

**HUMBOLDT STATE UNIVERSITY CENTER  
BOARD OF DIRECTORS**

Regular Meeting on Thursday, November 5, 2020

Zoom Meeting ID: 851 3362 1955

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

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 5:16 p.m.

Directors Present: Jeremiah Finley, Marissa Miller, Mark Rizzardi, David Lopez, Jourden Lamar, Lynne Sandstrom (re-seated at beginning of meeting), Eboni Turnbow (left at 7:00 p.m.), Steve Martin (arrived at 5:19 p.m.)

Directors Absent: None

Also Present: Wendy Sotomayor, Rob White, Sojo Alex, Bridget Hand, Carlos Holquin, Cindy Sanford, Genevieve Marchand, Heidi Chen, Melanie Bettenhausen, Roy Furshpan, Sarah Long, Ruth Sturtevant, Casey Park

**MINUTES:**

SUBJECT: Approval of Agenda

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

ACTION: The motion was approved unanimously.

SUBJECT: Approval of Minutes

MOTION: It was moved (Lopez) and seconded (Lamar) to table the Minutes from the Board Meeting on [October 22, 2020](#) to the next Board meeting.

ACTION: The motion was approved unanimously.

SUBJECT: Public Comment

There was no public comment.

SUBJECT: Seating of Board Member, Lynne Sandstrom

MOTION: It was moved (Lamar) and seconded (Lopez) to re-seat Lynne Sandstrom, University Controller

ACTION: The motion was approved unanimously.

SUBJECT: Chair's Report – Jeremiah Finley reporting

Committees – The Committee membership has been updated on the Committee Matrix. There are still seats to be filled on the Board and inherently the committees.

HigherEd Connections Program Review – The Final Report from the Program Review has been issued.

Upcoming Executive Committee Meeting – The Executive Committee will be meeting next Thursday. The meeting information is posted to the website and anyone may reach out to the Chair for a direct calendar invite.

Vacancies – Armeda Reitzel gave notice of her resignation. The UC will be looking for a formal way to thank Reitzel for their years of service. There is now a faculty vacancy to fill. The University Senate will put a call out for nominations and recommend a new faculty member once the nomination period has closed.

SUBJECT: Executive Director's Report – Wendy Sotomayor reporting

Form 990 – Moss Adams has provided the draft version of the UC 990 Tax Return for the year ended June 30, 2020. The objective of Form 990s are to demonstrate that an organization is fulfilling its tax-exempt purpose and that financial resources are being used to further these purposes and to ensure accountability and transparency of activities, governments, and relationships. A draft is close to being finalized, and will be made available for the Board to review. The finalized form will be sent by the deadline on November 15, 2020. Once the return is finalized, it will be posted to the UC website.

Dining Hours of Operation Update – Normal hours will continue with reduced hours in the fall break. A higher number of students are staying on-campus than anticipated. Due to this presence, and, in an effort to maintain routine, Dining will keep the same hours to continue routine for students and employees in an effort to maintain some normalcy in a time of uncertainty. Going to get food has been noted as an act towards better mental health, especially considering this may be some of the only face-to-face interactions students living on campus will experience now that in-person courses have concluded. Management also noted that a reduction in hours does result in fewer transactions and sales that are not being recaptured later during the day.

Facilities Management Deferred Maintenance Update – Sotomayor met with the HSU Facilities Management team and will work with them to create a 5-year, and 10-year capital outlay plan. These plans will come to the Board as a presentation. Facilities Management is still on track for the roof replacement, the interior elevator rebuild project, and replacing the three sliding doors of the University Center building.

Operations Updates – Nothing more to report on the Bookstore re-location. There is no update on the Humboldt Bay Aquatic Center. Follett and UC have moved some items down to the Marketplace so that those HSU items are more easily available. The Chancellor’s Office Advisory Audit is still underway. Sotomayor, campus representatives, and the auditors have weekly status meetings with the last meeting scheduled for next week, as the audit team will be concluding their fieldwork. After that, their team will provide a draft report to the UC Board within 4-6 weeks.

