



CALIFORNIA STATE UNIVERSITY, DOMINGUEZ HILLS
FOUNDATION

Thursday, June 28, 2018 | 3:00 PM to 5:00 PM

Executive Conference Room, Welch Hall D-444

BOARD OF DIRECTORS MEETING MINUTES

Members Present: Dr. Cornelia Brentano, Alan Caldwell, Phil D'Amato, David Donell, Dr. William Franklin, Dr. Leena Furtado, David Gamboa, Naomi Goodwin, Jerry Groomes, Del Huff, Gil Ivey, Dr. Michael Spagna, Dana Ward, and Roger von Ting.

Members Absent: Justin Blakely, President Willie Hagan, and Carrie Stewart

Guests: Richard Chester (Associate Executive Director/Director of Commercial Operations), Ed Fimbres (Dining Manager), Rod Hay (Chief of Staff), Christian Jackson (Incoming ASI President), Fay Ji (Controller), Chris Manriquez (Vice President, Information Technology), Jinna Matzen (Business and Finance Coordinator), and Olympia Woods (Marketing Coordinator).

I. Call to Order

Meeting called to order by D'Amato at 3:05 P.M.

II. Approval of the Meeting Agenda

Goodwin moved and von Ting seconded. Motion carried.

III. Closed Session

The Foundation Board entered into closed session pursuant to California Education Code § 89923 to discuss an executive personnel matter.

IV. Public Comment

No one was present to represent the public.

V. Reports

Chair of the Board Report

D'Amato stated that the resolutions set before the Board today were endorsed by the hard work of the Executive Committee and the Foundation Staff.

Interim Executive Director Chair Report

Goodwin announced that in each Board member's packet was a Conflict of Interest form and urged all members to complete and turn in the form at the conclusion of the

meeting. Goodwin then introduced guest Olympia Woods, Marketing Coordinator. Woods presented the new Foundation website that went live on 7/28/18. Woods detailed the need for a website change, her reasons included: easier navigation, data tracking, and detailed form descriptions. Woods further declared that the Foundation logo was changed in collaboration with the University's Information Technology department. Woods concluded her presentation establishing that with the new website's analytics program Foundation would now be able to track customer data to improve Foundation's website and forms. Goodwin thanked Woods for her presentation. Goodwin went on to report the sale of Foundation real property known as the President's House. Goodwin stated that the President's house was listed at \$659,000 and sold for \$682,000 with a net proceed of approximately \$482,000. Goodwin expressed that this revenue was earmarked for the incoming Starbucks and renovation of the space known as 1910 Café and Lounge. Goodwin further communicated that the Starbucks agreement was underway but that the 1910 design estimate came in over budget. Goodwin concluded her report disclosing that the space formerly occupied by Johnnies Pizza will now be occupied by Green Olive Mediterranean restaurant. The Board accepted Goodwin's report with a conversation on Union Grind, exclusivity, and retaining space in the Loker Student Union (LSU).

VI. Consent Agenda

Approval of April 19, 2018 Meeting Minutes

The Board accepted the meeting minutes.

Ward moved and Furtado seconded. Motion Carried.

Investment Review as of May 31, 2018

Ji reviewed the investment report stating we were above our benchmark. The Board accepted the information.

I. Executive Committee

1) Resolution 201718-11: Approving Revised Bylaws

D'Amato communicated to the Board that within their packets they all had a redlined draft version of the new proposed bylaws. D'Amato discussed that clarification on powers/authority, financial titles, terms, and committee organization prompted the need for revision. D'Amato further stated that Board Directors and Officers terms were changed to a uniformed two years. The Board accepted the bylaws and Resolution 201718-11.

Ivey moved, von Ting seconded. Motion Carried.

2) Resolution 201718-12: Electing Foundation Directors for Renewed Terms

D'Amato explained to the Board that this resolution was needed to stay in compliance of the newly adopted by laws and that each Board Officer and Board Directors terms would renew for a term of two additional years. The Board accepted this resolution with discussion on staggering terms.

Huff moved, von Ting seconded. Motion Carried.

VIII. Finance and Human Resource Committee

1) Resolution 201718-13: Appointing Interim Executive Director, Phil D'Amato.

Ward brought forth Resolution 201718-13 for Board review. The Board accepted the resolution with discussion that if an extension is needed a resolution will be brought before the Board.

