAF."

The motion to amend was seconded.

THE MOTION TO APPROVE MR. VIRGILI'S AMENDMENTS PASSED WITH NO OBJECTION.

Resolution 0909c, Directed Action to Establish the Berkeley Graduate Student Foundation as a 501(c)(3) Organization to Raise Funds and Create Resources for UC Berkeley Graduate Students (cont'd) - 28 -

Mr. Rabkin said the Rules Committee didn't believe it was a good idea to have a grand coalition of the Rules Committee, the Budget Committee, and the E-Board do this, so they wanted to change the third Resolved Clause to delete "Budget Committee, Rules Committee," and to have the clause read as follows:

"Resolved, that the Executive Board will, with the help of appropriate legal counsel, work to generate:"

Mr. Rabkin said they would also like to add a Resolved Clause, to be inserted before the last Resolved Clause, to read:

"Resolved, that the proposed by-law and charter will be made available to the members of the Budget and Rules Committees for careful review as soon as they are drafted."

Mr. Froehle said that in order to involve as many GA folks as possible, he didn't think it made sense to have the Executive Board lay out how it thought this should be and thought a more rounded approach might be more beneficial, and have more people in the GA informed as to what the issues were. He felt the Exec Board might be tempted to just gloss over things that maybe should be discussed.

Mr. Rabkin said language would have to be approved by the GA, and that was where the review would happen. His amendment wouldn't narrow the pool of people who work on this. Including the Budget and Rules Committees wasn't that much of a bigger set of people. His amendment would replace having 15 people draft the text.

A Delegate said the model being proposed was that the Exec Board would send a draft to the Budget and Rules Committees, and that could be amended by the two Committees. Mr. Daal said it would also go to the Delegates. Mr. Rabkin said the Exec Board and the two Committees would discuss this, and then the Exec Board would present the finished text to the GA for a vote. The Delegate asked if this would take away amendment power from the Rules Committee. Mr. Rabkin said the Rules Committee never had amendment power. The Delegate asked if there would be a collaborative drafting process. Mr. Rabkin said there's no collaborative drafting process with 15 people.

Mr. Rajan said this was just procedural and the conversation they were having was a waste of time, in his opinion. They could say it would be done by the Exec Board or the entire Assembly, but it will probably actually be one person or three people who does this. It will come back to the Assembly. What Mr. Froehle was talking about would be great and hopefully that's what will be done, with input solicited as widely as possible, and not just from the Budget and Rules Committees. It was hard to write that in to make sure that was done.

Mr. Froehle said that in the spirit of what Mr. Rajan said, they should drop the amendment and leave the wording as it was, because it didn't matter.

Mr. Marchand moved to call the question. The motion to end debate was seconded and passed with no objection.

THE MOTION TO APPROVE MR. RABKIN'S AMENDMENTS PASSED BY VOICE-VOTE.

Resolution 0909c, Directed Action to Establish the Berkeley Graduate Student Foundation - 29 -
as a 501(c)(3) Organization to Raise Funds and Create Resources for UC Berkeley Graduate Students
(cont'd)

Resolution 0909a, Directed Action to Create a Graduate Academic Funding Coordinator Position for
2009-2010

Resolution 0909b, Amend the Graduate Assembly By-laws to Establish a Procedure to Amend the
Graduate Assembly Charter

A Delegate moved to strike the second Resolved Clause, "that the board of the [BGAF] will consist of..." If they develop by-laws and a charter for the new organization, its composition should be determined by the by-laws and charter, rather than the Resolution. The motion was seconded by Mr. Rabkin.

Mr. Virgili said he thought it was good to give guidance, and part of this was a governance issue.

THE MOTION TO AMEND, TO STRIKE THE SECOND RESOLVED CLAUSE, PASSED BY HAND-VOTE 13-11-0.

A motion to call the question and end debate on 0909c was made and seconded passed with no objection.

THE MOTION TO APPROVE RESOLUTION 0909C, AS AMENDED, PASSED UNANIMOUSLY BY VOICE-VOTE, DIRECTED ACTION TO ESTABLISH THE BERKELEY GRADUATE ASSEMBLY FOUNDATION AS A 501(c)(3) ORGANIZATION TO RAISE FUNDS AND CREATE RESOURCES FOR THE UC BERKELEY GRADUATE STUDENTS.

Mr. Daal said they have two other Resolutions. Mr. Rabkin moved to extend the meeting time by five minutes.

Mr. Kramer said they shouldn't make it a practice to always extend time, which they do at every meeting.

The motion to extend the meeting time by five minutes passed by voice-vote.

