

HUMBOLDT STATE UNIVERSITY CENTER
BOARD OF DIRECTORS

Meeting on Thursday, May 3, 2018

The Humboldt State University Center Board of Directors met on the above date in the University Center Banquet Room, at Humboldt State University, Arcata, California. Chair, Casey Park, called the meeting to order at 5:15 p.m.

Directors Present: W. Wayne Brumfield, Dana Carrillo, Chant'e Catt, Gregg Foster, T. Mike Kirakosyan, Nicole Laureano, Steve Martin, Joey Mularky, Destiny Mendoza, Casey Park, Armeda Reitzel, Mark Rizzardi, Sarah Spurlock

Directors Absent: Sylvia Shively (excused)

Others Present: Emily Adams, Douglas Dawes, Roy Furshpan, Bridget Hand, Dave Nakamura, Linda Pereira, Ron Rudebock, Wendy Sotomayor, Jazmin Sandoval

MINUTES

SUBJECT: Approval of Agenda

MOTION: It was moved (Mularky) and seconded (Kirakosyan) to approve the Agenda.
ACTION: The Agenda was approved.

SUBJECT: Approval of Minutes

MOTION: It was moved (Kirakosyan) and seconded (Catt) to approve the Minutes of the Board Meeting on April 5, 2018.

ACTION: The motion was approved.

SUBJECT: Public Comment

There was no public comment.

SUBJECT: Chair's Report – Casey Park, reporting

Student-at-large Elections Results – AS Elections were held during the third week of April. Emily Adams and Destiny Mendoza won the two 1-year student-at-large positions, and Chant'e Catt won the 2-year student-at-large seat. Jazmin Sandoval was elected AS President, and Dana Carrillo elected as AS Student Affairs Vice President. The newly elected students will be seated at the end of the meeting.

Board Members' Summer Availability – Board members will be contacted on their availability in the event a summer meeting is needed.

SUBJECT: Executive Director's Report – Dave Nakamura, reporting

Review of 2017-18 Goals & Objectives – Board members were referred to a copy of the Goals Review, which is an informational status report on the objectives approved by the Board in February 2017 as part of the budget process. Board members were encouraged to review the report and direct questions to Executive Director, Dave Nakamura.

Student Union Fee Referendum – The UC fee referendum was voted down by the HSU student body by a significant margin. This spring CSU Chico had three referendums on the ballot which were all voted down about the same percentage-wise. However, Chico's president overrode the vote this afternoon and implemented the fee increases.

Housing Project Update – A teleconference meeting scheduled with the consultant and campus representatives is planned for next week. Presently, staff is waiting for the financial analysis involved with the Dining facility proposed for the new building complex.

Facilities Projects' Report – The main project slated for this summer, which is rebuilding the UC Quad elevator, is still moving forward. The flooring in Windows Café's kitchen is being replaced. The UC electrical switchgear project is postponed until next year to allow for more planning and design. However, the campus's switchgear project is slated to occur over the weekend of June 2nd, during which electricity to the entire campus will be shut off.

UC Facilities Lease Agreement – This document is in progress and will be pushed forward over the course of this summer.

Other Reports – As reported in March concerning CalPERS Public Agency Review Finding #6, a conditional settlement has been reached. As a result, the University Center Board revised its Bylaws to reflect the current employment arrangement of the Executive Director with the CSU. Presently, legal counsel from both sides are preparing the final documents, and staff expects the settlement will go through sometime in the next few months.

A group of HSU staff and students have been looking into locating a secure space for an after-hours study lounge that's available after the library closes at night. Nelson Hall East, Room #113, was identified as a suitable location and the campus installed security cameras to monitor the hallway. The late night lounge opens for the first time tonight and runs from 10:00 p.m. to 7:30 a.m. through finals week.

SUBJECT: Executive Committee Report – Casey Park, reporting

Executive Director’s Annual Performance Appraisal – The Executive Committee met on May 3, 2018, with Executive Director, Dave Nakamura. During closed session without staff present, the committee received the evaluation prepared by Interim Student Affairs Vice President, W. Wayne Brumfield. This appraisal was based on responses to a survey sent to Board members. This item will be reviewed in closed session during Old Business.

