



CALIFORNIA STATE UNIVERSITY, DOMINGUEZ HILLS

FOUNDATION

Thursday, February 22, 2018 | 3:00 PM to 5:00 PM

Executive Conference Room, Welch Hall D-444

BOARD OF DIRECTORS MEETING MINUTES

Members Present: Justin Blakely, Dr. Cornelia Brentano, Alan Caldwell, Phil D'Amato, David Donnell, Dr. William Franklin, Dr. Leena Furtado, David Gamboa, Naomi Goodwin, Jerry Groomes, Dr. Willie Hagan, Dr. Rod Hay, Del Huff, Dr. Michael Spagna, Carrie Stewart, Dana Ward, and Roger von Ting.

Members Absent: Gilbert Ivey

Guests: Richard Chester (Associate Executive Director/Director of Commercial Operations), Amanda Dodd (Director of Human Resources and Payroll), Ed Fimbres (Campus Dining Manager), Julie Jones (Interim Controller), Jinna Matzen (Business and Finance Coordinator), Cecilia Ortiz (Director Loker Student Union), Amanda Pablos (Chair of Loker Student Union Board), Susan Sanders (Senior Executive Assistant to the President), and Roshni Thomas (Director, Facilities Planning, Design and Construction).

I. Call to Order

Meeting called to order by D'Amato at 3:07 P.M.

II. Approval of the Minutes of Previous Meeting(s)

Goodwin moved and Huff seconded. Motion carried.

III. Approval of Meeting Agenda

von Ting moved and Goodwin seconded. Motion carried.

IV. Public Comment

The Board welcomed Amanda Pablos, Loker Student Union Chair for public comment. Pablos shared the results of a survey conducted by Loker Student Union and engaged in discussion with the Board in regards to the survey.

V. Reports

President's Report

President Hagan shared a document with the Board titled "The Agenda of President Hagan for the Balance of 2017/18". The President's report included information on:

site visits, a timeline for the new President, the cabinet retreat, science building approvals, fundraising goals and targets already met.

Chair of the Board Report

D'Amato discussed staff level changes and acknowledged current staff's dedication through this time of change.

Executive Committee Chair Report

D'Amato reviewed discussions of the Executive Committee that pertain to the revision of Foundation bylaws. D'Amato articulated the importance of the bylaws as they govern the Officers of the Board. D'Amato further stated that a revision of the current bylaws should be presented at a future meeting of the Board.

Finance and Human Resources Committee Chair Report

Ward gave a brief overview of the Statement of Operations as of December 31, 2017 and the Investment Report as of December 31, 2017 with acceptance and little discussion from the Board. Ward clarified that the way things are allocated on reports can effect comparisons and variances from one year to the next. Ward further delved into the Human Resource aspect of this committee reiterating statements from D'Amato regarding position vacancies.

Land Development Committee Chair Report

Donell reported that the RFQ's for the Business Park and Mixed Use have been sent to over fifty potential developers and that a pre-submission meeting for all those interested would be held in mid-March 2018.

Nominating Committee Chair Report

D'Amato explained that this committee meets only on an as needed basis and recently met to nominate Officers for retro-active terms and to nominate an Interim Executive Director to Foundation as the previous Interim Executive Director's assignment had ended.

VI. Consent Agenda

Finance and Human Resource Committee Chair Dana Ward reviewed the reports with the Board.

VII. Action Items

D'Amato explained that Resolutions FY1718-3, FY1718-4, and FY1718-5 are being brought before the Board to remain in compliance with the current bylaws and terms of Officers of the Board. Board accepted and adopted the resolutions with no discussion. D'Amato prefaced Resolution FY1718-6: Approving Appointment of Interim Executive Director explaining the need, the Interim Executive Director's assignment ended and the position was vacant. Board accepted and passed this resolution with little discussion. The need for Resolution FY1718-7: Approving Sale of University House was explained by Goodwin. Goodwin described that the current President's house did not meet the requirement for need and that the University no longer desired to lease this property from Foundation. Chester detailed an evaluation conducted regarding a comparison of renting the property vs. selling the property. Through this evaluation it was determined it is in the best interest of Foundation to sell the real property known as the "President's House". The Board agreed and recommended to pass this resolution pending word changes; delete "offer is within six percent of a Broker Opinion of Value" and replace with "must be