Groomes moved, Gamboa seconded. Motion Carried.

2) Resolution 201718-14: Approving the FY 2018-19 Operating Budget

Goodwin reviewed the 2018-2019 proposed Operating Budget with the Board, highlighting page 4 of the budget which displays a chart outlining a 3 year comparison of Foundation allocations to the University. Goodwin further discussed a Fan Experience project and a possible merger of the two on campus child care facilities. The Board accepted this information with discussion on subsidies, public need, faculty need, and student need. Goodwin went on to explain a new item on the budget, an amount of \$50,000 allocated to possible promotions, equity adjustments, and merit increases. Dr. Spagna, University Provost, commented on opportunities for new Grants with the hiring of over fifty new faculty members. The Board accepted the proposed 201718-14 resolution at the conclusion of the budget discussion.

Ivey Moved, Groomes Seconded. Motion Carried.

3) Resolution 201718-15: Authorizing FY 2018-19 General Salary Increases for Foundation Staff

Goodwin and D'Amato applauded Foundation staff for functioning for over 10 years without an Executive Director and noted that in the interest of achieving some level of parity with salaries on the University side a general salary increase was warranted. The Board accepted Resolution 201718-15.

Franklin moved, Groomes Seconded. Motion Carried.

4) Resolution 201718-16: Authorizing Education Reimbursement Program for Foundation Staff

Goodwin explained that this program is in Foundation's employee handbook but not formally adopted. The Board held discussion on the importance of education and expressed excitement that this program was being embraced and implemented.

Franklin moved, Caldwell Seconded. Motion Carried.

IX. Nominating Committee

1) Resolution 201718-17: Electing Roger Von Ting as Interim Chair of the Foundation Board of Directors

Groomes moved, Goodwin Seconded. Motion Carried.

2) Resolution 201718-18: Electing David Donnell as Interim Vice-Chair of the Foundation Board of Directors

Franklin moved, Caldwell Seconded. Motion Carried.

3) Resolution 201718-19: Electing Dana Ward as Secretary/Treasurer of the Foundation Board of Directors

Franklin Moved, Gamboa Seconded. Motion Carried.

4) Resolution 201718-20: Electing Alan Caldwell to Serve on the Executive Committee
Groomes Moved, Huff Seconded. Motion Carried.

5) Resolution 201718-21: Approving the Schedule of Board and Committee Meetings for FY 2018-19

The Board entered into discussion about how many times a year the Board and Executive Committee should meet. It was decided that the Board would meet four times a year and the Executive Committee would meet five. Based on this information a motion to adopt a schedule following the guidelines verbally discussed, and with an understanding that a written schedule along with a new resolution detailing the schedule would be distributed via email, was proposed.

Huff Moved, Spagna Seconded. Motion Carried.

X. Land Development Committee

1) University Village Development (Information Item)

Goodwin stated that after evaluating the responses received from the original distribution of the RFQ, the Land Development Review Committee decided to release another RFQ in order to solicit new developers. The second round of RFQs has yet to be released. The Board accepted this information.

XI. Adjournment

Motion to Adjourn. Goodwin Moved, Huff seconded. Motion Carried.

Meeting adjourned at 4:48 P.M.

* All Resolutions passed at the June 28, 2018 meeting are attached in Exhibit "A".

