



Board of Directors Meeting

Friday, September 18, 2020 9:03 a.m. – 11:10 a.m.
Virtual meeting via Zoom

Minutes

<u>Board Members Present</u>	<u>Members Absent</u>
Bettye J. Saxon, Ed.D., Director Eduardo M. Ochoa, President Debbie Juran, Secretary Greg Gonzalez, Director Gordon E. Eubanks, Director Anna M. Caballero, Director Bud Colligan, Director Carrie McIntyre Panetta, Director	Barbara Zappas, CEO Ted Balestreri, II, Director Steven Packer, M.D., Director Ralph Thompson III, Director Michael McMillan, Director Betsey Pearson, Director Kevin R. Saunders, Director David Ledesma, Director
<u>Presenter(s)</u>	<u>Staff Present</u>
Earl Lawson, Associate Vice President for Public Safety/Chief of Police Chief of University Police Stephen W. Pearson, Esq., Auxiliary Attorney Brian Corpening, Associate Vice President for Inclusive Excellence and Chief Diversity Officer Betsey Pearson, Auxiliary Audit Committee Member	Starr Lee, Associate Executive Director Nancy S. Ayala, Gov. & Compliance Manager

Regular Meeting

- I. **Call to Order:** A quorum being established, Chair Bettye J. Saxon called the meeting to order at 9:03 a.m. Chair Ochoa welcomed new directors Bud Colligan, Greg Gonzalez, and David Ledesma.
- II. **Approval of Minutes:** Moved by Director Michael McMillan and seconded to approve the June 19, 2020 minutes. With Directors Anna Caballero, and Bud Colligan abstaining, the motion carried.
- III. **Business:** None
- IV. **Presentations:**
University Police Department (UPD) Update: Chief Earl Lawson reported on UPD’s progressive methods and philosophy of policing. Chief Lawson also reported on UPD’s role to support firefighters during the River fire.
- V. **Reports:**
 - A. Board Fiduciary Responsibility: Foundation legal counsel Steve Pearson briefed the Board Members on their fiduciary responsibility as Board Members. Board Members should be familiar with the Foundation’s organizing documents, including the Articles of Incorporation, the Bylaws, and policies adopted by the Board.

Directors have three duties – the duty of care, the duty of loyalty, and the duty of obedience. The duty of care is defined as the business judgment rule, which is the standard of care that an ordinarily prudent person would exercise under similar circumstances. Board Members are encouraged to rely on the expert advice of others. The duty of loyalty requires Board Members to be faithful to the Foundation and not use any information obtained as a Board Member for personal gain. The duty of obedience requires that Board Members be faithful to exercise the organization’s mission. Mr. Pearson also reviewed conflict of interest guidelines.

- B. CEO Update: CEO Barbara Zappas provided an update on the comprehensive campaign. Through August 31, 2020, the campaign had approximately \$99.1M in commitments. The campaign has been extended to December 31, 2020, with a revised goal of \$100M. College initiatives exceeded the \$25M goal by \$6M. Ms. Zappas reported that the Women’s Leadership Luncheon was held virtually this year due to the Covid-19 pandemic. The woman of the year was Bertie Bialek Elliott.
- C. President’s Report: President Eduardo M. Ochoa reported on University activities. In March, the CSU made several decisions regarding COVID-19. The University underwent a one-week conversion to virtual instruction in the middle of the Spring 2020 semester. The campus was also depopulated, which may remain in effect until spring 2021. Another impact was on the State budget. With reduced State revenues, the Governor revised the budget resulting in a \$7.7M cut from CSUMB from the budget. Fortunately, the University has approximately \$13M in reserves. \$2.7M will be used to help cover the deficit. President Ochoa reported on the CSUMB Budget Deficit approach, including layoffs and early retirement exit programs, hiring chill, and travel suspension. It was noted that 3.8% of employees were affected, and 2.2% of positions were eliminated. Enrollment had a 2.7% decrease in enrollment due to COVID-19, with most reductions occurring in freshman and post-baccalaureate students.

Associate Vice President Associate Vice President for Inclusive Excellence and Chief Diversity Officer provided an update on on-campus events in the wake of the George Floyd murder and the Black Lives Matter movement.

