

**HUMBOLDT STATE UNIVERSITY CENTER
BOARD OF DIRECTORS**

Regular Meeting on Thursday, April 15, 2021

Zoom Meeting ID: 851 3362 1955

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

5:15 p.m. 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. Vice Chair, Jourden Lamar, called the meeting to order at 5:18 p.m.

Directors Present: David Lopez, Jourden Lamar, Jeremiah Plata, Eboni Turnbow, Lynne Sandstrom, Casey Hague, Kintay Johnson, Steve Martin, Mark Rizzardi, Jeremiah Finley (arrived at 5:20 p.m), Marissa Miller (arrived at 5:36 p.m.)

Directors Absent: Genevieve Marchand (excused), Casey Hague (excused)

Others Present: Wendy Sotomayor, Bridget Nichols, Roy Furshpan, Linda Pereira, Tawny Fleming, Sarah Long, Heidi Chien, Casey Park

MINUTES

SUBJECT: Approval of Agenda

MOTION: It was moved (Martin) and seconded (Sandstrom) to adopt the agenda.

ACTION: The motion to adopt was **APPROVED** unanimously.

SUBJECT: Approval of Minutes

MOTION: It was moved (Martin) and seconded (Sandstrom) to adopt the minutes dated [March 18, 2021](#).

ACTION: The motion to adopt was **APPROVED** unanimously.

SUBJECT: Public Comment

Steve Martin, as a member of the University community, asked if there is any information on the new Dining Services Vendor and if there will be continuation of J-Points or C-Points. Sotomayor responded that she doesn’t have confirmation on the continuation of J and C Points. She does know that they are reformatting the meal plan. She noted J-points do expire at the end of each year.

SUBJECT: Executive Director’s Report – Wendy Sotomayor reporting

Update of Status on the Loan to NHRPD: Arcata Community Pool – They have paid all remaining costs to the Board and have no other outstanding payments, and the UC will not need to take any further action.

Chancellor’s Office Audit Responses – In conjunction with the Controller’s Office, the UC has been working to provide responses. Many of the responses needed to be provided by March 31st and were forwarded accordingly to the Chancellor's Office Audit Team. Some of the response deadlines have been further extended until May. One of the those observations the UC still needs to address is Observation 1 on the Business and Accounting Services Agreement. As recommended, member’s will be receiving training documents that has each member acknowledge the allowable auxiliary activities to the UC Board.

University Center 2021-22 Budget Draft – The Finance Committee will be reviewing the draft and making their recommendation for the Board at the May Board meeting.

Transfer of Capital Assets Included in New Operating Agreement – On past agendas, the Transfer of Capital Assets were noted as a standalone agenda item. In the past month, the transfer of assets have been worked into the drafted Operating Agreement.

Consideration of Year-end Board Dinner – Management and staff are very appreciative of the Board’s work this year and acknowledge the workload and the online platform. In an effort to show appreciation, Sotomayor asked the Board to indicate if they’d be interested in an end-of-year dinner that could be delivered to member’s houses.

In response to the question of the year-end dinner, there was little discussion and one comment in favor.

MOTION: It was moved (Lamar) and seconded (Sandstrom) to accept the report.

ACTION: The motion to accept was **APPROVED** unanimously.

SUBJECT: Executive Committee Report– Jeremiah Finley Reporting

The Executive Committee discussed the New Operating Agreement with HSU, which at the time was not available for viewing. They referred the document to the Finance Committee and instructed that all members be provided with a copy and advised to attend the Finance meeting. On the topic of summer meetings, the Committee supported the Board having a small subsection of members serving. For the Bylaws, the Committee referred further discussion to the Board.

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

ACTION: The motion to accept was **APPROVED** unanimously.

SUBJECT: Finance Committee Report – Lynne Sandstrom reporting

The Committee reviewed the [Quarter 3 Financial Statements dated March 31, 2021](#), the [New CSU-UC Operating Agreement](#) with the red-lined annotations from the UC's legal counsel and the updated draft for the [Investment Agreement](#). The Committee recommended the adoption of the Operating Agreement, with the additions from legal counsel, and the adoption of the Investment Agreement.

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

ACTION: The motion to accept was **APPROVED** unanimously.

SUBJECT: Old Business

[Investment Agreement](#) – Sotomayor presented the Investment Fund as it was shared on the shared screen. Generally, the fund as written is likely to gain investment earnings over the next year with a return of the Foundation's strategy goal at 6.5%. If the UC gets that 6.5% then the Board can pay the 1.5% fees, and yield a return of the 5% that 5% would cover our annual pension obligations. There's the potential there will be money remaining to be put towards supporting students. In the event that the return of a given year does not meet the obligations, the Board can withdraw and liquidate part of the \$7 million to pull enough to cover that annual payment. After discussion, Sotomayor added that if the Board doesn't invest in something like this fund, that's potentially earning at a rate of 6.5%, this \$7 million is sitting in LAIF, earning us less than 1% a year. The target net return was clarified to be 4.5%. The fund would need to sit without any withdrawals for four consecutive quarters, and the UC's drafted budget does keep a year's worth of pension obligations, approximately \$400,000 available outside of this fund to meet the next year's obligations.

MOTION: It was moved (Sandstrom) and seconded (Lopez) to proceed with the University Center Fund.

ACTION: The motion to proceed was **APPROVED** unanimously.

SUBJECT: New Business

[Operating Agreement between California State University and Humboldt State University Center Board of Directors](#) – Sotomayor presented the Operating Agreement, reading it from the shared screen. Standard language and language that existed in the previous agreement were noted. The sections with red-lines from the legal counsel were highlighted. The budget was noted as high importance to keep with operational compliance. There was discussion around the sections on the Termination and the Transfer of Assets.

MOTION: It was moved (Sandstrom) and seconded (Lamar) to accept the Operating Agreement and authorize the Executive Director to execute the agreement, as long as any changes to the agreement are not major.

ACTION: The motion to accept and authorize was **APPROVED** (X ayes, 0 nays, 1 abstention)

Future Operations and Structure – Casey Park presented a slideshow (see [here](#)) that outlined the past conversations on the frequency of Board meeting, the composition of the Board, who should serve as officers, and which committees should remain. The slideshow brought the Board through the current structures and asked questions to inform how the Bylaws could be adjusted. The Board affirmed the past discussions which were in favor of reducing the number of meetings, reducing the total number of Board members, and reducing the number of committees, or potentially committees all together.

MOTION: It was moved (Sandstrom) and seconded (Johnson) to refer the proposal of a new Board structure to the Executive Committee.

ACTION: The motion was **APPROVED** unanimously.

SUBJECT: General Board Comments

SUBJECT: Announcements

Bridget Nichols of CenterActivities announced

SUBJECT: Adjournment

MOTION: It was moved (Sandstrom) and seconded (Lamar) to refer the proposal of a new Board structure.

ACTION: The meeting adjourned at 7:15 p.m.