CSUDH | TORO AUXILIARY PARTNERS

EXECUTIVE COMMITTEE MEETING

Date: Wednesday, December 9th, 2025

Time: 2:00pm – 3:00pm

Location: https://csudh.zoom.us/j/87158540626?pwd=ax9xr5mp49HKQQKRggJX6DZ3u8mlPl.1

PW: 891553 **Dial-In**: +1 669 444 9171 **Meeting ID**: 871 5854 0626

MEETING MINUTES

Voting Members Present:	Chair Nicole Harper Rawlins, Deborah Wallace, Myla Rahman, Pat West, Bobbie Porter Ph. D. *(Arrived Late)*,
Non-Voting Members Present:	Jeremy Brown, Ryan Heredia
Staff Present:	Amanda Dodd, Markis Lazarre

I. Call to Order

- Chairperson Rawlins called the Executive Committee meeting to order at 2:00 PM and welcomed members to the final committee session prior to the December 18th, 2025 Board of Directors meeting. She briefly outlined that the agenda would include an update from the Finance & Investment Committee, review of proposed employment-governance items, and several informational updates related to TAP's organizational structure and advisory audit follow-up.

II. Roll Call

- Mr. Lazarre conducted the roll call. With a quorum of voting members confirmed, Chairperson Rawlins proceeded to the consent agenda.

III. Approval of Consent Agenda

A. Approval of Agenda

i. December 9th, 2025

B. Approval of Previous Meeting Minutes

i. September 9th, 2025

- Chairperson Rawlins requested approval of the consent agenda items, beginning with the September 9th, 2025 Executive Committee meeting minutes. She asked if there were any corrections or changes. Hearing none, she invited a motion to approve the minutes. Member West moved to approve the September 9th, 2025 meeting minutes, and Member Rahman seconded. There being no objections or abstentions, the motion carried.
- Chairperson Rawlins then turned to the day's agenda and asked Mr. Lazarre to summarize an administrative clarification. Mr. Lazarre explained that the agenda item titled *Bylaws Addition of Administrative Officer and Delegation of Signature Authority* had been prepared to travel in tandem with the broader *Proposed Employment Governance* discussion and that, for clarity, the Bylaws language and delegation updates should be understood as part of that consolidated action framework. Chairperson Rawlins confirmed that the Executive Committee would consider the Bylaws and delegation language in that context. Member Wallace moved to approve the December 9th, 2025 Executive Committee agenda as amended to reflect that clarification. Member West seconded, and the motion was approved without objection.

IV. Public Comments

- Chairperson Rawlins opened the floor for public comment and asked whether any members of the public were present or waiting to join the call. After pausing to allow time for participation, she requested that

Mr. Lazarre confirm whether any public attendees were in the Zoom waiting room or had signaled an interest in speaking. Mr. Lazarre reported that there were no members of the public present and no public comments submitted through the meeting platform. With no public comment offered, Chairperson Rawlins proceeded to the committee update.

V. Committee Update

A. Finance & Investment Committee Meeting — *December 3rd, 2025*
Jeremy Brown | *Finance & Investment Committee Chair*

- Chairperson Rawlins invited Member Brown, serving as Chair of the Finance & Investment Committee, to provide an update from the December 3rd, 2025 Finance & Investment Committee *(F&IC)* meeting. Member Brown began by noting that the F&IC session had been rescheduled from its usual Monday time to Wednesday to accommodate his travel and thanked members and staff for their flexibility. He summarized that the meeting centered on TAP's investment portfolio, near-term liquidity needs, and a comprehensive financial review presented by TAP staff and TAP's external investment advisor.
- Member Brown reported that the advisor's presentation covered overall portfolio performance, recent market conditions, and the positioning of TAP's long-term and short-term funds. He explained that F&IC members discussed the tension between preserving investment growth and ensuring that TAP can meet immediate operating and contract obligations. In that discussion, the committee emphasized that decisions regarding which specific investments to liquidate and when would remain an operational responsibility of management, informed by cash flow projections. At the same time, Member Brown conveyed the committee's preference that, to the extent feasible, funds remain invested until there is clearer information about actual year-end and near-term cash requirements, rather than being moved prematurely into a fully liquid position.
- He further described how the F&IC reviewed preliminary financial projections and related analyses prepared by Ms. Ross and the TAP finance team, including budget-to-actuals, updated year-end projections, and information on accounts receivable and cost-recovery activity. While the detailed materials will be presented more comprehensively at the Board level, Member Brown highlighted for the Executive Committee that the F&IC discussions reinforced the need for continued cost containment, disciplined monitoring of dining and Business Services Agreement performance, and close coordination with campus leadership as TAP approaches the upcoming budget cycle.
- Member Brown also briefed the committee on an F&IC conversation regarding staff morale and recognition during a period of significant change for TAP. He shared that, in light of the sustained workload on remaining staff and the impact of ongoing cost-containment measures, F&IC members had discussed the possibility of using a modest amount of TAP funds later in the fiscal year for a staff appreciation gathering if the financial position allows. He noted that this concept would be revisited after mid-year results provide a clearer picture of TAP's capacity to support such an initiative.
- Member Wallace added contextual comments, affirming that the December 3rd F&IC meeting had been particularly important in preparing for the Board's upcoming review of TAP's fiscal position. She underscored that the scenario planning and reserve policy discussions at F&IC would inform how staff frame financial risks and options at the December 18th Board meeting. Chairperson Rawlins thanked Member Brown and Member Wallace for the overview and confirmed that the F&IC update would help the Executive Committee situate the broader employment-governance and policy items under consideration.

