

**APPOINTMENT OF MR. ROBERT "BOB" LOVITT AS INTERIM EXECUTIVE
DIRECTOR OF THE FOUNDATION**

WHEREAS, the California State University, Dominguez Hills Foundation (the "Foundation") is a recognized auxiliary organization of The California State University (the "University") incorporated as a 501(c)3 non-profit public benefit corporation in April 1968; and

WHEREAS, auxiliary organizations exist to perform essential functions associated with CSU campuses, which under California law are difficult, cumbersome, and/or legally restricted for the university and not supported by state funding; and

WHEREAS, as an auxiliary organization, the Foundation exists as a separate legal entity that operates pursuant to an Operating Agreement with the CSU Board of Trustees governed by Chapter 7, Part 55, Division 8, Title 3 (Sections 89900 et seq.) of the Education Code and Subchapter 6, Article 1, Part V (Sections 42400 et seq.) of Title 5 of the California Code of Regulations (CCR) and is governed by a Board of Directors that is responsible for the administration of the organization; and

WHEREAS, under Article III Section 8 of the bylaws of the Foundation, the Board of Directors has the power to "appoint and remove officers, agents, and employees of the Foundation"; and

WHEREAS, under Article IV Section 5 of the bylaws of the Foundation, the Executive Director of the Foundation is an officer of the Foundation and serves as "the Corporation's general manager and chief executive officer and shall supervise, direct, and carry out the programs of the Corporation in accordance with, and subject to, the direction and control of the Board of Directors"; and

WHEREAS, the position of Executive Director of the Foundation is currently held, in an interim capacity, by the Interim Vice President for Administration and Finance of the University, Ms. Naomi Goodwin; and

WHEREAS, the Board of Directors finds it desirous and in the best interest of the Foundation to exercise its authority under Article III Section 8 of the bylaws to appoint a new Interim Executive Director of the Foundation.

THEREFORE, IN CONSIDERATION OF THE FOREGOING, IT IS RESOLVED AS FOLLOWS:

RESOLVED, that the Board of Directors of the Foundation recognizes the above recitals as true and correct and adopts them as findings of fact; and

RESOLVED, that the Board of Directors of the Foundation has reviewed the recommendation of the Interim Vice President for Administration and Finance of the University to appoint Mr. Robert "Bob" Lovitt as Interim Executive Director; and

RESOLVED, that the Board of Directors of the Foundation, having evaluated compensation and benefit data from other CSU auxiliary organizations, non-profit organizations, and State of California positions within the California State University, has independently determined that the salary for the appointment of Mr. Robert "Bob" Lovitt shall be appropriately set at \$180,000 per year, with no health, dental, vision, AD&D, vacation, sick, or retirement benefits provided to him given his status as a retiree, and that the compensation package, evaluated holistically, is in compliance with Internal Revenue Code 4958 as set forth under 26 CFR 53.4958-1T, et seq.; and

RESOLVED, that the Board directs staff to file the documentation and Rebuttable Presumption Checklist used in the Board's evaluation and decision-making authority pertaining to Mr. Robert "Bob" Lovitt's appointment and the terms of his salary and benefits with this Resolution and in the minutes of the meeting in which this Resolution is duly adopted; and

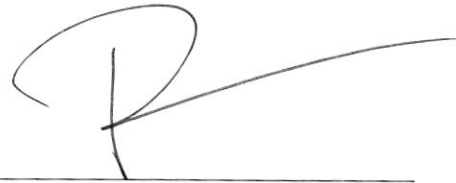
RESOLVED, that this appointment of Mr. Robert "Bob" Lovitt as Interim Executive Director is subject to the continued pleasure of the Board of Directors and may be terminated at any time, with or without cause or advanced notice, by the Board of Directors; and

RESOLVED, that upon either the incumbent's resignation or termination from the position of Interim Executive Director by the Board of Directors, the Board reserves unto itself the power and sole authority to appoint the Executive Director of the Foundation as prescribed by its bylaws and the California Corporations Code; and

RESOLVED, that employment of Mr. Robert "Bob" Lovitt as Interim Executive Director of the Foundation shall automatically terminate upon the first day of the employment of a non-Interim Executive Director appointed by the Board of Directors, unless extended by action of the Board of Directors; and

RESOLVED, that the Chief Operating Officer/Chief Financial Officer is directed to take all actions as may be necessary and proper in connection with the execution and implementation of this resolution.

Adopted this 29th day of June, 2017.



Phillip D'Amato, Chair
Board of Directors
CSUDH Foundation

Attest: 
Roger von Ting, Vice Chair
Board of Directors
CSUDH Foundation