

**APPOINTMENT OF PHILLIP 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; and
- WHEREAS,** based upon a recommendation by the Executive Committee, the Board of Directors finds it desirable and in the best interest of the Foundation to exercise its authority under Article IV Section 8 of the bylaws to appoint in a new 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. Phillip D'Amato as Interim Executive Director effective July 2, 2018 until on or before January 1, 2019; and

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 Mr. D'Amato; and

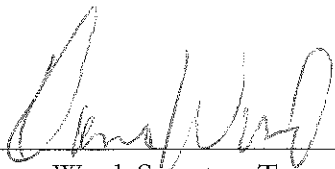
RESOLVED, that this appointment of Mr. D'Amato as Interim Executive Director is subject to the continued pleasure of the Board of Directors and may be terminated at any time, with or without cause or advanced notice, by the Board of Directors; and

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 of 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.

Attest:



Dana Ward, Secretary Treasurer
Board of Directors
CSUDH Foundation



Roger von Ting, Vice Chair
Board of Directors
CSUDH Foundation