

Thursday, December 06, 2018  
3:00 PM to 5:00 PM  
Executive Conference Room, Welch Hall D-444

### **Board of Directors Meeting Minutes**

Members Present: Dr. Thomas Parham, David Donell, David Gamboa, Jerome Grooms, Del Huff, Christian Jackson, Dr. Michael Spagna, Carrie Stewart, Dana Ward, and Roger von Ting

Members Absent: Dr. Cornelia Brentano, Alan Caldwell, Dr. William Franklin, Dr. Leena Furtado, Naomi Goodwin, and Gilbert Ivey

Guests: Fay Ji (Controller), Chris Manriquez (Vice President, Information Technology), and Jinna Matzen (Business and Finance Coordinator)

- I. The Board of Directors entered into closed session pursuant to California Education Code § 89923

The Executive Committee entered into a closed session pursuant to California Education Code §89923 at 3:03 P.M. and resumed open and public session in accordance with California Education Code §89920 at 3:52 P.M.

- II. Call to Order

Meeting called to order by von Ting at 3:52 P.M.

- III. Approval of Meeting Agenda

Gamboa moved and Ward seconded. Motion carried.

- IV. Approval of September 27, 2018 Meeting Minutes

The Board approved the minutes from 9/27/18 with a stipulation that the following corrections be made: Page 2, paragraph 2: change the word “position” to “activities”, correct a spelling error on page 2, page 5, paragraph 1: change the word “barricades” to “incarceration”. Revised minutes to be distributed to the Board at the scheduled 3/28/19 Board meeting.

Stewart moved and Ward seconded. Motion carried.

V. Public Comment

No one was present to represent the public.

VI. Action Items (Action Items were moved from item XI on the agenda to VI)  
Appointment of New Interim Executive Director

RESOLUTION: FY1819-6

RESOLUTION TO RATIFY ACT OF THE EXECUTIVE COMMITTEE IN THE  
APPOINTMENT OF JERRY GROOMES  
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 I, 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 IX Section 3 of the bylaws of the Foundation, The Executive Committee shall, except when the Board is in session, have all the powers and authority of the Board in the management of the business and other affairs of the corporation and shall oversee the financial affairs, commercial services functions, and human resources matters of the Foundation, as well as its operating policies and procedures; and
- WHEREAS, the position of Executive Director of the Foundation is currently vacant; and
- WHEREAS, the Executive Committee desired to fill the current vacant position in an interim capacity while a nationwide search is conducted to find a permanent Executive Director; and
- WHEREAS, the Executive Committee appointed Jerome “Jerry” Groomes as Interim Executive Director of Foundation with an employment date of November 08, 2018 to June 30, 2019.
- THEREFORE, IN CONSIDERATION OF THE FOREGOING, IT IS RESOLVED AS FOLLOWS:
- RESOLVED, that the Board of Directors of the Foundation does hereby ratify and affirm each and every action undertaken by the Executive Committee on behalf of the Foundation wherein said Board of Directors has full knowledge of said acts and wherein the act has been fully and accurately stated and explained to the Board of Directors; and

- RESOLVED, that the undersigned hereby certifies that they are the duly elected and qualified Officers of the Board and that this is a true record of a resolution adopted at a meeting of the Board of Directors and that said meeting was held in accordance with the Bylaws of Foundation; and
- RESOLVED, that the Board of Directors of the Foundation, does hereby ratify and affirm compensation for the appointment of Mr. Groomes of \$180K 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 the Board of Directors of the Foundation, does hereby ratify and affirm that the appointment of Mr. Jerry Groomes 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 the Board of Directors does hereby ratify and that a new search for an Executive Director of the Foundation shall coincide with the appointment and interim term of Mr. Groomes; and
- RESOLVED, that the University Vice President for Administration is directed to take all actions as may be necessary and proper in connection with the execution and implementation of this resolution.

President Parham Moved and Dr. Spagna seconded. Motion Carried.

Adopted this 6th day of December, 2018.

Appointment of Board Chair

RESOLUTION: FY1819-7

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

- WHEREAS, Article IX, 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 Officers of the Board of Directors for the Foundation; and
- WHEREAS, the term of Interim Chair, Roger von Ting as noted in Resolution FY1718-17 will expire on December 31, 2018; and
- WHEREAS, the previous Chair, Phil D'Amato has resigned from the Board of Directors creating a need for a permanent Chair; and
- WHEREAS, the Nominating Committee nominates Roger von Ting, current Interim-Chair to serve as Chair of the Board for the remainder of the current term, commencing this day December 06, 2018 to June 30, 2020 in accordance with Article IV, Section I 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 Chair of the Board for the current commencing this day, December 06, 2018 to June 30, 2020; and
- RESOLVED, that the Foundation Interim Executive Director, Jerry Groomes, is directed to take all actions as may be necessary and proper in connection with the execution and implementation of this resolution.

