



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.

Debbie Juran, Secretary

Date