Board Resolutions Passed on June 28, 2018

RESOLUTION: FY1718-11

RESOLUTION OF THE BOARD OF DIRECTORS ADOPTING REVISED BYLAWS

- 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,** The California Education Code identifies a narrow band of entities that have status as “auxiliary organizations.” These entities include: entities designated by the Trustees; student body organizations operating under Education Code Section 89300; entities operating commercial services on a campus or other CSU property; and those entities with articles and bylaws expressing a purpose to support or benefit the CSU or one of its campuses, and with governing body members selected by either a CSU or campus official from students, faculty or staff, the Trustees or CSU staff.
- 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,** all activities and affairs of the corporation must be conducted and all corporate powers exercised by or under the direction of the governing board. The board may delegate management of corporate activities to any person, persons, or committee, however composed, as long as the board retains ultimate direction. This includes Amending or repealing Bylaws or any resolution with terms requiring board action to amend or repeal;
- WHEREAS,** the Foundation Board of Director wishes to amend the current bylaws;
- 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 recommended bylaws and agrees with amendments set forth; and
- RESOLVED,** that this Corporation shall have no members other than the persons constituting the Board of Directors. The persons constituting the Board of Directors, shall for the purpose of any statutory provision or rule of law relating to nonprofit corporations or otherwise, be taken to be the members of this Corporation and shall exercise all the rights and powers of members thereof.
- RESOLVED,** that the Board of Directors of the Foundation, having evaluated education codes, policies and procedures; and
- RESOLVED,** that except as otherwise provided in the Articles of Incorporation, the powers of this Corporation shall be vested in and exercised, its property controlled, and its affairs conducted by the Board of Directors.
- RESOLVED,** that the Board of Directors of the Foundation accepts recommendation of the Executive Committee on Organization and hereby adopts the amended bylaws as presented.

Adopted this 28th day of June, 2018.

RESOLUTION: FY1718-12

**RESOLUTION OF THE BOARD OF DIRECTORS ELECTING DIRECTORS FOR
RENEWED TERMS**

WHEREAS, Article X, Section 8 of the bylaws of the California State University, Dominguez Hills Foundation (the “Foundation”) call for the Nominating Committee to nominate qualified candidates for the Board of Directors for the Foundation; and

WHEREAS, the terms of Directors in the revised adopted bylaws have changed; and

WHEREAS, the Nominating Committee desires for these Directors to serve on the Board of Directors for an additional two-year term; and

WHEREAS, the term of these Directors will begin on July 1, 2018 and end on June 30, 2020. In compliance of Article IV Section 5, the replacement of a Director mid-term will serve for the remainder of the term up to two years ending June 30th.

**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 all current Board Directors for an additional term consisting of two fiscal years as described in the bylaws of the Foundation.

RESOLVED, 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.

Adopted this 28th day of June, 2018.

RESOLUTION: FY1718-13

**APPOINTMENT OF PHIL D’AMATO
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,** the position of Executive Director of the Foundation is currently held, in an interim capacity, by the Vice President for Administration and Finance of the University, Ms. Naomi Goodwin; and
- WHEREAS,** a recent national search for an Executive Director of the Foundation did not yield a successful candidate within the established salary range authorized by the Board of Directors; and
- WHEREAS,** based upon a recommendation by the Executive 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 anew 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 Executive Committee to appoint Mr. Phil D’Amato as Interim Executive Director effective July 02 2018 through on or before January 1, 2019and
- RESOLVED,** that the Board of Directors of the Foundation, having considered compensation and benefit data from other CSU auxiliary organizations, has determined the salary for the appointment of Mr. D’Amato shall be appropriately set at the equivalent of \$180,000 per year, with health, dental, vision, AD&D, vacation, sick, and retirement benefits authorized for full-time Foundation management staff provided to him and
- RESOLVED,** that this appointment of Mr. D’Amato 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 a new search for an Executive Director of the Foundation shall be initiated and upon either Mr. D’Amato’s resignation or termination from the position of Interim Executive Director by the Board of Directors, the Board reserves the authority to appoint an Executive Director of the Foundation as prescribed by its bylaws and the California Corporations Code; and
- RESOLVED,** that the University Vice President for Administration and Finance and current Interim Director or 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 28th day of June, 2018.

RESOLUTION: FY1718-14

**RESOLUTION OF THE BOARD OF DIRECTORS
APPROVING THE OPERATING BUDGET FOR
FY2018-19**

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, as an auxiliary organization, the Foundation is required to review and approve an annual budget and reserves projection for submission to the campus president; and

WHEREAS, the Foundation has developed its budget and reserves projection for FY2018-19 and the Finance and Human Resources Committee and the Board of Directors has been presented with and reviewed said budget.

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 adopts and approves the FY2018-19 Operating Budget as presented; and

RESOLVED, that the Interim Executive Director is directed to submit the FY2018-19 Operating Budget and Reserves Projection to the University President in accordance with campus policy, and to take any and all actions as may be necessary and proper in connection with the execution and implementation of this resolution.

