



Policies and Procedures Committee
February 19, 2026 | 12:00pm
Student Chambers (SUN-3305)
Zoom: <https://csusb.zoom.us/j/82643030258>

MINUTES

Members Present: Anjali, Sukhpreet Kaur, Diego Rendon, Robinpreet Waraich

Members Absent: Mark Oswood, Katie Wallen

Staff Present: Vilayat Del Rossi, Elizabeth Junker, Maria Elena Najera-Neri

Call to Order: The meeting was called to order at 12:05pm

Roll Call: A verbal roll call was conducted. Quorum was met.

Approval of Minutes: M/S Rendon/Kaur; motion to open approval of minutes from January 27, 2025.
Motion passed.

Open Forum: No guests present for open forum.

Adoption of Agenda: M/S Kaur/Rendon; motion to open adoption of agenda for February 19, 2026.
Motion passed.

NEW BUSINESS:

PC 14/26 SMSU Special Fund Loan Policy Proposal (Action, Del Rossi)

M/S Rendon/Kaur; motion to open PC 14/26 SMSU Special Fund Loan Policy Proposal.

Vilayat Del Rossi presented a proposed Special Fund Loan Policy in response to internal control findings related to the 2024 loan, noting that SMSU currently lacks a standalone policy governing transactions in which it acts as a lender. The proposed policy establishes formal governance procedures and internal controls to ensure future special fund loans are fiscally sound, legally compliant, transparent, and aligned with CSU, ED CODE, and auxiliary standards. It clarifies that such loans are exceptional, not routine, and requires committee review, Board approval, legal and risk assessments, written agreements with enforceable terms, conflict of interest disclosures, and centralized tracking and reporting. The policy also introduces a required

Loan Approval Package to provide comprehensive documentation and financial analysis prior to consideration. Vilayat noted that campus discussions to renegotiate the existing outstanding loan are paused until these controls are formally adopted. Maria Elena expressed support, emphasizing the importance of protecting the corporation and student fees and preventing future compliance issues.

During discussion, members sought clarification on whether a previous policy existed and what process had been used for past loans. Vilayat confirmed this is a new policy, as no formal structure previously governed special fund loans, which led to compliance gaps identified in the internal review. He explained that such loans are rare and intended to be exceptional, not routine, and emphasized that the policy is designed to strengthen oversight, improve compliance, reduce risk, and protect both the organization and future board members by ensuring clear procedures and documentation are in place. With no further questions, the item moved to a roll call vote.

ROLL CALL VOTE: 4 In-Favor 0 Opposed 0 Abstentions
Motion passed.

PC 15/26 Bylaws Revisions Update from Board Meeting (Discussion, Del Rossi)

M/S Rendon/Waraich; motion to open PC 15/26 Bylaws Revisions Update from Board Meeting.

Vilayat Del Rossi provided an overview of proposed bylaw revisions, explaining that the document has not been updated in five years and requires both compliance updates and structural clarifications. He incorporated board feedback and recommended a two-phase approach: adopting priority and compliance-related changes this spring, then revisiting larger structural ideas in the fall to avoid disrupting current processes. Key proposed updates included changing the Executive Director to a non-voting, ex-officio role to reduce conflict-of-interest concerns, clarifying staggered student terms for continuity, adjusting recruitment timelines to allow more notice and cleaning up language for clarity and compliance.

M/S Rendon/Kaur; motion to extend meeting to 1:10 pm.
Motion passed.

Vilayat continued reviewing revisions focused primarily on strengthening governance and compliance, including clarifying Executive Committee authority, refining term language, reinforcing conflict-of-interest standards, and updating meeting procedures (notice requirements, remote participation, location flexibility guidelines). Additional updates ensured Audit Committee independence, clarified amendment procedures, and aligned the bylaws with CSU compliance and transparency requirements. The committee expressed support for the draft as a strong first phase and agreed to revisit additional changes in the fall during the second phase. There was a unanimous consensus with moving the document forward for legal review before returning it to the committee as an action item.

Announcements

- No announcements were brought forward by committee members.

Adjournment

M/S Rendon/Kaur; motion to adjourn meeting at 1:11pm.
Motion passed.

Reviewed and respectfully submitted by:

Anjali, Committee Chair

Date