

BOARD OF DIRECTORS MEETING

Tuesday, September 20, 2022 – 3:30 to 5:00 p.m.

Zoom video conference: <https://csudh.zoom.us/j/84723528006>

Or Dial-in: (669) 900-6833 Meeting ID: 847 2352 8006

BOARD OF DIRECTORS' MEETING MINUTES

Members Present: President Parham; Tranitra Avery; Jeremy Brown; Alan Caldwell; Dr. William Franklin; Fran Fulton; David Gamboa; Nicole Harper Rawlins; Dr. Rama Malladi; Dr. Thomas Norman; Dr. Sheree Schrager; Dr. Michael Spagna; Deborah Wallace; and Pat West

Members Absent: Del Huff; Gilbert Ivey; and Obioha Ogbonna

Guests/Delegates: Kelvin Blunt (CSUDH Foundation); Amanda Dodd (CSUDH Foundation); Eduardo Fimbres (CSUDH Foundation); Gillian Fischer (CSUDH); Ryan Heredia (CSUDH); Jinna Matzen (CSUDH Foundation); Edgar Mejia-Alezano (Associated Students, Inc.); Theresa Morrison (CSUDH Foundation); Cherisse Ross (CSUDH Foundation); and Dr. Tayyeb Shabbir (CSUDH)

I. Call to Order – Chair Nicole Harper Rawlins

Meeting called to order at 3:36 P.M.

II. Approval of Meeting Agenda

Norman moved, and Brown seconded. Motion carried.

III. Approval of Minutes of Previous Meetings

A. June 28, 2022

Malladi stated that he was erroneously included in the attendee list of the June 28, 2022, meeting. Blunt noted correction from Malladi. The Board accepted the minutes, pending correction to the June 28, 2022, meeting attendee list.

Caldwell moved, and Norman seconded. Motion Carried.

B. August 18, 2022

Norman moved, and Caldwell seconded. Motion Carried.

IV. Public Comment

No comments from members of the public.

V. University President's Report – President Parham

President Parham extended well-wishes to Harper Rawlins, newly elected Chair of the Board of Directors. Parham welcomed everyone to the Fall 2022 semester, expressing gratitude for being back for the first time since the onset of the pandemic, in some semblance of a mostly face-to-face endeavor. Parham reported that enrollment

decreased in the neighborhood of 1,200 to 1,300 students compared to this time in Fall 2022 semester, which still forces us to have to right size because we're still in open enrollment.

Parham reported that our budgeted target from CSU is down approximately 11,473, while our budgeted target is up around 15-plus mark. Franklin clarified that the full-time equivalent (FTE) target is 11,473, plus 250, totally 11,723. Parham thanked Franklin for the clarification, confirming 11,723 as CSUDH's funded target. Parham reported that the campus has not had the degrees of freedom that it should enjoy because we have not been able, historically, to rely on other sources of revenue to support campus endeavors. Parham stated that if we are not hitting the 15-plus mark, it will impact what we are able to accomplish budgetarily in terms of our degrees of freedom along the way.

Parham referenced recent news that the CSU system received a 5% increase overall from the compact from the state. Parham reported that, in addition to that compact figure, we have an opportunity to advocate for and support raises for a lot of our union reconciled from California Faculty Association (CFA), staff and others, assuming that those resources to support raises would actually come as an augmentation to the original Governor's proposal. To our surprise, Parham reported, that did not come. Parham underscored that every bit of flexibility we thought we were going to have may be consumed to accommodate raises for our staff and faculty.

Parham stated that we have to do some belt-tightening along the way in order to meet that target and accept that level of what is going to amount to a reduction of a little more than a million and a half dollars this year that's not accounted for within our budget, Parham believes.

Parham emphasized that we must shift away from pleading with the state and other systems to do for us what we may be able to do for ourselves. Parham added that the Foundation is going to be an important entity in the dollars we develop and new arrangements we make, including Aramark, are going a long way to try to help us to be in that particular space.