Adopted this 28th day of June, 2018

RESOLUTION: FY1718-15

**RESOLUTION OF THE BOARD OF DIRECTORS APPROVING THE
GENERAL SALARY INCREASE (GSI) FOR CORE FOUNDATION STAFF FOR FY
2018-19**

WHEREAS, the California State University, Dominguez Hills Foundation (the “Foundation”) is a recognized auxiliary organization of The California State University (the “University”); and

WHEREAS, as an auxiliary organization, California Education Code 89900(c) requires that the Foundation “provide salaries, working conditions, and benefits for the full-time employees of each auxiliary organization that are comparable to those provided California State University employees performing similar services”; and

WHEREAS, labor negotiations with the various collectively-bargained employee groups of the University has resulted in salary increases for employee groups of the University; and

WHEREAS, the Foundation wishes to maintain its compensation program in a manner comparable with the University and in compliance with Education Code 89900(c).

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 FY 2018-19 General Salary Increases (GSI) of 3% to Foundation Career employees hired prior to January 1, 2018 and GSIs of 1.5% to employees hired after January 1, 2018; and

RESOLVED, that the Board of Directors authorizes and directs Foundation management to develop a merit-based salary increase program for Foundation career employees as an alternative to GSIs in FY 2019-20; and

RESOLVED, that in authorizing the FY 2018-19 GSI program, the Board restricts eligibility to career employees of the Foundation (specifically, full-time benefitted employees in areas reflected in the operating budget of the Foundation, excluding grants and contracts and trust/agency accounts); and

RESOLVED, that employees eligible shall receive their respective 2FY 018-19 GSI increases effective July 1, 2018; and

RESOLVED, that, while employees of the Foundation under grants and contracts and trust/agency accounts are not eligible for these GSIs, nothing in this resolution shall prohibit or restrict appropriate management employees of the Foundation from requesting, and Human Resources approving, increases for such employees up to the percentage amounts authorized under this resolution, subject to availability of funds and approval of agency authorities as required; and

RESOLVED, that the Interim Executive Director is directed to undertake all efforts required to implement FY 2018-19 GSIs and any other actions as may be necessary and proper in connection with the execution and implementation of this resolution.

Adopted this 28th day of June, 2018.

RESOLUTION: FY1718-16

APPROVAL OF EDUCATION ASSISTANCE PROGRAM

WHEREAS, the California State University (CSU), Dominguez Hills Foundation (“Foundation”) values the contributions of its employees and recognizes the importance of competitive compensation and benefits in attracting, retaining, and developing high performing individuals; and

WHEREAS, as an auxiliary organization, California Education Code 89900(c) requires the Foundation provide salaries, working conditions, and benefits for full-time employees comparable to those provided to CSU employees performing similar services and salaries at least equal to positions of like nature at other educational institutions in the region for full-time employees whose duties are not comparable to CSU employees; and

WHEREAS, the Board of Directors of the Foundation strongly encourages employees and their dependents to pursue higher education; and

WHEREAS, Foundation management analyzed tuition waiver and education reimbursement programs provided by the CSU, other CSU auxiliary organizations, and regional institutions of higher education and developed the Education Reimbursement Program described in the attachment to this resolution; and

WHEREAS, the Finance and Human Resources Committee reviewed and recommends approval by the Board of the Education Reimbursement Program described in the attachment.

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 approves the implementation of an Education Assistance Program referenced in the attachment; and

RESOLVED, that the Interim Executive Director is directed to undertake all efforts required to implement the Education Assistance Program and to take all actions as may be necessary and proper in connection with the execution and implementation of this resolution.

Adopted this 28th day of June, 2018.

RESOLUTION: FY1718-17

**RESOLUTION OF THE BOARD OF DIRECTORS
ELECTING ROGER VON TING AS INTERIM CHAIR OF THE BOARD**

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, Chair: Phillip D'Amato will expire on June 30, 2018; and

WHEREAS, the Nominating Committee nominates Roger von Ting, current Vice-Chair to serve as Interim Chair of the Board with a termination date on or before December 31, 2018 to coincide with the return date of the current Chair, Phil D'Amato in accordance with Article IV, of the Foundation bylaws.

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 to serve as Interim Chair of the Board with a termination date on or before December 31, 2018 to coincide with the return date of the current Chair, Phil D'Amato; and

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

Adopted this 28th day of June, 2018.

