

**RESOLUTION: FY1819-14**

**RESOLUTION TO CONTINUE THE APPOINTMENT OF JEROME "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 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 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 recent nationwide search to hire a permanent Executive Director did not result in the position being filled prior to June 30, 2019, the expiration date on the current contract with Jerome Groomes; and
- WHEREAS,** the Executive Committee desires to continue to employ Jerome Groomes as Foundation Interim Executive Director while efforts to find a permanent Executive Director continue; and
- WHEREAS,** the Executive Committee wishes to extend the employment date of Jerome Groomes as resolved in Resolution FY1819-6, November 08, 2018 to June 30, 2019, to a month to month employment with no end date; and
- WHEREAS,** Jerome Groomes accepts the terms of this agreement and acknowledges an "at will" employment status; and
- WHEREAS,** Jerome Groomes for the benefit of Foundation agrees to stay on as Interim Executive Director until a separation is desired by the Executive Committee, Jerome Groomes himself or upon appointment of a permanent Executive Director.

**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, does hereby affirm compensation for the appointment of Mr. Groomes of \$185,400 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 affirm that the appointment of Mr. Jerome "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 University Interim Vice President for Administration and Finance is directed to take all actions as may be necessary and proper in connection with the execution and implementation of this resolution.

Adopted this 20th day of June, 2019.

Attest:

  
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David Donell, Vice-Chair  
Board of Directors  
CSUDH Foundation

  
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Roger von Ting, Chair  
Board of Directors  
CSUDH Foundation