EXECUTIVE COMMITTEE MEETING
Date: Tuesday, September 9th, 2025
Time: 2:00pm – 3:00pm
Location: https://csudh.zoom.us/j/83258835821?pwd=tU7yub8gxfyU8baoXLQsanRb7ivbv7.1
PW: 937808 **Dial-In**: +1 669 900 6833 **Meeting ID**: 832 5883 5821

MEETING MINUTES

Voting Members Present: Pat West, Bobbie Porter, Ph. D., Myla Rahman
Staff Present: Tranitra Avery, Amanda Dodd, Markis Lazarre

I. Call to Order

- Member West, serving as the Board's Vice Chair, called the meeting to order at 2:02 PM. It was noted that Chair Harper Rawlins was unable to attend due to travel.

II. Roll Call

- Mr. Lazarre conducted the roll call. A quorum was confirmed.

III. Approval of Consent Agenda

A. Approval of Agenda

i. September 9th, 2025

B. Approval of Previous Meeting Minutes

i. May 30th, 2025

- Executive Director Avery requested an amendment to the agenda to include an action item for the review and approval of the TAP Whistleblower Protection and Reporting Policy. Member Rahman moved to approve the amendment and amended agenda, and Member Porter seconded. The motion was approved unanimously.

IV. Public Comments

- Member West opened the floor for public comment and asked Mr. Lazarre to confirm whether there were any public attendees present in the virtual waiting room. Mr. Lazarre confirmed there were no members of the public present.

- Mr. Lazarre also provided a brief operational update regarding TAP's new public-facing online Board calendar. He explained that this calendar now offers open access to meeting agendas and Zoom links to comply with public transparency requirements, while internal documents such as Board packets and supplemental reports remain securely housed within a separate Dropbox directory accessible only to appropriate parties. Member West expressed appreciation for this initiative and encouraged all members to become familiar with the updated process prior to the next Board meeting.

V. Action Item
(AMENDED to Agenda)

A. Toro Auxiliary Partners Whistleblower Protection & Reporting Policy
(AMENDED to Action Item)

- Mrs. Dodd presented TAP's updated Whistleblower Protection and Reporting Policy. She explained that the whistleblower provisions were previously embedded in the employee handbook but were now being separated into a comprehensive standalone document that would apply not only to employees, but also to Board members, former employees, and applicants.

- Mrs. Dodd outlined key updates to the policy, including refined definitions of improper governmental activity, clear reporting procedures, multiple reporting channels including an anonymous submission option, investigation timelines, and expanded anti-retaliation provisions. She also confirmed that the policy had been structured to align with CSU Executive Orders 929 and 1115.

- Executive Director Avery noted that these updates were developed in direct response to lessons learned during TAP's assurance audit preparation process and reflect TAP's ongoing commitment to transparency and compliance.

- Member Rahman moved to approve the revised policy for forwarding to the Board of Directors for final approval, and Member Porter seconded. The motion passed unanimously.

VI. Proposal to Expand Executive Committee Membership to Include All Committee Chairs
Pat West | *Vice Chair & Community Director*

- Member West introduced the proposal to expand the Executive Committee's membership to include the chairs of TAP's standing committees. He explained that this initiative originated with Chair Harper Rawlins, who was unable to attend, and was intended to increase transparency and improve cross-committee communication.

- Member Rahman inquired about the frequency of committee chair transitions and whether potential turnover could impact the stability of the Executive Committee. Executive Director Avery responded that committee chairs generally serve two-year terms, with occasional extensions granted by Board vote. Mr. Lazarre clarified that Chair Harper Rawlins introduced the proposal with the intent of expanding the Executive Committee's membership to include committee chairs so they could attend meetings, receive information, and bring updates back to their respective committees, without altering the Executive Committee's leadership structure.

- Member Porter asked how voting rights would be handled if the proposal were approved. She recommended that the new members serve in an ex officio, non-voting capacity, granting them full access to participate in discussions while avoiding quorum complications or tie votes. Member Rahman supported this recommendation, noting that a larger voting body could introduce unnecessary inefficiencies and potential stalemates during decision-making.

- Executive Director Avery clarified that the proposal would apply to the chairs of the Business & Innovation Committee, Finance & Investment Committee, and Audit Committee. The Nominating Committee Chair already serves on the Executive Committee by virtue of holding the position of Board Chair.

- Member West emphasized that while the additional chairs would not hold voting rights, they would have full speaking privileges and the ability to provide input on all matters before the committee. He asked that this point be highlighted in the staff report to the

Board so there would be no ambiguity about the extent of participation granted to the new ex officio members.

- Following this discussion, Member West moved to forward the proposal to the Board of Directors for final approval, and Member Rahman seconded. The motion was approved unanimously.

