

Friday, November 06, 2020

12:00 PM to 1:00 PM

Zoom Meeting Conference: <https://csudh.zoom.us/j/89432878711>

Dial: +1 669 900 6833 (US Toll) or +1 346 248 7799 (US Toll)

Meeting ID: 894 3287 8711

SPECIAL AD HOC EXECUTIVE COMMITTEE MEETING MINUTES

Members Present: Dr. Cornelia Brentano, Del Huff, Gil Ivey, Jerry Grooms, Deborah Wallace, and Dana Ward

Members Absent: None

Guests: Amanda Dodd (Director of Payroll and H.R.), Jinna Matzen (Manager Business Process Improvement, Customer & Board Relations), Katie Robinson (University Budget Director) and Bob Sesnon (Interim CFO)

I. Roll Call

Meeting was held via virtual platform, Zoom. Members and guests could be heard clearly. Quorum met.

During Roll call, it was noted that discussion item d had been moved up on the agenda at the Executive Director's request to allow guests Robinson and Sesnon to leave after discussion of that particular item is complete. Item (d), Foundation Collection of Funds on behalf of the University, is now item (a).

Huff briefly explained the purpose of the special ad hoc meeting and noted that clarification of Board roles and responsibilities is required to ensure everyone is on the same page and stressed the importance of transparency.

II. Call to Order – Chair Del Huff

Huff moved with the acceptance of moving agenda item (d) to be discussed first on the agenda, and Wallace seconded. Motion carried.

Meeting called to order by Huff at 12:05 PM.

III. Approval of Meeting Agenda

Ward moved, and Ivey seconded. Motion carried.

IV. Public Comment

No one was present to represent the public

V. Discussion Topics

Item (d) moved to (a) for discussion. Foundation Collection of Funds on behalf of the University

Groomes notified the Committee that discussions had been held regarding fees and revenues for Commercial Services. Groomes further explained that the University feels that these service revenues belong to them and that Foundation as an auxiliary is only entitled to an administrative fee. The Committee discussed current operating practices with Groomes detailing commercial enterprises related income, including Dignity Health, filming, land leases, and cell towers. Groomes further explained that it had always been Foundation's practice to use them to cover operating expenses. A discussion was then held on Chancellor's Office guidelines; the Board approved budgets and possible reasons why this item was never flagged as being administered incorrectly. The Committee discussed the bylaws and the Board handbook to determine if guidance exists to address the current issue and noted that procedures should be based on position and not people. Wallace explained to the Committee that this conversation was to bring awareness to the Committee and that additional time was needed for discovery. The Executive Committee requested to see Chancellor's Office guidelines that outline best practices for commercial services revenues. The Executive Committee ran out of time and ended the meeting discussing the need for an additional ad hoc meeting to cover all other agenda items.

- a) Bylaws: Foundation Board & Committees' Roles and Responsibilities
- b) Foundation and Foundation Executive Director Reporting Lines
- c) E.D. Candidate Contingent Offer
- d) Foundation Collection of Funds on behalf of the University

VI. Action Items

- a) Approval of Executive Director Candidate Contingent Offer

Item deferred, before the close of the meeting, the Committee stressed the need for transparency regarding the E.D candidate contingent offer and requested that all documents given to the candidate chosen be sent to all members of the Executive Committee.

VII. Adjournment

Meeting adjourned at 1:21 PM.