

Thursday, September 23, 2021

3:00 PM to 5:00 PM

Dial: +1 669 900 6833 (US Toll)

Meeting ID: 847 2352 8006

Join from PC, Mac, Linux, iOS or Android: <https://csudh.zoom.us/j/84723528006>

BOARD OF DIRECTORS MEETING MINUTES

Members Present: Tranitra Avery, Dr. Cornelia Brentano, Alan Caldwell, Nicole Enearu, David Gamboa, Jerome Groomes, Del Huff, Dr. Philip LaPolt, Jonathan Molina Mancio, Dr. Thomas Norman, Dr. Michael Spagna, Dana Ward, Deborah Wallace, Pat West

Members Absent: Dr. William Franklin, Gilbert Ivey, and President Parham

Guests: Kelvin Blunt (Executive Assistant/Board Liaison), Brian Bonvechio (Merrill Lynch), Jonathan Canton (Systems Administrator), Eduardo Fimbres (Dining Manager), Ryan Heredia (Interim Audit Committee Chair), Theresa Morrison (Foundation CFO), Marci Payne (AVP, Information Technology), Deborah Roberson (President's Chief of Staff), Cherisse Ross (Foundation Controller), and Dr. Sheree Schragger (Dean, Graduate Studies and Research)

I. Roll Call

II. Call to Order – Del Huff

Meeting called to order at 3:06 P.M.

III. Approval of Meeting Agenda

Brentano moved, and Ward seconded. Motion carried.

IV. Approval of Previous Meeting Minutes

- June 17, 2021

Dr. Brentano noted that Jinna Matzen's last name was misspelled in the minutes. Mr. Blunt stated that he would make the correction to the minutes.

Norman moved, and Ward seconded. Motion Carried.

V. Public Comment

No one was present to represent the public.

VI. Officer's Reports**a) Chair of the Board/Executive Committee Report – Del Huff**

Huff welcomed everyone to the first Board of Directors meeting of the new fiscal year. Huff reported that President Parham sends his regrets as he was unable to attend today's meeting. He is attending an off-campus, external board meeting today.

Huff introduced two new Foundation staff members: Theresa Morrison, Foundation's Chief Financial Officer; and Jonathan Canton, Foundation's Systems Administrator. Huff also welcomed Dr. Sheree Schrage, University's new Dean of Graduate Studies and Research; and Ryan Heredia, University's new Director of Accounting Services/Controller and Interim Audit Committee Chair.

Huff extended a warm farewell to Deborah Robertson, Chief of Staff to the President, whose last day at CSU, Dominguez Hills (CSUDH) will be October 22, 2021. Huff added that Robertson recently accepted an offer to become the Chief Human Resources Officer for the American Civil Liberties Union (ACLU), Southern California, which is located in Los Angeles.

b) Executive Director Report – Tranitra Avery

Avery reported that 90% of the Foundation's food service operations are open for the Fall 2021 semester, including Subway; The Green Olive; Union Grind; Toro Fresh; Panada Express; Booked & Brewed; DH Sports Lounge; Grab-N-Go in Welch Hall; and Grab-N-Go in the Social & Behavioral Services (SBS) building. Avery reported that Toro Catering is back in business and recently catered the Fall Convocation Picnic. Avery added that Toro Catering will be among the caterers at the new building grand openings on October 15.

Avery reported that CSUDH is currently reviewing dining room proposals from Aramark, Chartwells and Sodexo. Avery noted that the Foundation, Associated Students, Inc. (ASI), and Loker Student Union (LSU) have been active participants in this RFP process. Avery emphasized that CSUDH does not have to accept CSU's chosen dining room vendor if the proposal is not beneficial for CSUDH.

Avery reported on the preliminary plans for the residential dining hall, with seating indoors as well as exterior patios. Avery added that the kitchen is anticipated to be similar in size as in the I&I and serve about 1,200 students at each mealtime. The building will have approximately 400 seats to accommodate students in 3-4 seating for each meal. There will be multiple food station options and an all-electric kitchen area. Avery added that the project will include offices for food service administration and administrative suite for the Foundation.