Parham reported that CSUDH has been bolstered by continued growth of the campus in terms of our physical infrastructure, noting that funds we were able to secure in past years will provide flexibility to complete projects things this year, including completion of the electrical infrastructure grid; a new dining complex that will both serve the residence halls and the broader campus community; and a new health and wellness center, thanks to receipt of a \$20 million grant from the state.

Parham reported being pleased with the national visibility that the campus is receiving, in alignment with the goal when he became President to change the external and internal reputation of the campus. Parham referenced CSUDH's recent visit to the Department of Education, meeting with the Secretary Cardona as part of the Biden-Harris administration, to reframe the narrative about what excellence in education looks like and that we are being touted for our ability to move the social equity.

Parham added that the social mobility of our students is being touted as a new definition of excellence, and that we were one of three CSU institutions and one of thirty national institutions that Presidents were invited to meet with the Department of Education.

Lastly, Parham reported that the campus has a new strategic plan called “Going Far Together,” a blueprint with five pillars: thriving students; thriving educators; equitable access; a culture of care; and being a pillar of the community.

VI. Officer and Committee Reports

A. Chair of the Board – Nicole Harper Rawlins

Harper Rawlins extended a warm welcome to the new members of the Board, all of whom were elected at our June 28th Board meeting: Jeremy R. Brown; Fran Fulton; Dr. Rama Malladi; and Dr. Sheree Schragger. Harper Rawlins also welcomed Tony Jake, new Chair of the Audit Committee, and Bill Chang and Dr. Tayyeb Shabbir, new liaisons to the Board of Directors.

Harper Rawlins reported that the Finance and Investment Committee will hold its inaugural meeting on Thursday, September 22, 2022, from 4 to 5 p.m. via Zoom. Harper Rawlins noted that all Board members, staff, and members of the public are welcome to attend all committee meetings and Board meetings of this auxiliary, unless otherwise noted.

Harper Rawlins reminded everyone of the Board of Directors Retreat, scheduled for Friday, April 14, 2022, from 8 a.m. to 5 p.m., and that a location will be announced in the coming weeks. Harper Rawlins stated that, as with last year, we need two to three board members to plan this retreat, alongside the staff, including the selection of a retreat location, retreat agenda, meal selections, etc. Harper Rawlins stated that Blunt will reach out to Board members to determine which Board members are available to assist.

B. Executive Director – Nitra Avery

Avery began by expressing appreciation for feedback expressed at last month’s ad hoc Board meeting, including concerns that some campus partners may not be aware or prepared for Foundation’s rebrand and impending name change. Avery reported on the rebrand team’s efforts to expand communications with campus partners. Avery reported that Dr. Kirti Celly, Academic Senate Chair, presented a rebrand overview to the Academic Senate’s Executive Committee, including the purpose of our rebrand, a showing of our revised logos and the proposed name change.

Avery reported that she provided a rebrand overview at LSU’s Board of Directors on September 2nd; ASI’s Board of Directors on September 9th; and at Academic Senate’s weekly meeting on September 14th. These presentations included the purpose and objectives of the rebrand, showings of the revised logo, and the proposed organization name change. Avery added that she answered questions from Board members and guests, noting that she did not receive concerns from meeting attendees that were expressed at the ad hoc Board meeting.

Avery reported that the staff held strategy meetings with members of the Office of Sponsored Research and Programs (OSRP) to determine administrative logistics related to our name change, and that the rebrand team will hold similar strategy sessions with additional campus partners, including Administration and Finance, in the coming weeks. Avery reported that her team reached out to the CSU Auxiliary Organizations Association (AOA) to ensure a smooth transition at AOA.

Avery reported that after consultation with CSU Systems Procurement, John Walsh, and Erickson Law Firm, respectively, it was unanimously advised that we should not utilize a Doing Business As (DBA), as it potentially creates liability for employees who are involved in actions taken under a name that differs from the name listed in the incorporating documents. Also, System for Award Management (“SAM”) requires a “legal name,” i.e., the name registered with the California Secretary of State.

Avery noted that if the Board approves our name change today, the new auxiliary name will not immediately go into effect. The staff will submit pertinent paperwork to pertinent governmental agencies, including the IRS and California’s Secretary of State. Avery added that an “Intent to Change Name” memorandum will be issued campus wide to allow CSUDH partners, CSU, and AOA, respectively, time to administratively implement pertinent changes related to our rebrand.