Proposed Amendment to Board Resolution #46 on UC Business Services Operations – The UC Board adopted Resolution #46 during its April meeting and staff distributed copies as stipulated at the end of the document. After consulting with HSU’s legal counsel, President Lisa Rossbacher reached out to Chair Park and Vice Chair Chant'e Catt with a request to change the language in the first “Whereas” which aims to reflect the terms used in the current draft of the CalPERS audit appeal settlement agreement. The Committee reviewed the new language and voted to recommend amending the resolution. Action on this item will take place during New Business.

CalPERS Public Agency Review Finding #6 Settlement Update – The Committee received an update on this item from staff.

Operating Agreement between California State University and Humboldt State University Center Board of Directors – Members of the Committee reviewed the new operating agreement, but there is no recommendation due to losing quorum at that point in the meeting. Action on this item will come forth during Old Business.

MOTION: It was moved (Reitzel) and seconded (Spurlock) to accept the Executive Committee report. The motion carried.

SUBJECT: Finance Committee Report – Gregg Foster, reporting

2018-19 University Center Budget Discussion – The Finance Committee met on April 26, 2018, with Dave Nakamura and Director of Financial and Administrative Services, Wendy Sotomayor. At its April meeting, the Board adopted the 2018-19 Budget assuming no fee increase and agreed to revisit this item pending the results of the fee referendum. As reported earlier, the referendum was voted down by the student body. The Committee noted that the margin in next year’s budget is pretty thin and that the University Center must closely monitor revenues and expenses to reflect this reality. This might include cutting back hours in areas such as the Student Rec Center and reducing the number of free and low cost programs that are currently being offered to students. The UC shouldn’t hide the fact that the reduction in programs and services are a direct result of the fee referendum being voted down. There needs to be a cause and effect that is not punitive but

educational. The Committee discussed improving visibility around this idea and starting an education campaign in fall which includes increased marketing and branding leading to another fee referendum in spring.

MOTION: It was moved (Kirakosyan) and seconded (Catt) to accept the Finance Committee report. The motion carried.

SUBJECT: Old Business

Executive Director's Annual Performance Appraisal – Chair Park called for a motion to move into closed session to confer on a performance appraisal. [Calif. Ed. Code, Section 89923, Evaluation of Performance]

MOTION: It was moved (Kirakosyan) and seconded (Catt) to go into closed session. The motion carried.

At this point in the proceedings, all non-Board members exited the meeting room. The closed session commenced at 5:55 p.m. The Board moved out of closed session at 6:05 p.m.

MOTION: It was moved (Foster) and seconded (Catt) to end closed session. The motion carried.

MOTION: It was moved (Brumfield) and seconded (Kirakosyan) to accept the performance appraisal report

ACTION: The motion was approved.

Operating Agreement between California State University and Humboldt State University Center Board of Directors – As reported during Board meetings over the past year, the current Operating Agreement between the University Center and CSU is up on June 30, 2018. Staff from the UC and Stateside have been working on the renewal that conforms with an updated template issued by the CSU for all auxiliary operating agreements. Updating the new contract has been delayed due in part to the facilities portion which is complicated and was included in previous agreements. The University Center manages and operates numerous facilities on and off campus. Staff on the UC and Stateside determined that it would be better streamlined to only include the UC building complex in the new operating agreement and the other facilities in a separate contract. The facilities portion is the most significant change in the document.

The updated agreement has been reviewed the Board's general legal counsel, the Erickson Law Firm, and after a few revisions for clarity, counsel concluded that the terms appear to be acceptable and are in accord with the

CSU Chancellor's May 2017 revised model Operating Agreement. Following Board discussion, Chair Park called for a motion from the floor.

MOTION: It was moved (Catt) and seconded (Spurlock) to approve the Operating Agreement and Lease between California State University and Humboldt State University Center Board of Directors for the term July 1, 2018, through June 30, 2028, and authorize the Board Chair to sign the agreement.

ACTION: The motion was approved.