VI. Proposed Employment Governance
Amanda Dodd | *Chief Human Resources Officer,* Cherisse Ross | *Controller*

A. Non-Discrimination Policy

i. *Review of a proposed standalone Non-Discrimination Policy.*

- Mrs. Dodd presented the draft TAP Non-Discrimination Policy for review. She explained that the policy consolidates and updates non-discrimination commitments that had previously appeared in the employee handbook and aligns them with the CSU systemwide nondiscrimination framework. The policy affirms TAP's commitment to providing a work and program environment free from unlawful discrimination, harassment, and retaliation, and it clarifies that TAP's employees, applicants, Board members, and others covered by the policy will follow the University's established investigative and complaint-resolution processes rather than a separate TAP-only process.

- Mrs. Dodd noted that, to minimize the risk of divergence from CSU policy over time, the draft avoids reproducing the full list of protected categories in TAP's policy text. Instead, it cross-references the CSU Nondiscrimination Policy while still explicitly identifying retaliation and harassment as prohibited conduct. The policy also describes multiple reporting options, including direct reporting to the University's equity and compliance office, consistent with campus practice, with TAP's role focused on cooperation and implementation of corrective measures where required.
- Member Wallace asked several clarifying questions about the policy's title, references to campus offices, and the description of reporting pathways. She recommended that the TAP policy adopt a title and terminology that mirror the University's own nondiscrimination and anti-harassment policy and that any reference to the campus office responsible for investigations use the current name of the Office of Equity and Inclusion, while being written loosely enough to remain accurate if the campus restructures that unit in the future. She also suggested revising language that could be interpreted as requiring employees to route complaints through the Executive Director before seeking assistance from the University, so that the policy clearly permits direct reporting through established campus channels.
- In response, Mrs. Dodd agreed that these refinements would strengthen the document and confirmed that staff would adjust the draft to update office names, tighten the description of reporting obligations, and verify all cross-references with campus counsel and the CSU Chancellor's Office. Committee members expressed general support for the approach and did not request substantive structural changes. No formal motion was taken at this stage; the committee's feedback will be incorporated into the version forwarded to the Board of Directors for consideration.

B. Bylaws Addition of Administrative Officer and Delegation of Signature Authority (*AMENDED to Proposed Employment Governance)*

i. *Review proposed amendments that replace references to a single Executive Director with a Board-designated administrative officer and align signing authority to the Vice President for Administration and Finance or a current written designee under the President-approved Delegation of Signature Authority.*

- Mrs. Dodd then outlined proposed amendments to TAP's Bylaws that are tied to the broader employment-governance framework. She explained that the current Bylaws reference a singular Executive Director position in several sections that describe TAP's administrative officer and financial signatories. Given the University President's Delegation of Signature Authority to the Vice President for Administration and Finance and the ongoing reorganization of TAP's leadership structure, staff are recommending that the Bylaws be updated to describe a Board-designated administrative officer rather than a single, title-specific Executive Director.
- Under the draft language, the Board would retain the authority to designate an administrative officer by resolution and to align that designation with the President's Delegation of Signature Authority. Mrs. Dodd noted that, in practical terms, the intent is for the University Vice President for Administration and Finance to continue serving as TAP's de facto Chief Financial Officer for governance purposes, with the ability to delegate day-to-day operational tasks to TAP's Controller and other staff while preserving Board-level accountability and clarity for auditors on who is empowered to sign key financial and contractual instruments.
- Member Wallace emphasized the need for the Bylaws to remain resilient as job classifications evolve. She observed that CSU has moved away from the formal "Chief Financial Officer" title in some contexts and cautioned against embedding a specific campus job title into TAP's governing documents in a way that might quickly become outdated. Instead, she recommended tying the Board-designated administrative officer and signatory roles to the positions identified in the President's Delegation of Signature Authority, with Board resolutions specifying the current incumbent or designee as needed.
- Committee members discussed how the proposed changes would support continuity of operations and transparent oversight during periods of leadership transition, while also clarifying that there is a distinction between Board-level signing authority and internal operational approvals handled by campus and TAP management. Mrs. Dodd agreed to continue working with campus counsel to validate that the final Bylaws language and accompanying Board resolutions accurately reflect the Delegation of Signature Authority and to ensure that the documentation satisfies CSU audit expectations. No formal action was taken by the Executive Committee; the amendments will be forwarded to the full Board for review.

