

**RESOLUTION TO RATIFY ACT OF THE EXECUTIVE COMMITTEE IN
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 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

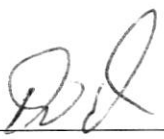
RESOLVED, that the Board of Directors of the Foundation, does hereby ratify and affirm that the appointment of Mr. Jerry Groomes as Interim Executive Director is subject to the continued pleasure of the Board of Directors and may be terminated at any time, with or without cause or advanced notice, by 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.

Adopted this 6th day of December, 2018.

Attest: _____


David Donell, Interim Vice-Chair
Board of Directors
CSUDH Foundation



Roger von Ting, Interim Chair
Board of Directors
CSUDH Foundation