SUBJECT: New Business

Proposed Amendment to Board Resolution #46, Regarding the University Cabinet's Decision to Integrate UC Business Operations into the State – Board members were referred to copies of Resolution #46, with a proposed amendment to the first “Whereas” in the document to include language from the California Education Code. Chair Casey Park reported that following the UC Board meeting in April, staff distributed copies of the resolution to the University Cabinet, University Resources & Planning Committee, University Senate, Associated Students Board of Directors, and the Residence Hall Association. On April 16, 2018, HSU President Lisa Rossbacher, after consulting with HSU's legal counsel, contacted her and Vice Chair Chant'e Catt by email with a request that the language in the first “Whereas” be changed. The suggested revision aims to reflect the terms used in the current draft of the CalPERS audit appeal settlement agreement, and to accurately characterize and document the relationship between the campus and University Center to make the UC's position more defensible if another legal claim were to arise. The suggested language was provided by the campus attorney.

This amendment strikes, “WHEREAS, the Humboldt State University Center (UC) is a non-profit 501(c)(3) auxiliary organization organized and operated independently of Humboldt State University (HSU);” and replaces it with, “Whereas, the Humboldt State University Center (UC) is a recognized auxiliary organization of CSU operating pursuant to Chapter 7, Part 55, Division 8 of Title 3 of the California Education Code and in conformity with the regulations adopted by the CSU;”

MOTION: It was moved (Foster) and seconded (Brumfield) to amend the first “Whereas” in Resolution #46 as presented.

ACTION: The motion was approved.

2018-19 Proposed Board Meeting Calendar – Board members were referred to a copy of the proposed meeting calendar for the 2018-19 academic year. In prior years, the Board has voted to approve the September meeting date and

the rest of the calendar during that meeting in the event changes need to be made to the schedule. In general, Board meetings are held on the first or second Thursday of the month at 5:15 p.m., during the academic year.

MOTION: It was moved (Reitzel) and seconded (Brumfield) to receive the Board meeting calendar and hold the first Board meeting of the 2018-19 academic year on Thursday, September 6, 2018, at 5:15 p.m.

ACTION: The motion was approved.

Special Board Meeting/Retreat: Set Date – Dave Nakamura reported that the purpose of the annual retreat is to carve out a day to use for new Board member orientation, legal and fiduciary responsibilities, and getting to know the University Center’s operations and UC management team. The second part of the retreat involves bringing in a facilitator to develop thoughts about what the organization should focus on in the coming year.

MOTION: It was moved (Catt) and seconded (Carrillo) to set the Special Board Meeting/Retreat date for Saturday, September 22, 2018, from 9:00 a.m. to 4:00 p.m., at the Humboldt Bay Aquatic Center in Eureka.

ACTION: The motion carried.

SUBJECT: General Board Comments

W. Wayne Brumfield reported that last week, HSU and College of the Redwoods co-hosted a houseless summit on the CR campus. It was a successful event with over 300 participants. Another summit is planned for the fall. He recognized Chant’e Catt for her advocacy and work as the campus Housing Liaison where she has helped more than 130 students find housing. She was also recognized for being accepted into HSU’s Master of Social Work program.

SUBJECT: Announcements

Chant’e reported that recently she was involved in a play about the experiences women have being homeless in the local community. In it, she shared her own story of having been homeless. Over 500 people attended the play over a three day period, and they have been asked to present it on campuses nationally.

Gregg Foster announced that nonstop flights from the Arcata airport to Los Angeles will begin on June 7, which is the culmination of five years of work. To be successful, the planes need passengers in those seats. If the direct flight proves popular, additional flights will be added.

Dave Nakamura recognized Casey Park for three years of Board service and her role this year as Chair.

SUBJECT: Seating of Newly Elected Student Board Members

Chair Park called for a motion to seat the following elected student Board members:

Emily Adams, Student-at-large, 1-year term
Destiny Mendoza, Student-at-large, 1-year term
Chant'e Catt, Student-at-large, 2-year term
Jazmin Sandoval, AS President, Ex-officio
Dana Carrillo, AS Student Affairs Vice President, Ex-officio

MOTION: It was moved (Reitzel) and seconded (Brumfield) to seat the newly elected student Board members.

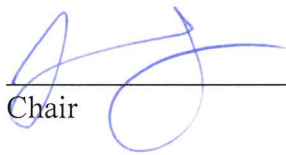
ACTION: The motion carried.

SUBJECT: Adjournment

The meeting adjourned at 6:45 p.m.

Submitted by:
Linda Pereira
Recording Secretary/Assistant to Executive Director

Agreed and Accepted:


Chair

6 SEP 2018

Date