Mr. Marchand moved to table until next month Resolution 0909a, Directed Action to Create a Graduate Academic Funding Coordinator Position for 2009-2010. He said he hoped people start to do research on this issue and to talk to him after the meeting. The motion was seconded. THE MOTION TO TABLE 0909a PASSED WITH NO OBJECTION, DIRECTED ACTION TO CREATE A GRADUATE ACADEMIC FUNDING COORDINATOR POSITION FOR 2009-2010.

Resolution 0909b

The following Resolution, 0909b, was authored by Ms. Anderson:

RESOLUTION TO AMEND THE GRADUATE ASSEMBLY BY-LAWS TO ESTABLISH A PROCEDURE TO AMEND THE GRADUATE ASSEMBLY CHARTER

WHEREAS, the Charter of the Graduate Assembly has not been amended in several years and contains language which is no longer consistent with the operations of the Assembly and University;
and

Resolution 0909b, Amend the Graduate Assembly By-laws to Establish a Procedure to Amend the - 30 -
Graduate Assembly Charter (cont'd)

RESOLUTION TO AMEND THE GRADUATE ASSEMBLY BY-LAWS TO ESTABLISH A PROCEDURE TO AMEND THE GRADUATE ASSEMBLY CHARTER (cont'd)

WHEREAS, the Assembly's By-laws contain no procedure allowing for the amendment of the Charter;

THEREFORE BE IT RESOLVED, that the following section be added to the By-laws:

6.4.1.6 Charter Amendment. A Charter Amendment may be introduced to modify the Charter of the Graduate Assembly. Charter Amendments must go through the com-

mittee referral process and may not be considered at the meeting at which they are introduced. Voting on a Charter Amendment must be by written or electronic ballot. The voting period for a Charter Amendment opens with the adjournment of the meeting at which the amendment is discussed, and closes at midnight on the second Thursday following the meeting, Passage requires the approval of at least one half (1/2) of all registered Delegates and two thirds (2/3) of all votes cast.

Mr. Rabkin said that Ms. Anderson asked him to speak on her behalf. The GA Charter states that to amend it, a mail ballot was needed; and the GA had no idea what a mail ballot was. So they wanted to define that to include emails.

Mr. Rabkin said they had one small amendment, to make it a little clearer how referenda would work to amend the Charter. The amendment was listed in the Rules Committee report, to strike "Voting on a Charter amendment must be by written or electronic ballot." That would be replaced by, "Voting shall be by mail, which may, at the discretion of the President, include an electronic ballot."

THE MOTION TO APPROVE THE AMENDMENT PASSED UNANIMOUSLY BY VOICE-VOTE.

Seeing no further discussion, Mr. Daal said they would come to a vote. THE MOTION TO APPROVE RESOLUTION O909b, AS AMENDED, PASSED UNANIMOUSLY BY VOICE-VOTE, RESOLUTION TO AMEND THE GRADUATE ASSEMBLY BY-LAWS TO ESTABLISH A PROCEDURE TO AMEND THE GRADUATE ASSEMBLY CHARTER.

Mr. Daal said that concludes the meeting, and called for a motion to adjourn. It was so moved and seconded and passed with no objection.

This meeting adjourned at 7:40 p.m.

These minutes respectfully submitted by,

Steven I. Litwak
Recording Secretary

Amended Version of Resolutions

- i -

Resolution 0909c was amended at the meeting to read as follows:

Directed Action to Establish the Berkeley Graduate Assembly Foundation as a 501(C)(3) - Organization to Raise Funds and Create Resources for the UC Berkeley Graduate Students

Whereas, the 1998 Commercial Activities Agreement between the Associated Students of the University of California (ASUC) and the University of California (UC) established a new administrative structure within the UC Berkeley called the ASUC Auxiliary designed to be the fiscal agent of

the ASUC and to "facilitate the operation of ASUC Commercial Activities", among other things; and

Whereas, the Graduate Assembly (GA) is part of the ASUC, itself an independent 501(c)(3) since 1939; and

Whereas, the ASUC Auxiliary, as the fiscal agent of the ASUC, collects and holds in trust ASUC funds for eventual disbursement to the ASUC including the GA, less any 'operating expenses' (defined in the Commercial Activities Agreement, section 5.1) of the ASUC Aux; and

Whereas, it is currently a point of disagreement between the UC Berkeley Administration and the ASUC to whom funds held by the ASUC Auxiliary and also interest accrued on them belong; and

Whereas the UC Berkeley Administration is considering redirecting, now and forever, Short-Term Investment Pool (STIP) interest earned on reserve funds held by the ASUC Auxiliary intended as funding for "the replacement, repair, and renovation of the premises, facilities and equipment occupied or used directly in connection with the ASUC Commercial Activities, or for expansion of the ASUC Commercial Activities" as stipulated in the Commercial Activities Agreement; and

