

Thursday, March 26, 2020

3:00 PM to 5:00 PM

Dial: +1 669 900 6833 (US Toll)

Meeting ID: 563 916 016

Join from PC, Mac, Linux, iOS or Android: <https://csudh.zoom.us/j/563916016>

BOARD OF DIRECTORS MEETING MINUTES

Members Present: President Parham, Dr. Cornelia Brentano, David Donell, Dr. Leena Furtado, Dr. William Franklin, David Gamboa, Jerome Groomes, Gilbert Ivey, Christian Jackson, Dr. Michael Spagna, Roger von Ting, Deborah Wallace, and Dana Ward

Members Absent: Alan Caldwell, Del Huff

Guests: Richard Chester (Associate Executive Director Foundation), Ed Fimbres (Dining Manager) Mario Ibarra (Retail Operations Supervisor), Jinna Matzen (Manager Business Process Improvement), Cecilia Ortiz (Director LSU), Deborah Roberson (University Chief of Staff), Cherrisse Ross (Interim Controller)

I. Call to Order

Meeting called to order by von Ting at 3:04 P.M.

II. Approval of Meeting Agenda

Gamboa moved, and Furtado seconded. Motion carried.

III. Approval of December 05, 2019, Meeting Minutes

Jackson noted that he was erroneously excluded from “Members Present” on the December 05, 2020 minutes.

Jackson moved to approve the meeting minutes pending the addition of his name and Brentano seconded. Motion carried.

IV. Public Comment

No one was present to represent the public.

V. Reports

University President

The President opened his report thanking members and guests for attending the meeting via Zoom as the campus navigates COVID-19. The President reported that he was working with the Chancellor's Office, governors, and state officials to offer facilities across campus to be used for the pandemic. The President further reported on how COVID-19 is affecting the campus and the planning being conducted to respond to the needs of the campus community, which include frequent email communication, planning for virtual orientation and instruction, summer sessions, and extended education.

VI. Officer's Reports

Chair of the Board/Executive Committee

Von Ting opened his report discussing vacancies at the Foundation, notifying the board that the Foundation CFO and the Foundation Information Technology Director had recently resigned. Von Ting then detailed the activities of the Executive Committee, which included the hiring of a new investment firm, Merrill Lynch. Von Ting's report further included discussions on campus space, surveys for customers and staff, the draft report issued by Sibson Consulting, and the initiative for Foundation to implement P-Cards.

Nominating Committee

Von Ting opened his report on Nominating Committee activities, notifying the board that possible new members had been identified and that the committee was actively reaching out to several prospective community board members. Von Ting further reported that at the conclusion of Jerry Groomes' Executive Director assignment, he will be returning to the board as a community member. Von Ting then notified the board that both he and Vice-Chair David Donell would be retiring from the board at the end of the fiscal year, June 30, 2020. The board engaged in conversations regarding board liaisons, perceived conflicts of interest regarding the V.P. of University Advancement serving on the Foundation Board of Directors, and the need to research compositions of other auxiliary boards.

Executive Director

Groomes opened his report noting the commitment and flexibility of Foundation staff, stating his appreciation for the significant amount of work staff was completing remotely. Groomes then discussed Foundation's current vacancies noting that even though Michael Williams, previous CFO, resigned, he would continue working with Foundation as a consultant to assist in completing key projects. Groomes notified the committee that Foundation was in discussion with University Technology to put an employee share agreement in place to have Marci Payne, AVP for Information Technology assist Foundation. Groomes concluded his report advising the board that another consultant who is versed in OneSolution and finance, Bob Sesnon, had been engaged.

VII. Financial Reports

Statement of Operations as of January 31, 2020

Groomes reported to the committee that this item would be discussed under Item VIII, Informational Items c) Foundation's Health

Investment Review as of March 10, 2020

Groomes reported to the committee that Foundation was working with Merrill Lynch to reposition Foundation's current portfolio and to refer to the distributed materials in their packet for more information.

VIII. Informational Items

a) Covid-19 Foundation Operations

Groomes notified the committee that all Foundation staff had been moved to a remote work atmosphere except for staff deemed critical to being on-site. Groomes further advised the board that emergency telecommuting guidelines had been put in place and distributed to all staff. Groomes concluded the discussion on this matter, noting that the Emergency Telecommuting Policy was included in the board packet.

b) Status of Recruitment – Executive Director, CFO, I.T. Director

Groomes noted that he covered this item earlier in his Executive Director's report.

c) Foundation's Health

Groomes requested that board members turn their attention to financial documents distributed in the meeting materials that described Foundation's current financial status and existing obligations. Groomes explained the effects of COVID-19 on Foundation revenue and detailed funds held for other entities, restricted funds, unrestricted funds, funds requested by the University, reserve needs, operating needs, and the depletion of investment funds. The board held discussions on market volatility, the unpredictability of Covid-19, the lack of revenue generation, and the need to monitor cash flow.

d) LSU Renovations

Groomes explained to the Board that Foundation was being asked to fund an expansion of Dining Services in Loker Student Union known as the "Café Toro Expansion Project," which will consist of renovations to the space known as 1910 Café and Lounge. Groomes further noted that the space formerly occupied by Taco Bell needed kitchen renovations, which will require additional funding. Groomes explained to the board that this item was coming to the board for action and approval to distribute three million dollars in support of the "Cafe Toro Expansion Project". Von Ting noted that members of the Executive Committee do not support this action and that it was being brought to the full board for consideration and vote. The board held discussions on campus needs, student-housing, and Foundation's current financial status.

e) Land Development Committee

Von Ting notified the board that the Executive Committee had discussed reorganizing and reconvening the Land Development Committee since a formal

committee had not been established, noting that in the past an informal committee existed. Von Ting urged members of the board to contact the Executive Director if they were interested in serving on the Land Development Committee.

