

**BOARD OF DIRECTORS MEETING**

Date: Thursday, September 18<sup>th</sup>, 2025

Time: 3:00pm – 5:00pm

Location: Multipurpose Room, Student Residence Hall

**PW: 599298 Dial-In: +1 669 444 9171 Meeting ID: 818 5577 5655**

**MEETING MINUTES**

**Voting Members**

**Present:**

Chair Nicole Harper Rawlins, Brad Beverage, Deborah Wallace, Del Huff, Fran Fulton, Jeanine Cornell, Jeremy Brown, Justin Gammage Ph.D., Linda Tatum, Myla Rahman, Pat West, Philip Lapolt Ph.D., Rama Malladi, Sheri Repp-Loadsman, Tayyeb Shabbir Ph.D., Thomas Norman Ph.D., Thomas Parham Ph.D., William Franklin Ph.D., Ryan Heredia, Bobbie Porter Ph.D. *(Arrived Late)*

**Staff Present:**

Tranitra Avery, Markis Lazarre, Amanda Dodd, Cherisse Ross

I. Call to Order

- Chairperson Rawlins called the meeting to order at 3:04 PM and initiated roll call for the hybrid session.

II. Roll Call

- Member Rahman conducted the roll call. Member responses were taken in sequence and confirmed presence as called. A quorum was confirmed.

III. Approval of Consent Agenda

A. Approval of Agenda

- i. September 18<sup>th</sup>, 2025

B. Approval of Previous Meeting Minutes

- i. June 12<sup>th</sup>, 2025

- Chairperson Rawlins requested approval of the consent agenda covering the day’s agenda and the June 12<sup>th</sup>, 2025 meeting minutes. During discussion, Chairperson Rawlins confirmed a request from Member Wallace to add a conclusionary closed session for voting members; Executive Director Avery clarified that a closed session was already listed on the agenda.

- Member Huff moved approval and Member West seconded. Without objection, the motion carried unanimously.

IV. Public Comments

- Chairperson Rawlins opened the floor for public comments and asked any attendees to state their names for the record. No public comments were offered.

V. Presidential Update

Dr. Thomas Parham | *President, CSUDH*

- Chairperson Rawlins invited President Parham to deliver the Presidential Update. President Parham thanked the Board and stated he would address several topics before concluding with sobering budget news. He framed the CSU budget environment as an “unprecedented budgetary challenge,” with system-wide reductions now projected to extend through FY2028–29, requiring forward-looking planning with Vice President of Administration & Finance Member Wallace and the campus finance team.

- President Parham detailed the state budget reduction chronology and outcome. Initial cut figures (approximately \$397 million, then \$375 million) were ultimately resolved at a \$143.8 million system reduction through the May Revision and subsequent deliberations. He emphasized that the apparent “backfill” hinged on a zero-interest loan option still under trustee debate. He opposed the loan for Dominguez Hills because it would have to be repaid by July of the next year and the campus does not have capacity to repay an estimated campus share “essentially” on the order of \$4 million. He reiterated that any narrative of being “made whole” is misleading because loan proceeds are not permanent funds and would trigger repayment obligations that the campus cannot support.
- He then described the enrollment posture and related fiscal integrity requirements. Although CSUDH remains under target, the campus has “stopped the hemorrhaging,” is roughly 1.5% up year-over-year, and is approximately 206 students below its funded target as of the prior day, with spring admissions expected to further narrow the gap. Because the campus is still over-committed relative to sustainable base resources, he directed work to “right-size the campus.” He noted the system allocation of about \$1 million to support enrollment strategies; however, those dollars are not permanent and cannot fund salaries or raises, only programmatic efforts. In exchange, CSUDH must complete a financial health audit/plan due October 15th, to be submitted by the President and the CFO to the Chancellor’s Office and trustees, outlining campus fiscal health and mitigation plans for any deficits.
- President Parham highlighted student success and retention. He reported retention gains of 8 percentage points last year and 6.5 percentage points this year, a combined 14.5-point improvement attributed to campus-wide efforts across faculty, staff, advising, and administration. He emphasized that recruitment has not been the core problem; rather, improved retention is key to restoring enrollment strength.
- He summarized active and near-term campus capital and infrastructure initiatives. CSUDH has seven capital projects in various stages, including Student Housing Phase 4A with 288 beds adjacent to the site of the new Dining Commons slated to open the following week to the entire campus community. He described grid modernization to avoid power constraints as new buildings come online, and reported on Orthotics and Prosthetics relocation from Los Alamitos to campus, with the new building targeted to open by December; shared space with the College of Continuing and Professional Education will optimize the footprint. He also referenced the Dymally Center for Economic Empowerment and the Dymally Institute supported by a \$15 million state allocation; groundbreaking is targeted for November. Lastly, he previewed a Health, Wellness & Recreation Center planned to open in 2026, including student employment opportunities to keep jobs on campus.
- President Parham addressed external scrutiny and campus values. He referenced two recent federal/state letters, one from the U.S. Department of Education’s Office for Civil Rights and one from a state attorney general, challenging campus cultural/affinity centers. He reaffirmed the university’s commitment to legal compliance and to diversity as core to CSUDH’s identity, underscoring that all campus facilities are open to everyone in accordance with policy and law.
- He discussed leadership transition timing. While there was no notice yet regarding the interim president appointment for CSUDH, he anticipated information in October or potentially at the November trustees’ meeting; he noted multiple CSU presidencies in transition across the system.
- President Parham invited the Board and campus partners to a formal November 14th gala at the JW Marriott, Downtown Los Angeles. The event will celebrate his presidential legacy and raise student scholarship funds; sponsorships range up to \$100,000 with additional table and individual ticket options. He encouraged strong participation to “blow it out” and amplify visibility for Dominguez Hills through recurring marquee events.
- In closing, he briefly noted the presence of the President of the Tanzanian University on campus and his need to attend a concurrent reception, thanked the Board for advancing his report on the agenda to accommodate scheduling, and departed following acknowledgments from the Chair and Board members.