VII. Informational Items

Amanda Dodd | *Chief Human Resources Officer*

A. Retirement Committee Charter

i. *Briefing on the current structure and membership of the TAP Retirement Plan Committee.*

- Mrs. Dodd provided an informational briefing on the structure of TAP's Retirement Plan Committee. She explained that the existing charter contemplates membership from TAP leadership, the University's Administration and Finance division, and University Human Resources, including the Vice President for Administration and Finance, TAP's Controller, and campus benefits and HR representatives. With changes in TAP's internal leadership and the broader reorganization of responsibilities between TAP and the University, staff wanted to confirm that the membership described in the charter still reflects the roles that actively manage and oversee TAP's retirement-plan obligations.

- Mrs. Dodd noted that, consistent with the Delegation of Signature Authority and current practice, staff recommend that the Vice President for Administration and Finance and TAP's Controller continue as core members of the Retirement Plan Committee, with designated campus HR and benefits representatives rounding out the membership. She stressed that the primary objective is to ensure that fiduciary responsibilities for the plans are clearly assigned and that the individuals responsible for plan oversight are the same ones accountable for the financial and benefits decisions reflected in TAP's records. Member Wallace supported the alignment and suggested that staff confirm with campus HR leadership that the current University representative named in the charter is the appropriate role under the revised organization chart. No changes were requested during the meeting, and the item was received for information.

B. Organizational Chart Update

i. *Review of an updated organizational chart illustrating TAP's current reporting structure following recent changes in auxiliary leadership and University-level designee alignment.*

- Mrs. Dodd next presented an updated TAP organizational chart, explaining that it illustrates how TAP's administrative functions and programs are presently aligned with University divisions following recent leadership transitions and cost-containment measures. She described how the chart reflects TAP's central administrative office reporting through the University's Administration and Finance division, with operational oversight distributed between the Controller and HR leadership, while program-specific staff continue to report through their functional units, such as dining, retail operations, and allied auxiliary partners.
- She also noted that several positions historically shown on TAP's organizational chart remain vacant or frozen as part of Phase Two cost-containment efforts and that the updated chart is intended to clarify interim reporting lines for staff and to provide auditors with a current picture of how responsibilities are being discharged. Member Wallace commented that including the updated chart in the December 18th Board packet would be helpful in demonstrating that TAP's governance and operational oversight remain in place even as the auxiliary navigates changes in structure. The committee accepted the organizational chart update as an informational item.

C. Advisory Audit Observation Status Update

i. *Briefing on the current status of TAP's Advisory Audit observations.*

- Finally, Mrs. Dodd provided a brief status update on TAP's Advisory Audit observations. She referenced the color-coded resolution matrix used across committees and reminded members that the document tracks historical observations, responsible parties, and evidence of remediation. She reported that a substantial portion of the advisory observations have either been fully addressed or are in the final stages of documentation, particularly in areas related to revenue recognition, reserve policy structure, and human resources controls.
- Mrs. Dodd explained that the remaining open items primarily involve documentation clean-up and alignment of Business Services Agreements, reserve policy amendments, and related procedures with CSU guidance. She stated that staff intend to bring an updated matrix and a narrative executive summary to the December 18th Board meeting so that trustees can see which items have been resolved and which will carry forward into the next phase of work. Members acknowledged the progress and reiterated the importance of prioritizing items with the greatest impact on financial reporting and internal controls. No action was requested.

VIII. Other Items

- Chairperson Rawlins asked whether there were any additional matters to be brought before the committee. Mrs. Dodd provided a brief operational update on preparations for the December 18th Board of Directors meeting, noting that staff were finalizing the agenda and packet and that the employment-governance items, F&IC recommendations, and advisory audit status materials discussed at this meeting would be incorporated into the Board documents. Members briefly discussed logistical considerations for the Board meeting, including the use of the Student Residence Hall community room as the meeting location and the importance of allowing extra time for parking and wayfinding. No additional items were raised for discussion.

IX. Adjournment

- With no further business before the committee, Chairperson Rawlins requested a motion to adjourn. Member West moved to adjourn the meeting, and Member Porter seconded. Hearing no objection, Chairperson Rawlins declared the motion carried and adjourned the Executive Committee meeting at 2:58 PM.