Whereas, the UC Berkeley Administration has also recently considered redirecting 20% (approximately \$800,000) of said reserve's principal as part of a blanket measure to raise funds for central campus, but decided not to do so; and

Whereas, the redirection of the STIP interest, approximately \$120,000 in FY 2007-08, and the 20% cut exemplify how student funds are in jeopardy as they pass through the ASUC Auxiliary and during tight budget time such as these; and

Whereas, redirection of funds in this manner results in correspondingly less funding for the student government to give to its UC Berkeley student constituency; and

Whereas, the establishment of an independent foundation with an independent fiduciary agent to support Berkeley graduate students may effectively safeguard graduate student funds in perpetuity; and

Whereas, the GA passed Resolution 0903g in April 2009 in support of the creation of a GA endowment in recognition its steadily declining programming funding due to GA budget constraints and continually decreasing funding from external sources; and

Whereas, the GA currently holds approximately \$260,000 in commercial reserve that is invested in bank certificates of deposit currently earning between 1.39% and 1.73% annual percentage rate; and

Amended Version of Resolutions

- i i -

Directed Action to Establish the Berkeley Graduate Assembly Foundation as a 501(C)(3) Organization to Raise Funds and Create Resources for the UC Berkeley Graduate Students (cont'd)

Whereas, in July 1999, the ASUC established an additional, separate, 501(c)(3) named the Berkeley Graduate Assembly Foundation (<http://berkeleystudentfoundation.org>), which they endowed with more than \$1,000,000 invested with The Boston Trust & Investment Management Company in socially responsible capital appreciation instruments, to fund scholarships for underre-

Whereas, investment of GA savings in the Boston Trust provides opportunity for higher returns; and

Whereas, creation of the Berkeley Graduate Assembly Foundation provides a mechanism for external fundraising on issues that directly affect graduate students; and

Whereas, the GA currently has a 30% FTE staff position, the Graduate Assembly Funding and Development Assistant, ready to orchestrate 'Development and Funding Acquisition' activities; and

Whereas, the revenue sharing agreement with the ASUC and current search for a replacement ASUC Attorney means that cost savings on the formation and maintenance of a 501(c)(3) organization can be realized; and

Whereas, an autonomous Berkeley Graduate Assembly Foundation with an initial \$250,000 in principal and no additional contributions to the Boston Trust would likely lead to a growing, sustainable revenue stream for the GA of approximately \$8,000 with an endowment principal greater than \$350,000 by 2020 (see Appendix I);

Therefore Be It Resolved, that the graduate students of UC Berkeley authorize the formation of the Berkeley Graduate Assembly Foundation as a 501(c)(3) organization to raise funds and create sources for the UC Berkeley Graduate Students.

Be It Further Resolved, that the Executive Board will, with the help of appropriate legal counsel, work to generate:

- a. bylaws, a charter, and other founding articles for the Berkeley Graduate Assembly Foundation; and
- b. procedures by which any funds raised externally would be monitored and accounted for;
- c. present the articles of the BGAF to be approved by the Delegate Assembly before they go into effect;
- d. the initial amount invested in the BGAF be determined by a subsequent vote of the Delegate Assembly after the presentation of said articles.

Be It Further Resolved, that the proposed by-law and charter will be made available to the members of the Budget and Rules Committees for careful review as soon as they are drafted.

Amended Version of Resolutions

- iii -

Directed Action to Establish the Berkeley Graduate Assembly Foundation as a 501(C)(3) Organization to Raise Funds and Create Resources for the UC Berkeley Graduate Students (cont'd)

Be It Finally Resolved, that the graduate students of UC Berkeley authorize the investment of GA commercial revenue reserve funds at the Boston Trust in a manner, judged by the Executive Board, enabling them to be tracked and reported on separately.

Resolution, 0909b was amended at the meeting to read as follows:

Resolution To Amend The Graduate Assembly By-Laws To Establish A Procedure To Amend The Graduate Assembly Charter

Whereas, the Charter of the Graduate Assembly has not been amended in several years and contains language which is no longer consistent with the operations of the Assembly and University;
and

Whereas, the Assembly's By-laws contain no procedure allowing for the amendment of the Charter;

Therefore Be It Resolved, that the following section be added to the By-laws:

6.4.1.6 Charter Amendment. A Charter Amendment may be introduced to modify the Charter of the Graduate Assembly. Charter Amendments must go through the committee referral process and may not be considered at the meeting at which they are introduced. Voting shall be by mail, which may, at the discretion of the President, include an electronic ballot. The voting period for a Charter Amendment opens with the adjournment of the meeting at which the amendment is discussed, and closes at midnight on the second Thursday following the meeting, Passage requires the approval of at least one half (1/2) of all registered Delegates and two thirds (2/3) of all votes cast.