

**RESOLUTION OF THE BOARD OF DIRECTORS OF TORO AUXILIARY PARTNERS
APPROVING A BYLAWS AMENDMENT TO EXPAND EXECUTIVE COMMITTEE MEMBERSHIP**

- WHEREAS,** Toro Auxiliary Partners (TAP) continues to improve its governance practices in alignment with best practices across the California State University (CSU) system; and
- WHEREAS,** TAP’s Executive Committee, as defined in Article IX, Section 1 of the TAP Bylaws, serves as a central leadership body to provide timely oversight, operational responsiveness, and continuity between full Board meetings; and
- WHEREAS,** the organization’s expanding responsibilities in financial oversight, audit compliance, and strategic business development have prompted the need to broaden the Executive Committee’s membership to include additional leadership perspectives from key standing committees; and
- WHEREAS,** the proposed amendment to Article IX, Section 1 adds, in an ex officio capacity, the Chairs of the Finance and Investment Committee, the Audit Committee, and the Business and Innovation Committee as members of the Executive Committee, with such ex officio roles designated as non-voting and excluded from quorum calculations, and with service tied to the period during which the individual holds the underlying committee chair appointment; and
- WHEREAS,** The Nominating Committee Chair is not included, as Article IX, Section 14 designates the Board Chair as Chair of the Nominating Committee and the Chair already serves on the Executive Committee under Article IX, Section 1, ensuring effective representation of the Nominating Committee’s interests; and
- WHEREAS,** This amendment preserves the Article IX, Section 1 requirement that at least three (3) of the five (5) core voting members of the Executive Committee shall be community members of the Board of Directors, maintaining balanced representation and strong independent oversight; and

THEREFORE, IN CONSIDERATION OF THE FOREGOING, IT IS RESOLVED AS FOLLOWS:

- RESOLVED,** that the TAP Board of Directors does hereby approve amendments to Article IX, Section 1 of the TAP Bylaws to expand the composition of the Executive Committee as described above, enhancing governance alignment and cross-committee coordination while safeguarding the integrity of existing voting membership requirements; and
- RESOLVED,** that the Executive Director shall update the official TAP Bylaws to incorporate these Article IX, Section 1 amendments, maintain accurate records, and distribute the revised document to all Board members and relevant University offices.

Adopted this 18th day of September 2025.

Nicole Harper Rawlins, Chair
CSUDH Toro Auxiliary Partners
Board of Directors

Attest: _____
Pat West, Vice Chair
CSUDH Toro Auxiliary Partners
Board of Directors