Gamboa Moved and Stewart seconded. Motion Carried.

Adopted this 6<sup>th</sup> day of December, 2018.

Appointment of Board Vice-Chair

RESOLUTION: FY1819-8

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

- WHEREAS, Article IX, 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 Officers of the Board of Directors for the Foundation; and
- WHEREAS, the term of Interim Vice-Chair, David Donell as noted in Resolution FY1718-17 will expire on December 31, 2018; and
- WHEREAS, the previous Vice-Chair, Roger von Ting, has accepted the nomination as Chair of the Foundation Board creating an opening for the position of permanent Vice-Chair; and
- WHEREAS, the Nominating Committee nominates David Donell, current Interim Vice-Chair to serve as Vice-Chair of the Board for the remainder of the current term, July 1, 2018 to June 30, 2020 in accordance with Article IV, Section I 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 Vice-Chair of the Board for the current term of July 1, 2018 to June 30, 2020; and
- RESOLVED, that the Foundation Interim Executive Director, Jerry Groomes, is directed to take all actions as may be necessary and proper in connection with the execution and implementation of this resolution.

Gamboa Moved and Stewart seconded. Motion Carried.

Adopted this 6<sup>th</sup> day of December, 2018.

Approval of Change in LAIF Administrator

RESOLUTION: FY1819-9

RESOLUTION OF THE FOUNDATION BOARD OF DIRECTORS IN CLOSING LOCAL AGENCY INVESTMENT FUND (LAIF) ACCOUNT

WHEREAS, the California State University, Dominguez Hills Foundation (“Foundation”), a nonprofit corporation, through its duly qualified and acting officers or designees, desires to withdraw its contribution and participation in the Local Agency Investment Fund (LAIF) overseen by the State Treasurer’s Office investment staff; 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 I, 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, the current administrator on the LAIF account, Russel D. Statham is no longer an employee of California State University, Dominguez Hills Foundation; and

WHEREAS, The Board of Directors desires to remove Russel D. Statham from all accounts and funds and revoke all access perviously granted; and

WHEREAS, the Board of Directors desires to replace the previous LAIF administrator with an acting agent/employee of California State University Dominguez Hills Foundation, Controller, Fay Ji; and

WHEREAS, Fay Ji is granted authority to close California State University, Dominguez Hills, Foundation’s LAIF account.

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 hereby grants Fay Ji, Controller, California State University Dominguez Hills the authority to close the LAIF account; and

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

Dr. Spagna Moved and Gamboa seconded. Motion Carried.

Adopted this 6th day of December, 2018.

## VII. Reports

### University President

President Parham opened his report by divulging to the Board of Directors that his initiation into campus life as the new President of California State University Dominguez Hills (CSUDH) has been eventful, the President noted that he has been busy engaging the campus Academic Senate, reaching out to external relations to promote and support the campus, as well as engaging the local community. President Parham went on to communicate his optimism about opportunities for CSUDH.

Parham informed the Board that the campus was on the cusp of closing the University Theatre due to a dangerous rigging system and also stated that he is working with the Provost to close the campus pool. President Parham noted that even though this may impact academic instruction he would not compromise the health and safety of the students who attend CSUDH. President Parham further stated his desire to upgrade the campus athletic locker room.

President Parham transitioned his report discussing his efforts along with the assistance of Mr. David Gamboa to schedule meetings to meet with politicians, higher education institutions, different schools, community colleges, high schools, and middle schools to further engage and promote California State University Dominguez Hills. The President further divulged that an executive from Toyota flew out from Texas “to see the fruits of his labor” and viewed the Mobile Fab Lab. Continuing his discussion regarding opportunities for CSUDH, President Parham explained that he and the Provost were working with Charles Drew University to create opportunities including grant opportunities.