RESOLUTION: FY1718-18

**RESOLUTION OF THE BOARD OF DIRECTORS
ELECTING DAVID DONELL AS INTERIM VICE-CHAIR OF THE BOARD**

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 expires on June 30, 2018; and

WHEREAS, the Nominating Committee nominates David Donell, to serve as Interim Vice - Chair of the Board with a termination date on or before December 31, 2018 to coincide with the return date of the current Chair, Phil D'Amato, and current Vice-Chair Roger von Ting in accordance with Article IV, of the Foundation bylaws.

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, David Donell to serve as Interim Vice-Chair of the Board with a termination date on or before December 31, 2018 to coincide with the return date of the current Chair, Phil D'Amato, and Vice-Chair Roger von Ting; and

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.

Adopted this 28th day of June, 2018

RESOLUTION: FY1718-19

**RESOLUTION OF THE BOARD OF DIRECTORS
ELECTING DANA WARD AS SECRETARY/TREASURER OF THE BOARD**

- 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 expires on June 30, 2018; and
- WHEREAS**, the Nominating Committee desires for this Officer to serve as Officer on the Board of Directors for an additional two-year term in accordance with Article IV, of the Foundation bylaws.
- 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 to a two-year term as Secretary - Treasurer of the Board for the 2018-19 fiscal year and the 2019-20 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.

Adopted this 28th day of June, 2018.

RESOLUTION: FY1718-20

ELECTING ALAN CALDWELL TO SERVE ON THE EXECUTIVE COMMITTEE

- WHEREAS**, Article V of the bylaws of the California State University, Dominguez Hills Foundation (the “Foundation”) calls for members of the Executive Committee to be elected by the Board; and
- WHEREAS**, due to the vacancy that currently exists on the Executive Committee as a result of the reorganization of Officers, the Board wishes to appoint an additional member in accordance with Article X of the Foundation bylaws; and
- WHEREAS**, the Executive Committee recommends Alan Caldwell to serve on the Executive Committee for a two year-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 hereby appoints Alan Caldwell to serve on the Executive Committee to a two year term for the 2018-19 fiscal year and the 2019-20 fiscal year; and
- RESOLVED**, that the 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.

Adopted this 28th day of June, 2018.

APPROVING THE SCHEDULE OF BOARD OF DIRECTORS AND COMMITTEE MEETINGS FOR FY 2018-19

RESOLVED, that the Board of Directors of the Foundation adopts the following schedule of meetings:

Board of Directors:

- September 27, 2018 from 3-5 pm
- December 06, 2018 from 3-5 pm
- March 28, 2019 from 3-5 pm
- June 20, 2019 from 3-5 pm

All meetings of the Board of Directors are held in the President's Conference Room in Welch Hall D444.

Executive Committee:

- August 09, 2018 from 3-5 pm
- October 04, 2018 from 3-5 pm
- January 17, 2019 from 3-5 pm
- May 02, 2019 from 3-5 pm
- May 30, 2019 from 3-5 pm

All meetings of the Executive Committee are held in the Division of Administration and Finance's Conference Room in Welch Hall B470K.

Nominating Committee:

- Will Convene as Needed

Pursuant to Education Code § 89922, A special meeting may be called at any time by the GB presiding officer or sub-board chair, or by a majority of the relevant body, by delivery personally or by mailed written notice to each body member, and to any notice requester or other party to be directly affected by such meeting. No business other than that set out in the notice shall be considered at such meetings.

All meetings of the Nominating Committee are held in the Division of Administration and Finance's Conference Room in Welch Hall B470K.

Audit Committee:

- Will Convene as Needed
- *Pursuant to Education Code § 89922, A special meeting may be called at any time by the GB presiding officer or sub-board chair, or by a majority of the relevant body, by delivery personally or by mailed written notice to each body member, and to any notice requester or other party to be directly affected by such meeting. No business other than that set out in the notice shall be considered at such meetings.*

All meetings of the Audit Committee are held in the Division of Administration and Finance's Conference Room in Welch Hall B470K.

RESOLVED, that the Interim Executive Director shall work with the Chair of the Audit Committee and the Foundation's external audit firm to schedule the annual required Audit Committee meeting to the review and accept the Foundation's fiscal and Uniform Guidance audits based on the deadlines associated with submission of audit reports and schedules to the Chancellor's Office, and that the Chair of the Audit Committee

shall schedule other such meetings as may be necessary and appropriate throughout the fiscal year.

Adopted this 28th day of June, 2018.