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

ACTION: The motion was approved unanimously.

SUBJECT: Audit Committee Report – Jeremiah Finley reporting

Chancellor’s Office Advisory Audit Update – The Audit Committee met on Friday, October 30<sup>th</sup> at 8 a.m. The Committee received a presentation from Executive Director Sotomayor regarding the Preliminary Observations from the Chancellor’s Office Audit and how the UC is planning to address these observations.

Consider Charge of the Committee – The Committee reviewed the UC Bylaws, Article VIII, Section 1.B “Audit Committee” to discuss any recommendations the Committee may have for revision in relation to the Committee’s charge and composition.

Notice of Termination Items I-V – The Committee reviewed the Notice of Termination items, specifically those related to the Contract with the Arcata Community Pool.

Bank Resolution #53 – The Committee did not have much time to discuss the recommended Resolution #53, Delegation of Authority, which is up for final approval tonight.

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

ACTION: The motion was approved unanimously.

SUBJECT: Finance Committee Report – Jeremiah Finley, Lynne Sandstrom, and Wendy Sotomayor reporting

Voluntary Employees' Beneficiary Association (VEBA) Trust Update – The Finance Committee met on Wednesday, October 4<sup>th</sup> at 8 a.m. The Committee reviewed the VEBA Trust’s performance and discussed whether or not to continue to make a withdrawal this fiscal year to fund the UC’s expense for retirees’ health premiums and then apply that withdrawal towards the pension obligation. The Committee agreed with the past Board’s recommended action to withdraw the recommended \$250,000 this fiscal year to put towards pensions.

Notice of Termination Items I-V – The Committee reviewed each item and accompanying attachment to the Notice of Termination and discussed potential action that can be taken to address the items moving forward.

Finance Committee Charge – The Committee reviewed the UC Bylaws, Article VIII, Section 1.C “Finance Committee” to discuss any recommendations the Committee may have for revision in relation to the Committee’s charge and composition to help inform the Board’s Bylaws discussions.

Bank Resolution #53 – The Committee reviewed the resolution. There was discussion for both the Bank Resolution and LAIF Resolution around Sotomayor currently holding two positions, and how that affected the proposed changes to these signature authorities. After discussion, the Committee recommended that the proposed Bank Resolution be updated to allow both facsimile and digital signatures. With that addition, the members recommended the adoption of the resolution.

LAIF Resolution #54 – The Committee reviewed the resolution and discussed the change in authorized signers. The Committee recommended that the proposed LAIF Resolution be adopted.

1st Quarter Financial Review – As requested in the Notice of Termination, the Finance Committee reviewed the 1<sup>st</sup> Quarter of UC Financials, whereas the Committee previously would conduct reviews at mid-year and end of year. The Committee reviewed the UC Financials as of September 30, 2020.

Chancellor’s Office Advisory Audit Update – There was brief discussion on the Chancellor’s Office Advisory Audit and their Preliminary Observations.

- MOTION: It was moved (Martin) and seconded (Sandstrom) to accept the report.
- ACTION: The motion was approved unanimously.
- SUBJECT: Old Business

HSU Presidential Letter September 24, 2020: Failure to Comply with Operating Agreement and Attachments – Wendy Sotomayor sent a draft response individually to the UC Board members. Members are to review the draft and provide feedback by the following Monday so that a finalized response may be mailed to the CSU and HSU as soon as Monday afternoon and Tuesday, at latest. With this timeline, there is hope for the CSU to provide a response so that the Board may discuss the CSU’s response at the next standing meeting. Sotomayor is confident in the response and that the University Center can comply with what has been requested in the notice.

HSU Dining Services RFP and Consultant – Melanie Bettenhausen, Director of Dining, provided background to the topic of potentially putting forth an RFP for Dining Services. Bettenhausen explained that earlier in the summer, campus had

brought another dining service provider, Aladdin, to campus, without consultation to the Board of Directors. At this point, Bettenhausen would like the Board to officially consider the option of outsourcing Dining Services. Bettenhausen introduced Sojo Alex and Rob White of Envision Strategies, an independent food service consultant firm. Bettenhausen hopes the Board will gain an understanding on what outsourcing more practically means, what a typical RFP process entails, and come to a decision on how the UC should move forward with Dining Services. Alex and White introduced the Envision Strategies team, gave an overview of the organization, and presented how their consulting firm thinks about “Dining Program Planning” and how their firm supports service providers in planning their programs. (See the full presentation slides [here](#)).