The President thanked Ms. Carrie Stewart for her diligence in planning the investiture and assisting in the elevation of the campus community. President Parham discussed upcoming events including community service events, the Irvine Jazz Collection, and the Black Tie Gala, all meant to assist the public in discovering Dominguez Hills. President Parham expressed that CSUDH Deans have been challenged with creating packets for table displays to explain what Dominguez Hills has to offer. The President referenced the great inauguration week and investiture ceremony citing the excitement generated at both. He further expressed his desire to build on the current excitement to improve retention rates and scholarship opportunities.

The President concluded his report by notifying the Board that along with his holiday message, he expressed his condemnation of violence to address recent school shootings nationwide.

## VIII. Officer's Reports

### Interim Chair of the Board

von Ting initiated his report by notifying the Board that a new search firm has been identified for the Executive Director position due to the failed searches conducted by the previously engaged firm. von Ting went on to note that salary could be a factor in the failed searches. Von Ting transitioned his report and discussed housing plans that will fill the gap in lost revenue from ending contracts and an engagement of an audit firm to review lease agreements.

### Interim Executive Director

Groomes thanked the Board for the opportunity to continue to serve them and stated that he felt his time as a Community Member on the Board will help him in his new role as Interim Executive Director of the Foundation.

The Board thanked Groomes for his willingness to step into this important position while a search for a permanent Executive Director was being conducted.

IX. Committee Reports

Executive Committee

von Ting informed the Board that the Executive Committee was working on a written Distribution Policy that entailed a more strategic procedure for the disbursement of funds noting the policy would be presented for “Action” at the next scheduled Board meeting.

Goodman reported on Land Development progress stating that a consulting firm was hired to update the current RFQ and provide feedback on creating a new one.

von Ting concluded the Executive Committee report discussing the idea of housing a Starbucks in the library noting that the idea had to be explored with the analysis of finance and collaboration.

Audit Committee

Donell opened his report by conveying to the Board that a Request for Proposal (RFP) periodically is good practice to ensure an institution is getting the best quality and cost achievable. Donell further explained that Foundation recently sent out a combined RFP along with other auxiliaries: Philanthropic Foundation, Associated Students Inc., and Loker Student Union to identify whether we would stay with our current firm or engage a new audit firm. Donell stated that 18 firms were identified and sent the RFP, out of the eighteen, seven submitted proposals. Donell concluded his report by disclosing the Audit Committee’s plan to invite finalist firms, 3-5, on campus to interview with Audit Committee members and Auxiliary staff within the next two weeks with one finalist being determined by January 9<sup>th</sup>, 2019.

Nominating Committee

von Ting reported that the Nominating Committee met on November 1, 2018 and decided to actively recruit for the three vacant community members spots. Von Ting concluded his report urging the Board to nominate individuals with experience in: Dining, Legal with Entitlement, P3, and Land Development Operations.

X. Informational Items

Dr. Spagna informed the Board of Directors that Dominguez Hills recently had an accreditation visit and that a search was underway for the position of Vice President of Administration and Finance.

XI. Other Items

Campus Sustainability

The Board of Directors welcomed guest Ellie Perry, Sustainability Coordinator from the Office of Sustainability and Facilities Services.

Perry addressed the Board with a PowerPoint presentation depicting the efforts of the Office of Sustainability. Perry informed the Board that the Office of Sustainability was founded in August 2017, it has one full-time employee and eight paid and volunteer student interns. In academic year 2017-18 the Office of Sustainability received national recognition from the Chancellor’s Office, won two stateside best practice awards, and a bronze rating for the campus from

AASHE. Perry went on to note the Office of Sustainability are grant recipients of: USDA WRPI (2), Chancellor's Office (CALL), Shell, Toro Green Initiative Fund (Presidential Initiative funding). Perry further highlighted: student engagement projects, engaging academics, net zero campus impacts, net zero energy efficiency, a rooftop solar bid package, net zero water, net zero waste operations, source reduction, and sustainable foods. Perry concluded her report focusing on what needs to be done to continue moving sustainability forward.

The Board thanked Perry for her time and congratulated her on her accomplishments in the little time she has been with Dominguez Hills.

#### Statement of Operations as of September 30, 2018

Ji reviewed the Statement of Operations document that was distributed to the Board in the meeting packet highlighting current year verses budgeted actuals.

The Board accepted the report on the Statement of Operations.

#### Investment Review as of September 30, 2018

Ji reviewed the Investment Review document that was distributed to the Board in the meeting packet.

The Board accepted the report on the Investment Review.

## XII. Adjournment

Gamboa moved to adjourn, Jackson seconded. Meeting adjourned at 5:42 P.M.