Avery reported that the Foundation will host a virtual health fair on October 11, which will include open enrollment, videos and materials that promote healthy living, and a virtual team available to answer questions from Foundation staff members.

Avery stated that the Foundation will provide an update on the recently adopted Reserves Policy at the Board meeting on December 16. This will allow time for Morrison, who started at the Foundation on September 7, to review the current Reserves Policy, assess the Foundation's portfolio history, and discuss expectations with the Executive Committee before making recommendations to the full Board.

Avery led the Board in a discussion regarding the updated proposal for a CSUDH-owned Starbucks in the new Innovation & Instruction (I&I) building. Avery referenced the memo she sent to the Board on September 16, 2021, which laid out Avery's assessment that the Foundation should not move forward with the Starbucks project due to the enduring COVID-19 pandemic and the uncertainty of on-campus student activities in February 2022; the uncertainty of expenses for the new resident dining hall requires strategic spending; the demolition suggested by C.W. Driver would be a loss in investment, given that the Foundation invested \$930,000 in I&I; the Foundation's current participation in CSU's Dining RFP and the possibility of a third-party vendor being on-campus as soon as Spring 2022 to prepare for a Fall 2022 semester opening; and that the potential partners have capital investment plans to survey students and propose a potential retailer to meet students' current needs.

Avery reminded the Board that the Foundation invested \$30,000 to purchase our Starbucks license in 2018. Avery emphasized that as CSUDH continues its flourishing land development, the Foundation can re-open the discussion with Starbucks within the next 10 years under the current license. The Board of Directors unanimously agreed it is not be beneficial for the Foundation to move forward with the Starbucks licensing deal at this time.

VII. Financial Reports

a) Investment Review, as of August 31, 2021

Bonvechio provided an investment review report that was included in each member and guest packet. Bonvechio reviewed the materials and provided an update on the market and the Foundation's portfolio. Market updates included an upswing as the cases of the Delta variant of COVID-19 slowly decline and the different phases the market is undergoing, including projected recovery. Bonvechio noted that his Merrill Lynch team had very positive things to say about the Foundation's current Investment Policy. The Board of Directors accepted Bonvechio's presentation and thanked Bonvechio for attending the meeting.

b) Statement of Operations, as of July 31, 2021

Ross provided a Statement of Operations report to the Board, and discussed the financial outlook of the Foundation divisions, including income statements per division and a summary of operations. Ross noted that the Fall 2021 semester began on August 23, and that the Foundation expects to see an upswing in revenue. The Board accepted Ross's report and presentation.

VIII. Discussion Topic

a) Expansion of Board Committees

Avery led a discussion with the Board regarding two proposed committees to be added to the Foundation bylaws. The first committee, the Business Innovation Committee (BIC), would identify opportunities for revenue that are consistent with the Foundation's mission, vision, and values that will benefit the CSUDH campus and surrounding community. Avery stated that this committee would identify, evaluate, and suggest Foundation recommendations for new or expanded revenue generating business initiatives and/or investment opportunities. Avery laid out the committee responsibilities, member responsibilities, and the overall composition of the Business Innovation Committee.

The second committee Avery proposed is the Finance and Investment Committee (FIC). This committee would be responsible for the oversight of policies and practices related to the Foundation's financial affairs and policies, performance, and investments related to operating funds. Avery added that this committee would work with the Foundation's Chief Financial Officer to evaluate and recommend policies and procedures to the Board and, if approved, monitor financial operations to ensure seamless implementations. Avery laid out the committee responsibilities, member responsibilities, and the overall composition of the Finance and Investment Committee.

The Board discussed this proposal and agreed that Avery's recommendation to add both new committees to the bylaws. Avery stated that a resolution to add both committees to the bylaws will be presented at the next Board meeting.

IX. Action Items

a) Defer Approval of FY2021 Foundation Audit to Audit Committee

REJECTED. The Board requested an Ad Hoc meeting, after the Audit Committee's exit conference meeting on September 27, 2021, to approve the audit report.

X. Other Items

None

XI. Adjournment

Ward moved to adjourn, Mancio seconded. Motion Carried.

Meeting adjourned at 5:02 P.M.