VII. Assurance Audit Fieldwork Update & Preparedness Rationale
Markis Lazarre | *Executive Assistant*, Tranitra Avery | *Executive Director*

- Mr. Lazarre provided a comprehensive update on preparations for the upcoming CSU Assurance Audit fieldwork scheduled to begin on October 6, 2025. He reported that over the past several months TAP has coordinated nine executive-level meetings and numerous departmental meetings across accounting, procurement, and human resources to gather resolution evidence for historical findings spanning nine prior assurance audits conducted over the past four to five years.

- Mr. Lazarre described the development of a master spreadsheet matrix that identifies each historical finding, assigns responsibilities to relevant departmental stakeholders, and tracks the compilation of proof documentation. This tool has been central to maintaining accountability and ensuring all required materials are completed ahead of the submission deadline. He further explained that TAP recently received an additional document request from campus' Senior Director of Risk Management & Internal Controls Larry Kimaara, which has been integrated into the resolution process for final preparation. All documentation is intended to be submitted by September 26, 2025.

- Executive Director Avery added that the audit fieldwork will take place over a five-week period and include weekly check-ins between TAP and the Chancellor's Office audit team. She recognized the efforts of Mr. Lazarre, Executive Intern Miya Carter, Controller Cherisse Ross, and Mrs. Dodd for their intensive work organizing this effort. She emphasized that TAP's focus throughout this process is to prevent regression into past practices and to demonstrate a sustained commitment to compliance and strong internal controls.

- Member West stated that this item should remain on future agendas as a recurring topic so the committee can continue to monitor TAP's progress as the audit proceeds. Executive Director Avery confirmed that regular updates would also be included in materials for the upcoming Board of Directors meeting.

VIII. Toro Auxiliary Partners Fiscal Viability Status Overview
Tranitra Avery | *Executive Director*

- Executive Director Avery reported on the status of TAP's fiscal viability study, which was requested by President Parham to evaluate TAP's ability to continue operations sustainably. Over the past three months, biweekly meetings have been held with Member Wallace, Member Harper Rawlins, Finance & Investment Committee Chair Brown, Audit Committee Chair Heredia, and Controller Ross to review TAP's financial health and operational structure.

- The study has examined TAP's current and projected revenues and expenses, reserve usage, and anticipated operational needs over a five-year period. Executive Director Avery noted that while TAP has made recent improvements, there remain significant concerns about its long-term sustainability without structural changes.

- Member Wallace is preparing recommendations for President Parham, which may include reorganizing TAP's functions, transferring specific services to other auxiliary organizations, or identifying new revenue-generating opportunities. These recommendations will also take into consideration regulatory compliance, auditing requirements, and the university's responsibility to maintain essential business services for students and the campus community.

- Executive Director Avery underscored the importance of presenting a clear plan before the arrival of the incoming university president to ensure a stable foundation for TAP's future operations. She stated that preliminary findings from the study will be shared with the full Board during the September 18, 2025 Board of Directors meeting.

IX. Other Items

- Executive Director Avery provided a series of operational updates as the meeting approached conclusion. She began by discussing final preparations for the upcoming September 18, 2025 Board of Directors meeting, noting that the agenda and accompanying packet were in the final stages of review and production. She explained that the fiscal viability study would be a primary topic of discussion at that meeting, alongside updates on TAP's assurance audit preparations and standing committee reports.

- Executive Director Avery also reported on TAP's auxiliary operations, including progress in finalizing TAP's new beverage contract with Pepsi, which has been under negotiation for several months. She stated that once executed, the contract will allow for improved vendor management and alignment of campus dining services with student needs. In addition, she shared that TAP had recently opened a new *Grab N' Go* convenience store in the Social & Behavioral Sciences building, providing enhanced food and beverage options for students and faculty. The opening reflects TAP's broader strategy to expand retail offerings in response to demand for quick-service dining options on campus.

- Member West followed by providing an update on the process for evaluating Executive Director Avery. He explained that a revised framework had been implemented to incorporate input from multiple Executive Committee members, with the goal of increasing transparency and fostering a more comprehensive and constructive review process. Member West emphasized that this new approach would better capture the scope of the Executive Director's responsibilities and ensure the evaluation reflects the perspectives of both Board leadership and TAP's operational stakeholders.

- The updates concluded with a brief discussion of upcoming scheduling matters, including coordination of committee meeting dates and review timelines for Board materials. No motions or formal actions were required during this portion of the meeting, but both Member West and Executive Director Avery highlighted the importance of maintaining consistent communication between meetings to ensure alignment on key operational and strategic priorities.

X. Adjournment

- Member West requested a motion to adjourn. Member West moved to adjourn the meeting, and Member Rahman seconded. The motion passed unanimously. The meeting was adjourned at 2:41 PM.