

**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 IV 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 V 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, based upon a recommendation by the Nominating Committee, the Board of Directors finds it desirous and in the best interest of the Foundation to exercise its authority under Article IV Section 8 of the bylaws to appoint in an interim capacity, the Interim Vice President of Administration and Finance, Naomi Goodwin as 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 considered the recommendation of the Foundation Nominating Committee to appoint Naomi Goodwin, Interim Vice

President of Administration and Finance as Interim Executive Director effective February 22, 2018; and

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

Adopted this 22nd day of February, 2018.



Phillip D'Amato, Chair
Board of Directors
CSUDH Foundation

Attest: _____



Roger von Ting, Vice Chair
Board of Directors
CSUDH Foundation