at least ninety percent of the value estimated by the real estate agent.” Resolution FY1718-8: Approving Capital Investment: 1910 Café and Lounge was met with vocal challenge as some Board members felt this resolution did not adequately address the concerns of the students. ASI President Blakely was firmly against the passing of this resolution and voiced the reasons behind his position. The Board engaged in discussion and decided it was in the best interest of all parties involved that representatives from LSU, ASI and Foundation Dining should meet to come up with an alternative that addresses some of the needs of all parties affected. The Board reminded attendees that this was just a temporary fix and once new buildings and the University Village were built space constraints would no longer be an issue. Guest Thomas suggested having a program built out that would entail hiring an architect to complete a rough sketch/concept plan(s) after hearing from representatives from LSU, ASI, and Foundation Dining. Grooms motioned that \$20,000 should be set aside for this concept plan program, Hagan and Huff seconded. Resolution FY1718-9: Approving Capital Investment: Starbucks was passed with Board Discussion. The Board discussed that the draft proposed at the meeting was not the final draft that was meant to be brought before the Board and that the correct draft would be included in the attachment that would accompany the meeting minutes. The Board also discussed timeline and the means in which this project would be funded. Resolutions Attached and titled “Foundation Board of Directors Resolutions, February 22, 2018”.

VIII. Informational Items

I) Innovation & Instruction Building and New Student Housing

Roshni Thomas, Director of Facilities Planning, Design & Construction gave a presentation to the Board on current Land Development projects. Thomas’ presentation including depictions of master plans, site plans, and floor plans. The Board enthusiastically engaged in conversation on timeline and construction.

IX. Other Items

No other items were presented

X. Adjournment

Motion to adjourn. Goodwin moved, Stewart seconded.

Meeting adjourned at 5:08 P.M.

Foundation Board of Directors Resolutions, February 22, 2018

RESOLUTION: FY1718-3

RESOLUTION OF THE BOARD OF DIRECTORS ELECTING OFFICERS FOR RETROACTIVE RENEWED TERMS

WHEREAS, Article IV, Section 5, of the bylaws of the California State University, Dominguez Hills Foundation (the “Foundation”) call for the Nominating Committee to nominate qualified candidates for Officers of the Board of Directors for the Foundation; and

WHEREAS, the terms of Officers, Chair: Phillip D’Amato, Vice Chair: Roger von Ting, and Secretary – Treasurer: Dana Ward expired on June 30, 2017; and

WHEREAS, the Nominating Committee desires for these Officers to serve as Officers on the Board of Directors for an additional term.

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 appoints, Phillip D’Amato as Chair of the Board, Roger von Ting as Vice Chair of the Board, and Dana Ward as Secretary - Treasurer of the Board for the 2017-18 fiscal year as recommended by the Nominating Committee.

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

Gamboa moved, Caldwell seconded. Motion Carried

RESOLUTION: FY1718-4

RESOLUTION OF THE BOARD OF DIRECTORS ELECTING OFFICER FOR RETROACTIVE RENEWED TERM

WHEREAS, Article IV, Section 5, of the bylaws of the California State University, Dominguez Hills Foundation (the “Foundation”) call for the Nominating Committee to nominate qualified candidates for Officers of the Board of Directors for the Foundation; and

WHEREAS, the term of Officer, Vice Chair: Roger von Ting expired on June 30, 2017; and

WHEREAS, the Nominating Committee desires for this Officer to serve as Officer on the Board of Directors for an additional term.

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 appoints Roger von Ting as Vice Chair of the Board for the 2017-18 fiscal year as recommended by the Nominating Committee.

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

Goodwin moved, Huff seconded. Motion Carried

RESOLUTION: FY1718-5

**RESOLUTION OF THE BOARD OF DIRECTORS
ELECTING OFFICER FOR RETROACTIVE RENEWED TERM**

WHEREAS, Article IV, Section 5, of the bylaws of the California State University, Dominguez Hills Foundation (the "Foundation") call for the Nominating Committee to nominate qualified candidates for Officers of the Board of Directors for the Foundation; and

WHEREAS, the term of Officer, Secretary – Treasurer Dana Ward expired on June 30, 2017; and

WHEREAS, the Nominating Committee desires for this Officer to serve as Officer on the Board of Directors for an additional term.

