

HUMBOLDT STATE UNIVERSITY CENTER
BOARD OF DIRECTORS

Meeting on Thursday, September 7, 2017

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. Recording Secretary, Linda Pereira, called the meeting to order at 5:25 p.m.

Directors Present: Dana Carrillo, Chant'e Catt, Gregg Foster, Dave Haller, Steve Martin, Joey Mularky, Armeda Reitzel, Mark Rizzardi, Sylvia Shively, Sarah Spurlock

Directors Absent: None

Also Present: W. Wayne Brumfield, Douglas Dawes, Roy Furshpan, Bridget Hand, T. Mike Kirakosyan, Chris Knopik (via teleconference), Nicole Laureano, Destiny Mendoza, Dave Nakamura, Casey Park, Linda Pereira, Ron Rudebock, Wendy Sotomayor, Ruth Sturtevant

MINUTES

SUBJECT: Elect Chair Pro Tem

The immediate Chair and Vice Chair are no longer members of the Board. University Center Bylaws do not contain a provision on who shall chair the meeting in the absence of the Chair and Vice Chair. The Bylaws stipulate that in matters for which there is no provision, parliamentary code for the meeting shall follow Robert's Rules of Order. Robert's Rules stipulates that if the chair and vice chair are absent when a meeting should begin, the secretary conducts an election of a Chair *Pro Tem* to preside.

Recording Secretary, Linda Pereira, called for a motion to open nominations for the office of Chair Pro Tem.

MOTION: It was moved (Reitzel) and seconded (Spurlock) to open nominations for Chair Pro Tem. The motion carried.

MOTION: It was moved (Reitzel) and seconded (Haller) to nominate Mark Rizzardi. There were no further nominations.

MOTION: It was moved (Foster) and seconded (Spurlock) to close nominations and elect Mark Rizzardi Chair Pro Tem. The motion carried.

SUBJECT: Approval of Agenda

MOTION: It was moved (Catt) and seconded (Reitzel) to approve the Agenda.

An amendment was made to the Agenda: Item #XI-A under New Business, *2016-17 Independent Audit Report*, was moved up to item VIII-A, following the Election of Officers.

MOTION: It was moved (Catt) and seconded (Reitzel) to approve the amendment. The motion carried.

ACTION: The Agenda was approved as amended.

SUBJECT: Approval of Minutes

MOTION: It was moved (Reitzel) and seconded (Catt) to approve the Minutes of the Board Meeting on May 4, 2017.

ACTION: The motion was approved.

SUBJECT: Nominate Student-at-large, 2-year term

Executive Director, Dave Nakamura, reported that the 2-year student-at-large, Miranda Olberg, has stepped down from the Board. University Center Bylaws stipulate in the event a vacancy occurs for this seat, it would be filled by the 2-year student alternate. This position is vacant, but there is a 1-year alternate held by Casey Park. She has been on the Board for two years, held the office of Vice Chair, and served on the Executive Committee and Programs & Facilities Board.

MOTION: It was moved (Foster) and seconded (Haller) to nominate Casey Park to the 2-year student-at-large position.

ACTION: The motion was approved.

SUBJECT: Seating of New Board Members

A motion was called for from the floor to seat the following incoming Board members:

W. Wayne Brumfield, President's Designee, Ex-officio
Gregg Foster, Community Representative, 2-year term
T. Mike Kirakosyan, Alumni Representative, completing a 2-year term
Steve Martin, Faculty Representative, 2-year term
Nicole Laureano, RHA Representative, 1-year term
Destiny Mendoza, RHA Representative, 1-year term
Casey Park, Student-at-large, 2-year term

MOTION: It was moved (Haller) and seconded (Spurlock) to seat the incoming Board members as noted above.

ACTION: The motion carried.

SUBJECT: Election of Officers

Board Chair – A motion was called for from the floor to open nominations for the Office of Board Chair.

MOTION: It was moved (Martin) and seconded (Reitzel) to open nominations for the Office of Board Chair. The motion carried.

MOTION: It was moved (Martin) and seconded (Shively) to nominate Casey Park, who accepted the nomination. There were no further nominations.

