

**HUMBOLDT STATE UNIVERSITY CENTER
BOARD OF DIRECTORS**

Special Meeting on Wednesday, January 6, 2021

Zoom Meeting ID: 851 3362 1955

Zoom Link: <https://humboldtstate.zoom.us/j/85133621955>

Zoom Recording

5:00 PM PST

The Humboldt State University Center Board of Directors met on the above date online via Zoom, consistent with the CA Governor's Executive Order N25-20, suspending certain open meeting law restrictions. Chair, Jeremiah Finley, called the meeting to order at 5:02 p.m.

Directors Present: David Lopez, Jeremiah Finley, Jourden Lamar, Marissa Miller, Jeremiah Plata, Eboni Turnbow, Genevieve Marchand, Lynne Sandstrom (arrived 5:06 p.m.), Steve Martin (arrived 5:15 p.m.), Mark Rizzardi (arrived 5:15 p.m.)

Directors Absent: None

Others Present: Wendy Sotomayor, Randy Erickson, Rachel Napier, Bridget Nichols, Roy Furshpan, Ruth Sturtevant, Melanie Bettenhausen, Mairead Sardina, Mary McDowell, James Ackerberg, Malluli Cuéllar, Giovanni Guerrero, Mark Bookman, Sarah Long, Sherie Gordon, Amber Blakeslee, Jason Meriwether, Frank Whitlatch, Heidi Chen, Casey Park

MINUTES:

SUBJECT: Approval of Agenda

MOTION: It was moved (Lopez) and seconded (Lamar) to approve the agenda.

ACTION: The motion was approved unanimously.

SUBJECT: Public Comment

Mark Bookman, Associated Students of HSU legal counsel, commenting - "Regretfully my comments maybe more than three minutes and I believe I have material things to say. Today's obviously been a terribly disturbing day in the history of our country. So, for me at least, it's been a bit difficult to focus this afternoon. And I imagine when you were asked to serve on this board while you may have anticipated that you would have some difficult decisions about allocating funds, maybe a personnel matter, or the like. [But] that none of you thought you would be confronted with the potential demise of the University Center and taking a vote on what might be the most substantial issue since the decision to create the UC in the 1970s. And I was actually on your campus in the 1970s, and working with your then UC managers. For a few years I've provided

legal counsel to your A.S. on a multitude of issues, including starting each year with a legal orientation to their Board of Directors on what the law requires of them. I've been engaged with CSU auxiliaries since 1976 that includes eight and a half years where I was the A.S. at Chico [State's] Executive Director. I've served as the AOA (Auxiliary Organization Association) President and on their executive committee. Since 1990, as what I refer to as a side gig, I've had a legal and management consulting practice. I've represented quite a few auxiliaries in the CSU during that time on matters like mergers, campus presidents wanting to alter the functions given to a particular Auxiliary, and the like. Since leaving Chico I've served in senior management positions, including about 15 years as a senior vice president of a private university, which I'm now happily retired from. I've also served on the Senior Commission of WASC (Senior College and University Commission) for six years. So I have been on many campuses doing site visits and reviewing accreditation materials. I share that with you so that you understand that I have a substantive background here.

“Throughout the past the last...Okay, so why am I attending this instead of being with my wife like we normally do Wednesday nights as a date night for us? Throughout the past half year, I've worked hard to separate the role of the A.S. from the role of the University Center as I've advised different people, I've tried to be conscious of doing yet. But at the same time we've had an agreement between the bodies that your legal counsel and I can consult and collaborate and we've done that. My client's interest, the A.S., is in protecting the role of students in the use of UC fees and its facilities. I'm speaking to you at the request of my client, because they have substantive concern that there's not clarity as to what that role is going to be going forward. Who's going to control the fee? Will there be student input? When students voted to create the University Center and to increase the fee, they did it with the understanding that the fee would be under the control of the majority student board.

“Starting point I strongly believe that it is not in the best interest of anyone to be staring in the face of an auxiliary in the university being in court together. That is a worst case scenario. But I know when that has occurred, the auxiliaries have proven victorious. [In] 1976, the A.S. at San Jose State successfully sued the University from having to provide funds that intercollegiate athletics. I know I'm talking about things that many of you weren't born in [for]. Shortly thereafter, there was an agreement reached between CSSA, that's the California State Student Association and the CSU to create the IRA (Instructionally Related Activity) fee and totally free A.S.'s from being required to fund anything in the university. In 1988, the [auxiliary] at Chico successfully sued the university when the University tried to take over its bookstore and food service. Sounds a little familiar. The A.S. was totally successful, got a preliminary injunction with ease, and never had to go to court after having achieved that preliminary injunction.

“In the annual legal orientation I do with the A.S. Board, I stress their fiduciary responsibility. So I don't know what familiarity you folks have with that but they're called the duty of care, duty of loyalty, and duty of obedience. These duties require a board member to act in the best interest of their corporation. These duties require board members to gain all needed information to assure they understand the consequences of any decision before they make that decision. When I was initially asked by the A.S. leadership to look at what the President was proposing this past summer, I said two things to them, ‘Operate on the basis that that leadership has good ideas and is operating in good faith. They want something positive to happen. Two, offer and push for open collaboration and discussion and do that right away.’ I'm told that the A.S. made that request on multiple occasions and that those requests were rejected and no discussions of any substantive nature has occurred. Therefore my client is still very concerned. What's going to happen to that fee? How are students going to have the kind of input, they've had to date?