President Ochoa introduced the new Provost and Vice President for Academic Affairs, Katherine Kantardjief. Ms. Kantardjief announced that the campus is working to move forward with AB 1460, the CSU mandate for an ethnic studies course in the general education curriculum. Our campus has a strong foundation of courses to address that mandate and is in the process of planning to go through implementation to meet the March deadline.


- D. Auxiliary Audit Report: Auxiliary Audit Committee member Betsey Pearson reported on the Committee’s activities. The Committee met in September to review the Foundation audit report. Auditors issued a clean opinion. There were no audit findings.
- E. Investment Committee Report: A memo was circulated in lieu of a report.

F. Chair's Comments: Chair Saxon announced AT&T donated \$20K to the basic needs initiative at CSUMB.

VI. **Open Communications/Announcements**: None

VII. **Closed Session**: The Board did not enter into closed session.

VIII. **Adjournment**: With no further business to conduct and no objection, the meeting was adjourned at 11:10 a.m.


Deborah Juran (Apr 23, 2021, 10:57 PDT)

Debbie Juran, Secretary

04/23/2021

Date



Board of Directors Meeting
 Friday, December 11, 2020 9:01 a.m. – 11:05 a.m.
 Virtual meeting via Zoom

Minutes

<u>Board Members Present</u>		<u>Members Absent</u>
Bettye J. Saxon, Ed.D., Chair	Barbara Zappas, CEO	Ted Balestreri, II, Director
Eduardo M. Ochoa, President	Mac Clemmens, Director	Miles Reiter, Director
Debbie Juran, Secretary	Steven Packer, M.D., Director	
Greg Gonzalez, Director	Ralph Thompson III, Director	
Gordon E. Eubanks, Director	Michael McMillan, Director	
Anna M. Caballero, Director	Betsey Pearson, Director	
Bud Colligan, Director	Kevin R. Saunders, Director	
Carrie McIntyre Panetta, Director	David Ledesma, Director	
<u>Presenter(s)</u>		<u>Staff Present</u>
Katherine Kantardjieff, Provost and Interim Vice President for Academic Affairs		Starr Lee, Associate Executive Director Nancy S. Ayala, Gov. & Compliance Mngr.
Lawrence Samuels, Chief of Staff		
Fran Horvath, Associate Vice President for Academic Planning and Institutional Effectiveness		
Kirby Garry, Director of Athletics Betsey Pearson, Auxiliary Audit Committee Member		

Regular Meeting

- I. **Call to Order:** A quorum being established, Chair Bettye J. Saxon called the meeting to order at 9:01 a.m.

- II. **Governance**
Appointment of Standing Committee Members: Moved by Director Michael McMillan and seconded to adopt the standing committee appointment as presented. With no further discussion, the motion carried.

- III. **Approval of Minutes:** Moved by Director Betsey Pearson and seconded to approve the September 18, 2020 minutes as presented. With no further discussion the motion carried.

- IV. **Business:** None

- V. **Reports:**
 - A. President’s Report: President Eduardo M. Ochoa reported on University activities. President Ochoa.
 - **Enrollment:** Provost and Interim Vice President for Academic Affairs Katherine Kantardjieff reported that enrollment is down mainly due to the pandemic. The number of upper-division transfer students is higher than expected; however, returning students, particularly freshman, is down for the spring semester. This is not unique to this campus; it is a system-wide challenge. Reasons for a decrease in spring enrollment include economics, a dislike of online instruction, and challenges with online instructions, health or

mental issues with students and/or family members. The University is reaching out to students to encourage them to register to persist and stay on their degree path. The CSU system is experiencing an average of 40% decrease in applications for fall 2021. President Ochoa noted that the pandemic affects students from low-income households and first-generation students, particularly to a much greater extent because of their limited access to technology and quiet spaces to study.