During discussion, there was support from members to gather more input and feedback to ascertain how to move forward with Dining Services. Members noted that this topic could be referred to the Executive Committee or the Business Enterprise Committee.

**MOTION:** It was moved (Lopez) and seconded (Martin) to refer the HSU Dining Services RFP and Consultant to the Business Enterprise Committee.

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

Bylaws – The Board discussed what direction the Board may like to move forward with Bylaws revisions. In recent meetings, UC Committees reviewed their own charges in preparation for this discussion. At the Special Board Meeting on October 15, 2020, the Board received a legal orientation and discussed some drafted recommendations. These were recommendations provided by the Chair earlier in the semester, but the Chair and Board acknowledged during the Special meeting that the full Executive Committee should conduct a review of the current Bylaws to develop their own recommendations as a group. The Board reviewed the previously rescinded recommendations.

**MOTION:** It was moved (Lopez) and seconded (Martin) to refer the drafted recommendations to the Executive Committee for review and revisions, which are to be proposed back to the Board of Directors.

There was further debate around the drafted recommendations, and the motion to refer the recommendations to the Executive Committee.

**ACTION:** The motion was approved. (6 ayes, 1 nay, 0 abstentions)

The Executive Committee is scheduled to review the Bylaws and the drafted recommendations on Thursday, November 12<sup>th</sup> at 5:15 p.m. and the following Thursday, November 19<sup>th</sup> at 8:00 a.m.

**SUBJECT:** New Business

[Bank Resolution #53, Delegation of Authority](#) – Due to structural changes in staff, the delegation of authority needed to be updated now that the University no longer has a position of Associate Executive Director. This resolution brings up to date the staff members allowed to give notices and instructions, complete necessary forms, open accounts, execute telephone exchanges, or transact other business necessary for University Center. The resolution also updates the allowed type of signature to be facsimile or digital, upon the consent of the signatories. The Finance Committee recommended the adoption of the resolution.

MOTION: It was moved (Lopez) and seconded (Martin) to approve Bank Resolution #53, Delegation of Authority.

ACTION: The motion was approved unanimously.

[Resolution #54, Authorizing Investment of Monies in the Local Agency Investment Fund \(LAIF\)](#) – The University Center established a bank account with the Local Agency Investment Fund (LAIF) in December 1991, pursuant to University Center Investment Policy #203. LAIF, which is operated by the California State Treasurer, provides the University Center with the means to invest funds in a liquid investment pool.

Currently, it has three staff members authorized to conduct business on the account. Due to staffing changes, two authorizations must be updated. LAIF requires a Board resolution each time there is a change in personnel authorized to conduct business on the account. This resolution brings up to date the staff members allowed to do so.

Resolution #54 rescinds Resolution #44 adopted on November 9, 2017, and replaces Dave Nakamura with Wendy Sotomayor as (Interim) Executive Director and adds Abigail Quenzer, UC Accountant, as an additional staff member as the previous position, Director of Financial and Administrative Services, is also held by Wendy Sotomayor. The Finance Committee recommends the adoption of the resolution.

MOTION: It was moved (Lopez) and seconded (Lamar) to adopt Resolution #54, Authorizing Investment of Monies in the Local Agency Investment Fund (LAIF).

ACTION: The motion was approved unanimously.

SUBJECT: General Board Comments

There were no general Board comments.

SUBJECT: Announcements

There were no announcements.

SUBJECT: Adjournment

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

ACTION: The meeting adjourned at 7:08 p.m.

Minutes Submitted By:

Casey Park 12/17/20  
Casey Park Date

Minutes Agreed and Accepted:

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Jourdan Lamar, Board Vice Chair Date