“Okay, your legal counsel is going to advise you on the law. I'm going to stay away from that completely right now because I don't think you need to two different sets of information coming before you. But I want to encourage you, if you're so inclined to at all agree with the University, your legal responsibility would have you telling the University that you need them to provide a substantive legal opinion explaining why what I understand is a memorandum of understanding that they're going to want you to sign, why you should give over all of your assets to the University, etc. And in asking for that, you should be asking for full indemnification for yourselves, because you could be individually liable, and for the University Center. Any student or anyone else that can show harm from this action would have standing in court. And I believe would have no difficulty proceeding with the substantive legal action.

“Last comment. To me, this is what I call a very big deal. This has never happened in the history of the (California State University) system. Never before have students been disenfranchised on the use of a mandatory fee, the A.S. fee or the Student Union fee, or you call it the University Center fee. So I encourage you to recognize what the actions you take are not just going to impact your campus, but I believe will impact auxiliaries throughout the state. And I thank you for your attention.”

SUBJECT: Chair's Report – Jeremiah Finley reporting

Welcome back – Happy New Year! Thanks to all of you for being here for this special meeting and for the emails relating to the important matters tonight.

Associated Students Meeting on the UC Termination – The A.S. will be meeting Friday to discuss the termination of the UC's Operating Agreement.

SUBJECT: Executive Director's Report – Wendy Sotomayor reporting

Notice of Termination – Received the final Notice of Termination on Monday, December 21, 2020. The Operating Agreement terminates at end-of-day on January 8, 2021. During this time, Sotomayor has been working with legal counsel, and HSU to transition services and ensure continuity for students. Sotomayor noted that there's a mass lack of understanding on what the notice of termination means. Despite the termination of the agreement, the University Center does not automatically dissolve. There are a number of considerations that will inform the transition and potential dissolution, for instance the UC's assets and liabilities. The process to work through assets and liabilities is a lengthy process, ranging from 6-18 months, with the potential that the UC may not dissolve for many years. Some things that are clear is that Chartwells Higher Education will assume operation of dining services on Saturday. Chartwells has offered jobs to all of the dining employees. With the other UC employees, HSU is actively working to transition them and find employment opportunities. CenterArts, CenterActivities, and all services are continuing to be provided.

A member of the public asked if the people who are coming into town to work for Chartwells are held to the quarantine requirements that the campus has been enforcing for students and staff who come back to campus from out of the county. Sotomayor replied that there has been no communication between the University Center and Chartwells so she would need to defer that answer to HSU.

MOTION: It was moved (Lopez) and seconded (Miller) to accept the report.

ACTION: The motion was approved unanimously.

SUBJECT: Old Business

CLOSED SESSION: Conference with Legal Counsel – Potential Litigation
(Education Code § 89923.)

MOTION: It was moved (Martin) and seconded (Miller) to enter into closed session.

ACTION: The motion to enter closed session was approved unanimously.

MOTION: It was moved (Sandstrom) and seconded (Rizzardi) to exit closed session.

ACTION: The motion was approved unanimously

SUBJECT: General Board Comments.

Eboni Turnbow requested that for future meeting scheduling that the Coordinator Casey Park collect availability from the members, whether that collection be via a doodlepoll or some other form of outreach. This will ensure the meeting has as many board members and as many voices at the table as possible versus a 51% quorum.

Mark Rizzardi made four comments on the transition of services from the University Center to Humboldt State. First, Rizzardi urges that the Board, throughout this transition, focus on the continuity of student services. He believes both the University and the Board share continuity as a high priority, and that it's just some of the details that may differ. Second, in this transition of services to the University, the Board needs to make certain that there remains student governance over the main activities that the UC supported, such as CenterArts and Center Activities and the student union building. Third, Rizzardi hopes that the University and the UC continue to make strong efforts to help out the current employees of the UC so that those employees can continue working for the University and receive similar pay and benefits to what they've received from the UC. Fourth, Rizzardi hopes that the Board can make sure that the obligations and liabilities of the University Center, in particular with current retirees and people that will be retiring in the future, are made whole, and taken care of. This may mean the Board has the University provide a written agreement saying as much. Rizzardi noted that as things are, the University Center will have issues fulfilling these liabilities and pensions without revenue coming in from commercial services and student fees. Additionally, Rizzardi reminded that until the regularly scheduled spring meetings begin, the UC Interim Executive Director has been given authority to make decisions using her best judgment with regards to the transition, in particular short term operational agreements. When the UC Board reconvenes, they can address any agreements at that time and moving forward.

SUBJECT: Announcements

There were no announcements.

SUBJECT: Adjournment

MOTION: It was moved (Rizzardi) and seconded (Miller) to adjourn today's meeting.

ACTION: The meeting adjourned at 8:26 p.m.

Minutes Submitted By:



Casey Park