IX. Action Items

- 1) Resolution FY1920-06: Authorization for Capital Investments Dining Services – 1910

The board was not comfortable voting on this action and requested that more information be compiled before a decision could be made further requesting an “Ad Hoc” meeting be calendared to review this item specifically.

- 2) Resolution FY1920-07: Appointment of New Board of Directors Community Member - Pat West

Gamboa moved, and Ivey seconded. Motion carried.

X. Other Items

None

XI. Adjournment

Ivey moved, and Ward seconded. Motion Carried.

Meeting adjourned at 5:06 P.M.

**RESOLUTION OF THE BOARD OF DIRECTORS AUTHORIZING CAPITAL
INVESTMENT FOR DINING SERVICES – CAFÉ TORO EXPANSION**

- WHEREAS,** the California State University, Dominguez Hills Foundation “Foundation” in order to meet the needs of its students, faculty, and staff has deemed it necessary to invest in the expansion of its dining services; and
- WHEREAS,** the Trustees of the California State University will receive sealed bid proposals for the project known as Café Toro Expansion, Project Number 026-2019-001 (Design-Bid-Build); and
- WHEREAS,** construction is deemed to consist of demolition of partial interior walls, ceiling, and associated lighting, carpet, and existing buffet and equipment; and
- WHEREAS** new work includes refinishing of concrete floor, installation of owner furnished new food service equipment, installation of custom millwork service counter per drawings, and fixed seating; power and data and installation of owner-furnished TV and menu boards; and
- WHEREAS,** the exterior scope includes demolition of existing perimeter fencing and limited area of existing concrete and four (4) selected trees. Installation of new concrete pads to expand the concrete patio, new sidewalk, new landscaping, and limited grading, and new built-in seating and lighting; and
- WHEREAS,** all work will be completed in accordance with the plans and specifications prepared by Hammel, Green and Associates Architects, 1301 Colorado Avenue, Santa Monica, CA 90404; and
- WHEREAS,** the Executive Committee seeks Board approval to authorize a capital investment not to exceed three million dollars (\$3,000,000.00).

**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 a capital investment not to exceed three million dollars (\$3,000,000.00) to complete the construction project known as “Café Toro Expansion, Project Number 026-2019-001 (Design-Bid-Build)”; and
- RESOLVED,** that the Board of Directors approves the transfer from Foundation’s Long Term Investment Fund to the University, who will oversee this project; and
- RESOLVED,** that the CSU, Dominguez Hills Director of Facilities Planning, Design & Construction, Roshni Thomas will have oversight of this project; and
- RESOLVED,** that through a Business Agreement between Foundation and the University, the CSU, Dominguez Hills Director of Facilities Planning, Design & Construction will have the authority to approve invoices and payments within the scope of this project; and
- RESOLVED,** that the University will provide Foundation with invoices and receipts for all expenses incurred under this project; and

RESOLVED, that any unused funds from this project will be returned to Foundation within thirty (30) days of completion; and

RESOLVED, that the Executive Director is authorized to execute the necessary contracts and engage the appropriate personnel to effectuate this project and disburse the adequate funds; and

RESOLVED, that the Executive Director is hereby authorized to take any and all other action(s) necessary and appropriate for the effectuation of this resolution.

Adopted this 26th day of March 2020

Roger von Ting, Chair
Board of Directors
CSUDH Foundation

Attest: _____
David Donell, Vice Chair
Board of Directors
CSUDH Foundation

DEFERRED / NOT APPROVED AS IS

**RESOLUTION OF THE BOARD OF DIRECTORS ELECTING
PAT WEST TO THE BOARD**

WHEREAS, Article III, Section 2 of the bylaws of the California State University, Dominguez Hills Foundation (the “Foundation”) call for the Board of Directors to consist of up to ten (10) members from the general public as determined by the Board of Directors and nine (9) members from the University community; and

WHEREAS, Article IX, Section 8, of the bylaws call for the Nominating Committee to nominate qualified candidates for the Board of Directors; and

WHEREAS, the Nominating Committee has found that Pat West meets the criteria for nomination; and

WHEREAS, the Nominating Committee nominates Pat West to serve as a Community Member on the Board of Directors for a term, commencing on July 1, 2020 to June 30, 2022.

**THEREFORE, IN CONSIDERATION OF THE FOREGOING, IT IS RESOLVE
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, Pat West to serve as Community Member of the Board for a two-year term commencing on July 1, 2020 to June 30, 2022; and

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

Adopted this 26th day of March, 2020.

Signature: David Donell
David Donell (Jun 2, 2020 12:02 PDT)

Email: david@donell.com

Attest: David Donell, Vice-Chair
Board of Directors
CSUDH Foundation

Signature: Roger von Ting
Roger von Ting (Jun 2, 2020 11:01 PDT)

Email: rvonting@watsonlandcompany.com

Roger Von Ting, Chair
Board of Directors
CSUDH Foundation