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 appoints Dana Ward as Secretary - Treasurer of the Board for the 2017-18 fiscal year as recommended by the Nominating Committee.

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

Donell moved, Goodwin seconded. Motion Carried.

**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.

Stewart moved, Brentano seconded. Motion Carried

RESOLUTION FY1718-7

**RESOLUTION OF THE BOARD OF DIRECTORS
AUTHORIZING THE SALE OF REAL PROPERTY
LOCATED AT 17622 ACACIA DRIVE, CARSON, CA
90747**

WHEREAS, the California State University, Dominguez Hills Foundation (“Foundation”) is the owner of real property located at 17622 Acacia Drive, Carson, CA 90747; and

WHEREAS, the Foundation currently leases the property to the University for use by the University President in fulfilling his/her official duties and responsibilities; and

WHEREAS, the University has provided notice of intent to terminate the existing lease effective July 1, 2018, due to property limitations and constraints inconsistent with the duties and responsibilities of the University President; and

WHEREAS, management has analyzed projected revenue and costs to maintain and manage the property and returns generated by the sale of the property in conjunction with current real estate market conditions, and has determined it is in the best interest of the Foundation to sell the property; and

WHEREAS, the Foundation is seeking approval of the Board of Directors to proceed in executing the necessary agreements to actively market and sell the property at current market value; and

WHEREAS, the Foundation’s Finance and Human Resources Committee has discussed and accepted management’s recommendation to sell the real property described herein.

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 Interim Executive Director is authorized and directed to hire a licensed real estate professional to market the sale of the property and to accept an offer of purchase contingent that the offer is at least ninety percent of the value estimated by the real estate agent.

RESOLVED, that the Interim Executive Director is authorized and directed to execute all necessary and related documents to affect the sale and transfer of this property pursuant to this Resolution.

RESOLUTION: FY1718-9

**RESOLUTION OF THE BOARD OF DIRECTORS
AUTHORIZING CAPITAL INVESTMENT FOR STARBUCKS RENOVATION**

WHEREAS, the California State University, Dominguez Hills Foundation (“Foundation”) operates as a recognized CSU Dominguez Hills auxiliary organization in good standing authorized to provide dining and other functions essential and integral to the educational mission of the University; and

WHEREAS, the Foundation operates dining services in the Loker Student Union (LSU) via a sublease with the LSU, an independent auxiliary organization separate and distinct from the Foundation; and

WHEREAS, meeting and exceeding the needs of University students, faculty, and staff is of paramount importance to the Foundation, as is achieving net revenue and other financial goals established by the Foundation Board of Directors; and

WHEREAS, the Foundation has engaged consultants, Foundation and LSU board members, student leaders, students at large, faculty, staff, and other constituents in forums, surveys, and discussions on current dining satisfaction and desired enhancements; and

WHEREAS, management has conducted a cost benefit analysis and assessed other potential options and benefits and is seeking approval by the Board of Directors for capital investment to renovate vacated space previously dedicated to Jamba Juice as a Starbucks; and

WHEREAS, the Foundation’s Finance and Human Resources Committee has discussed and accepted management’s recommendation to renovate vacated space previously dedicated to Jamba Juice as a Starbucks.

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 authorizes capital investment not to exceed \$550,000 for design and renovation of vacated space previously dedicated to Jamba Juice as a Starbucks to be funded via net proceeds derived from the sale of real property by the Foundation (including approximately \$400K derived from the sale of the University house and \$80k derived from the sale of a townhome previously owned by the Foundation) with the balance funded via an allowable allocation from the Foundation’s long investment fund subject to Foundation Executive Committee approval; and

RESOLVED, that the Interim Executive Director is authorized to execute the necessary contracts, engage the appropriate consultants and personnel, and take any and all other action(s) necessary to effectuate this project, including seeking approval by the LSU Board of Directors, as necessary.