MOTION: It was moved (Reitzel) and seconded (Catt) to close nominations and seat Casey Park as Board Chair. The motion carried.

Board Vice Chair – Chair Park called for a motion to open nominations for the Office of Vice Chair.

MOTION: It was moved (Kirakosyan) and seconded (Reitzel) to open nominations for the Office of Vice Chair. The motion carried.

MOTION: It was moved (Foster) and seconded (Kirakosyan) to nominate Chant'e Catt, who accepted the nomination. There were no further nominations.

MOTION: It was moved (Martin) and seconded (Kirakosyan) to close nominations and seat Chant'e Catt as Board Vice Chair. The motion carried.

Secretary/Treasurer – University Center Bylaws stipulate the Director of HSU Financial Services shall hold the Office of Secretary/Treasurer. Financial Services Controller, Sylvia Shively, will continue to serve in that capacity.

SUBJECT: New Business

2016-17 Independent Audit Report Draft – Dave Nakamura reported that there are deadlines to bear in mind during the next month to get through the audit process and ensure that the report is approved by the Board and submitted to the Chancellor's Office by its deadline. Before sending the report, the University Center Audit Committee must first review the document and come forth with a recommendation on whether the Board should accept the financial statements. Historically, this item is referred to the Audit Committee which is given the authority for review and final acceptance on behalf of the Board.

Board members were referred to a draft copy of the audited financial statements for the year ended June 30, 2016. Chris Knopik, a principal at the accounting firm CliftonLarsonAllen LLP, appeared via teleconference and

provided an overview of the University Center's audited financial statements. He reported that the audit is conducted in accordance with government auditing standards and at its conclusion, the auditors had an unqualified opinion on the financial statements, noting that they are materially correct in their presentation, and there were no material weaknesses in internal control or deficiencies in the report. It is their opinion that the financial statements presented fairly in all material respects, the financial position of the University Center as of June 30, 2016. At the conclusion of the report and a question and answer period with the Board, Chair Park called for a motion from the floor.

MOTION: It was moved (Foster) and seconded (Reitzel) to delegate the Audit Committee final authority to review and accept the audited financial statements on behalf of the Humboldt State University Center Board of Directors.

ACTION: The motion was approved.

SUBJECT: Public Comment

There was no public comment.

SUBJECT: Chair's Report – Casey Park, reporting

Conflict of Interest Statement for Board Members – Board members were asked to sign and return their conflict of interest statements to Linda Pereira by the end of the meeting.

Class Schedules and Committee Assignments – Chair Park will determine committee assignments before the October Board meeting. The committees and sub-boards include the Finance Committee, the Programs & Facilities Board of Directors, and the Business Enterprise Board of Directors. Those with interest in a particular committee or sub-board were encouraged to contact Casey or Linda Pereira.

Board Member Privileges – Privileges include \$50 in J-Points per semester with the option to purchase additional J-Points; a pair of tickets to a CenterArts event; a 1-day Center Activities outdoor trip for two; a swim pass to the Arcata Community Pool; and Bookstore discounts. These privileges intend to provide Board members opportunities to experience and participate in the University Center's diverse programs and services.

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

Introduction of UC Management Team – Members of the management team were introduced: CenterArts Director, Roy Furshpan; Center Activities Manager, Bridget Hand; Dining Services Director, Ron Rudebock; and

Operations Manager, Ruth Sturtevant. Associate Executive Director, Heidi Chien, was absent from the meeting.

CalPERS Agency Review, Finding #6 – This item refers to the membership status of three staff members who are State employees where the University Center reimburses HSU for the cost of their salaries and benefits. CalPERS disagreed with this employment structure and determined that the impacted employees should be enrolled into membership with the University Center and included a right to appeal the decision. After looking through the facts of the case with a team of attorneys, in November 2016 the Chancellor's Office filed an appeal disagreeing with the decision arguing for a variety of reasons that the issue CalPERS is having doesn't apply in this particular case. A hearing before an administrative law judge has been assigned and it is taking place mid-November in Eureka.

