

RESOLUTION: FY1617-3

**APPOINTMENT OF NAOMI GOODWIN 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 vacant due to the retirement of Interim Executive Director Robert Fenning; 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 an 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 finds it administratively and fiscally prudent to appoint Ms. Naomi Goodwin as Interim Executive Director of the Foundation with all of the duties and powers as prescribed by the bylaws of the Foundation, in accordance with, and subject to, the direction and control of the Board of Directors; and

RESOLVED, that the Mr. Naomi Goodwin shall serve as Interim Executive Director without compensation in consideration of the salary and benefits afforded to her under her employment with the University as the Interim Vice President for Administration and Finance; and


RESOLVED, that the two principal administrators of the Foundation (the Director of Commercial Operations and the Chief Operating Officer/Chief Financial Officer) shall report to the Interim Executive Director as appointed under this Resolution; and

RESOLVED, that this appointment of Ms. Naomi Goodwin as Interim Executive Director is subject to the continued pleasure of the Board of Directors and her concurrent employment as the Interim Vice President for Administration and Finance of the University and shall automatically terminate upon the incumbent's separation with the University if not terminated by the Board of Directors sooner; and

RESOLVED, that upon either a) the incumbent's separation with the University and her concurrent termination as Interim Executive Director, b) the incumbent's termination from the position of Interim Executive Director by the Board of Directors, or c) upon determination by the Board of Directors that the position should be filled on a full-time permanent basis, the Board of Directors shall meet, consider, and take action on the appointment of the subsequent Executive Director of the organization, thereupon reserving 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 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 18th day of August, 2016.



Phillip D'Amato, Chair
Board of Directors
CSUDH Foundation

Attest: 

Roger von Ting, Vice Chair
Board of Directors
CSUDH Foundation