

NOMINATING COMMITTEE MEETING MINUTES

Thursday, June 9, 2022

9:00 to 10:00 a.m.

Zoom videoconference: <https://csudh.zoom.us/j/89439943744>

Or Dial-in (669) 900-6833 (US Toll) Meeting ID: 894 3994 3744

Members Present: Alan Caldwell, David Gamboa, Del Huff, and Deborah Wallace

Members Absent: None

Guests: Tranitra Avery (CSUDH Foundation) and Kelvin Blunt (CSUDH Foundation)

I. Call to Order

Meeting called to order by Huff at 9:02 a.m.

All members present.

II. Approval of Meeting Agenda

Wallace moved, and Caldwell seconded. Motion carried.

III. Approval of Minutes of Previous Meeting

- May 5, 2022

Request made to correct spelling of Gamboa's last name in meeting minutes.

Caldwell moved, and Wallace seconded. Motion carried.

IV. Public Comment

No one was present to represent the public.

V. Informational Items

Avery reported that in accordance with Article 3, Section 2 of Foundation's bylaws, the Academic Senate has selected two faculty appointees to Foundation's Board of Directors: Dr. Thomas Norman and Dr. Tayyeb Shabbir.

Avery reported that the Board will consider an action, at the June 28th Board meeting, to discontinue the Executive Committee (as defined in Article IX, Section I of the bylaws). Avery stated in recent years, numerous Executive Committee meetings have been canceled or abruptly rescheduled due to lack of a quorum or abrupt changes in committee member schedules. Avery noted that the Executive Committee's most recent meetings (March 3, 2022; April 28, 2022; and May 26, 2022) were abruptly canceled due to lack of a quorum.

Consequently, Avery reported, important Foundation business could not be considered or approved by the Executive Committee, including proposals to approve the budget; the General Salary Increase (GSI); accounts receivables, compensation, and reserves policies; and Foundation's 403b retirement plan. These items were sent directly to the Board for consideration.

Avery reported that, pending the Board's approval, the Finance and Investment Committee would provide oversight of Human Resources and Payroll operations, currently overseen by the Executive Committee.

Avery stated that the Board, in accordance with Article IX, Section 23 of Foundation's bylaws, has authority to "create and appoint temporary or ad hoc committees at its discretion and to appoint members to such committees as it may deem necessary for the conduct of its business." The Nominating Committee agreed with this decision without further discussion.

As follow-up to discussions at the previous committee meeting, Blunt announced that he reviewed the bylaws of other CSU auxiliaries and reported that Foundation's Board term limits and the timing of Board elections are consistent with most CSU auxiliaries. The committee agreed to keep Foundation's Board term limits and timing of Board elections in place, in accordance with Article III, Section 6 of Foundation's bylaws.

VI. **CONSENT AGENDA:** *The Consent Agenda is used for routine items including board meeting calendars, appointments to boards and committees and approval of contracts or agreements. Information on each item is available in the packet for this meeting. These items may be enacted in one motion without separate discussion. Foundation Board of Directors members may request that an item be removed by motion for discussion and separate action.*

- A. Nominate Dr. Sheree Schrage to the Audit Committee
- B. Nominate Bill Chang to the Business Innovation Committee
- C. Nominate Chair of the Board of Directors – Nicole Harper Rawlins
- D. Nominate Vice Chair of the Board of Directors – Alan Caldwell
- E. Nominate Secretary-Treasurer of the Board of Directors - Gil Ivey
- F. Nominate Community Director – Jeremy Brown
- G. Nominate Community Directors – Fran Fulton
- H. Nominate Members of the Business Innovation Committee
- I. Nominate Members of the Finance and Investment Committee
- J. Nominate Members of the Nominating Committee

Wallace moved, and Caldwell seconded. Motion carried.

VII. Other Items

Huff encouraged committee members to attend the upcoming Board of Directors meeting on June 28, 2022, from 3:00 to 5:00 p.m., and that a quorum is required to complete time-sensitive Board business before the end of FY2022 (June 30, 2022).

Blunt asked committee members to be on the lookout for their FY2023 Conflict of Interest Statements, which must be completed and submitted before the end of FY2022 (June 30, 2022).

VIII. Adjournment

Wallace moved, and Caldwell seconded. Motion carried.

Meeting adjourned at 9:28 a.m.