Pepsi Contract with HSU – The University has had an agreement with Pepsi for pouring rights to receive funds used for athletic scholarships, the scoreboard, and marketing. In exchange, Dining Services set aside 80% of its shelf space to sell Pepsi products. The contract was set to expire on June 30, 2017. Last year, a task force was convened to assess the agreement and spent considerable time discussing various scenarios such as sustainability issues, and students were concerned about the connection between a multinational corporation and the campus. In the meantime after conducting an analysis, Dining and management staff determined that 80% of shelf space was generating about 54% of sales. Thus from a business perspective, Dining was most likely losing sales from customers not seeing beverage products they want to purchase. In light of this, if the campus decided not to renew the Pepsi contract, Dining Services and the University Center agreed to work out some level of donation to keep the athletic scholarships in place. This arrangement must fit within the campus contributions line-item in the UC budget and be revenue neutral, if not positive in Dining's favor. As a result of this and other factors discussed by the task force, campus administration decided to allow the Pepsi contract to expire.

Erickson Law Firm Reference Checks – Last May, the UC Board engaged the services of Randy Erickson, JD, from the Erickson Law Firm for general legal counsel contingent upon favorable references from at least three clients, and delegated the Executive Director and a member of the Executive Committee to conduct the checks. In June, Dave Nakamura and Armeda Reitzel contacted three references and received positive reviews on the firm's services.

SUBJECT: Old Business

2017-18 Board Meeting Calendar – Board members were referred to a copy of the proposed calendar. During the meeting held on May 4, 2017, the Board approved the first meeting date of September 7, 2017, and postponed approving

the rest of the calendar until that time. This item is to set the schedule for the remainder of the year. There was one change made to the calendar presented in May. The October Board meeting has been pushed back one week to October 12, 2017. Chair Park called for a motion to adopt the calendar.

MOTION: It was moved (Kirakosyan) and seconded (Carrillo) to adopt the 2017-18 Board Meeting Calendar as proposed.

ACTION: The motion was approved.

Special Board Meeting/Retreat – The Board retreat will take place on Saturday, September 30, 2017, at the Humboldt Bay Aquatic Center in Eureka. New Board member orientation is set for 9:00 a.m. The official meeting/retreat is taking place from 10:15 p.m. to 4:00 p.m. Randy Erickson will provide a presentation on Board member responsibilities, and Joshua Smith, who facilitated group work sessions during last year’s retreat, will do so again this year.

SUBJECT: New Business

2018 Employer Health Insurance Contribution – Management staff reviews the University Center’s contribution toward employees’ health insurance benefits on an annual basis. In 2015, the Board decided to augment the UC’s contribution so that its employees’ share for the most commonly used insurance plan, PERS Choice, was equal to that of a State employee’s share of contribution. Staff is in the process of developing a proposal for 2018. Modifying the amount requires a Board resolution with the California Public Employees’ Retirement System. In 2017, health insurance premiums saw a significant increase. For 2018, premiums are decreasing in cost. This item will be taken up by the Finance Committee to develop a recommendation for the October Board meeting.

SUBJECT: General Board Comments

Student Board members were encouraged to remain a few minutes after the meeting to introduce themselves to one another. Casey Park noted that she would like to continue the past Chair’s tradition of holding pre-meetings with students to review Board meeting materials and share information. She will also look into tabling on the Quad to obtain student feedback and interest.

SUBJECT: Announcements

The University is once again competing in the Outdoor Nation contest for the most outdoorsy campus. Last year HSU won the competition, and the outdoor gear/equipment library that was part of the prize package is used quite a bit. The contest runs from September 18 through October 16, and HSU is currently in third place.

“Discover Humboldt” is a new series for resident students where they are taken on outings to a variety of areas in the vicinity that are accessible through public transportation. Trinidad is slated for this Saturday, the Arcata Marsh is next, and then the Aquatic Center in Eureka for free paddling.

SUBJECT: Adjournment

The meeting adjourned at 6:50 p.m.

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

Agreed and Accepted:

 10/12/17
Chair Date