- Dean transitions-President Ochoa updated the Board on transitions of deans and the steps being taken to fill the vacancies.
- Budget- President Ochoa provided an update on the budget, noting that state revenues are higher than expected given the pandemic. It is expected that the CSU will not have a budget cut next year, but it is not certain.
- PPPs Update- Chief of Staff Larry Samuels provided an update on possible upcoming public/private partnerships. Since CSUMB's founding, the University has been tasked with building the physical, curricular, and financial foundation by using the lands conveyed to the university by the federal government, most notably the US Army. Due to this expectation, large portions of CSUMB lands were transferred with zoning for economic development. Mr. Samuels noted that the university can derive revenues and lower overall development costs by engaging in development agreements/relationships with the private industry. Projects on the horizon include an agreement with a professional soccer franchise of the USL to renovate and use the Freeman Stadium and the 2nd Avenue Development project, where various development options are being explored.
- Academic Programs: Ms. Kantardjieff presented upcoming academic programs the university is considering, noting that as a regional comprehensive university, we're charged with meeting the region's needs to enhance the intellectual life, economic life, civic and cultural life. The intent is to have this Board become part of a larger conversation about academic master planning at CSUMB. These programs are in various stages of development and implementation at the university. These programs are supported by faculty. Ms. Kantardjieff presented upcoming academic programs at the University noting that as a regional comprehensive university, we're charged with meeting the needs of the region to enhance the intellectual life, the economic life civic and cultural life. The intent is to have this Board become part of a larger conversation about academic master planning at CSUMB. These programs are in various stages of development and implementation at the university. These programs are supported by faculty.
- Commencement Plans: Associate Vice President for Academic Planning and Institutional Effectiveness Fran Horvath presented a three-pronged plan to celebrate students graduating in the fall 2020, spring 2021, and summer 2021. Drive-thru commencement, extensive graduation video for each of the colleges, and a swag bag.

- B. CEO Update: CEO Barbara Zappas provided an update on University Advancement, noting that her Communications team is working on rolling out a new branding plan. The Communications team now has additional resources such as some multimedia talent and videographers. As a result, the efforts will be noticeable in the CSU

magazine, coming out soon. The Foundation Annual Report is currently in the editing stages. Ms. Zappas reported on smaller campaigns, one led by a matching gift from longtime community supporters Bob and Leslie Taylor to increase alumni participation. The campaign successfully raised over \$25K, not including the Taylor's matching gift and over 235 alumni donors. The Giving Tuesday Campaign produced over 33 gifts and over \$5K. As of the end of November, the comprehensive campaign exceeded the \$100M goal. In January, numbers will be finalized, and prep for a celebration and a public announcement will commence. Ms. Zappas iterated her gratefulness to the Board for the continued support. The CSU Philanthropy report is published annually and displays all 23 campuses' endowment performance. CSUMB was moved from peer group 1 to peer group 2 because of the performance of the endowment and the number of donors. This is a rite of passage for the university. With the pandemic, the end of the year focus is basic needs focus for our students. Thank you to those who have stepped up, especially Secretary Debbie Juran. Secretary Juran updated the Board on the Basic Needs recipients and thanked them for the support.

- C. Auxiliary Audit Report: Auxiliary Audit Committee member Betsey Pearson reported on the Committee's activities. The Committee met on November 9 to review and accepted the Foundation's exempt organization tax returns. The Committee discussed the agreement with the auditing firm, Glenn Burdette, which is about to expire. The Committee decided to extend the agreement to another three years with an option to extend because of how the audit process has changed due to the pandemic. The Committee decided to change the Principal to get a fresh set of eyes on the financials.
- D. Investment Committee Report: A memo was circulated in lieu of a report.
- E. Chair's Comments: Chair Saxon commended President Ochoa for getting the University thus far with the pandemic. Chair Saxon also congratulated CEO Zappas for exceeding the comprehensive campaign goal.

VI. Presentations:

Athletics Update: Athletics Director Kirby Garry provided an update on Athletics. Athletics supports 270 student-athletes, which compete in 13 NCAA DII sports. Mr. Garry reported on the effects Covid 19 has had on the Athletics program, including the cancellation of games. Athletics priorities include student-athlete engagement and progress toward a degree, retention/recruiting, alumni engagement, Hall of Fame announcement, professional development, strategic planning, and scholarships. Student-athletes' accomplishments as of last spring include a cumulative GPA of 3.27, a graduation rate of 68%, and an academic success rate of 78.4%. CSUMB is the premier collegiate athletics brand in the Monterey Bay region and an NCAA DII leader that pursues student-athlete success. Its success strengthens the university's image.

VII. Open Communications/Announcements: None

- VIII. Closed Session:** The Board entered into closed session at 10:48 a.m. The Board exited closed session at 11:05 a.m.

IX. Adjournment: With no further business to conduct and no objection, the meeting was adjourned at 11:05 a.m.

Deborah Juran

Deborah Juran (Apr 23, 2021 10:57 PDT)

Debbie Juran, Secretary

04/23/2021

Date