Barring unexpected delays, the new name will take effect on or around December 1, 2022, and the rebrand team will utilize the Spring 2023 semester to rollout the auxiliary’s rebrand including campus outreach, a social media and marketing campaign, and a campuswide survey, which would be the 3rd such campus wide survey issued, in addition to focus groups that occurred in March 2022 that included students, staff and faculty members.

Avery reported that Aramark officially joined the campus on July 5th, and that the dining service staff has transitioned from Foundation to Aramark, which will be known as Mosaic Food Company as presented during the RFP process. Avery added that all full-time employees (FTEs) who worked in Foundation dining are now employed by Aramark to work for Mosaic Food Company, with the exception of two employees who transitioned to the Central Foundation accounting and the other now working with our friends in the Loker Student Union.

Avery reported on operating hours for Toro Fresh, Café Toro, and Union Grind, including weekend hours, to service the campus community and to assure our students in university housing has access to food. Avery added that the Campus Dining website (csudh.campusdish.com) allows visitors to view locations hour of operations, menus, option for dining dollars, and our partners commitment to health and wellness.

Avery reported on the development of a Dining Advisory Committee, led by Eduardo Fimbres, Commercial Services Manager. Avery added that we are developing the roles and responsibilities of this committee along with time commitment, focusing on improving dining services at CSUDH. Avery added that Fimbres will work closely with Mosaic Food Company to implement changes that students suggest to us, in addition to including four to six student representatives inclusive of ASI, faculty, Housing, Student Affairs, basic needs, and sustainability.

Avery reported that we are in the process of solidifying the new location for one of our two T-Mobile cell towers to fulfill the renewed agreement signed in 2019 and to align with the university master plan for campus. Avery added that the current cell tower on wheels (COW) is located on the corner of birch knoll and unity drive behind the residence hall. Avery noted that in replacing and relocating with assets, T-Mobile will install a permanent mono pine tower at physical plant. The term of this ground lease is a 10-year renewal but does not go into effect until ground is broken at the site.

Avery reported that the Foundation is making several structural transitions to enhance our campus partnership, demonstrating alignment with the newly minted Campus Strategic Plan and accentuate our organization rebrand, including Amanda Dodd being promoted Chief Human Resources Officer; Jinna Matzen promoted to Director of Procurement and Contracts; Eduardo Fimbres as Commercial Services Manager; Jonathan Canton promoted to Business Systems Manager; Jeanell Flores promoted to Senior Accountant III; John Pulido as Senior Accountant I; and Kelvin Blunt adding Manager of Board Relations to his Executive Assistant to Executive Director role.

C. Audit Committee – Ryan Heredia and Deborah Wallace

Wallace and Heredia reported that the Foundation’s Audit Report for FY2021-22 needs more time than planned to complete. Wallace recommended that the Board deferred approval of the FY2021-22 Audit to the Audit Committee, due to approaching deadline (September 30, 2022) to submit a draft Audit Report to CSU.

Harper Rawlins motioned to defer approval of FY2021-22 Foundation Audit Report to Audit Committee.

West moved, and Parham seconded. Motion Carried. Malladi abstained.

VII. Financial Update

A. Statements of Operations, as of July 31, 2022

Morrison reviewed the Statement of Operations with the Board. This report was included in the meeting packet provided to the Board in advance of this meeting.

B. Investment Review, as of August 31, 2022

Morrison reviewed the Investment Review with the Board on the current climate of market investments and how the Foundation’s portfolio is performing. This report was included in the meeting packet

VIII. Action Items *All items presented for action will be discussed prior to Action.*

A. Approval of Amended Articles of Incorporation

West moved, and Parham seconded. Motion Carried.

B. Adoption of Revised Corporate Seal and Standing Committees (Articles I and IX) in Bylaws

West moved, and Norman seconded. Motion Carried.

IX. Other Items

None.

X. Adjournment

Malladi moved, and Norman seconded. Motion Carried.

Meeting adjourned at 4:50 p.m.

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