VI. Board Chair Update  
Nicole Harper Rawlins | *Chair*

- Chairperson Rawlins provided a concise report to preserve time for substantive items. She confirmed that, consistent with a discussion held at the prior year’s retreat, the Board participated this year in providing input for the Executive Director’s evaluation. She thanked Ms. Dodd for assistance coordinating the process, and acknowledged Executive Director Avery and staff for extensive work preparing fiscal viability materials for the Board’s consideration.

VII. Committee Updates

A. Executive Committee

Nicole Harper Rawlins | *Chair*

- Chairperson Rawlins reported that the Executive Committee met on September 9th; Member West chaired in her absence. The committee reviewed governance matters, including the Whistleblower & Protection Reporting Policy, to return to the full Board later on the agenda for action as part of the consent action items. The committee also reviewed and prepared the consent item proposing an advisory, non-voting role for standing committee chairs at Executive Committee meetings to facilitate updates and direction while leaving officer composition and decision authority unchanged.

B. Nominating Committee *(No Meetings Convened Since Last Board of Directors Meeting)*

Nicole Harper Rawlins | *Chair*

- Chairperson Rawlins noted there were no Nominating Committee meetings convened since the last Board meeting.

C. Business & Innovation Committee

Sheri Repp-Loadsman | *Chair*

- Member Repp-Loadsman reported on the July 31st committee meeting, noting the discussion centered on active vendor negotiations and how to position TAP to optimize partnerships in support of organizational viability. She framed the committee’s focus as identifying where to “go next” to capture quality opportunities and tighten relationship management across the program portfolio. She added that renegotiation work was underway and referenced a program kickoff that would require strong staff participation.
- She emphasized student-facing impacts: the committee discussed creating more opportunities and ensuring students clearly understand offerings and how to engage, underscoring the need for campus visibility and clear information pathways so participation can grow on a sustained basis.
- Executive Director Avery then provided clarifications at the Chair’s invitation. She explained that Follett asked to wait until after the early-semester “fall rush” to assess participation before finalizing terms on the Immediate Access program, noting participation has grown over the past three years and that timing affects commission structure. She stated the team expects updated participation stats shortly (following the add/drop deadline) and aims to provide a contract update within the next few weeks. She also noted that a draft agreement from Follett’s legal team was received on Tuesday and is under review for language; any financial guarantees would be handled separately.

D. Finance & Investment Committee

Jeremy Brown | *Chair*

- Chairperson Rawlins recognized Member Brown to report for the committee. Member Brown noted the committee last met on August 28th and reviewed two items: 2026 employee benefits renewals and current financials. He reported that Ms. Dodd informed the committee of a 14.8% increase in medical premiums from the plan providers and shared participation counts, including 12 participants enrolled in Kaiser. The committee modeled employer HMO contributions at 90%, which would create an \$11,000 organizational deficit; an alternative 85% employer share would reduce the projected gap to \$3,900, shifting marginal cost to employees. Member Brown emphasized maintaining fairness to both employees and the institution and said he would take the discussion points back to solicit options for employees before bringing a final recommendation.

- Turning to the financials, Member Brown stated that preliminary audit results (subject to final adjustments) identified a \$4 million entry related to the Anschutz Entertainment Group (AEG) agreement: revenue received by TAP that is due to the university, which will now appear as a distinct line item in the financials. He added that approximately \$630,000 of OSRP transfers were eliminated. He reported improved collections on aged receivables discussed in prior meetings, while noting continuing OSRP receivable issues targeted for resolution by month-end.
- Member Brown concluded with the reserves investment policy point, underscoring alignment with Chancellor’s Office expectations that business entities maintain an investment policy statement. He drew an analogy to 401(k) plans and affirmed that TAP’s reserves policy should continue to guide decisions as the organization looks ahead. He also acknowledged the committee’s composition change, noting that Dr. Tayyeb Shabbir has been added as a permanent voting member, expanding his prior liaison role. Chairperson Rawlins invited questions; none were raised.

**E. Audit Committee** *(No Meetings Convened Since Last Board of Directors Meeting)*  
 Ryan Heredia | *Chair*

- At the Chair’s request, Member Heredia provided an Audit Committee update. He reported receipt of the draft independent auditors’ report as of the prior day and stated the team is on track to meet the system consolidation timeline. He noted one outstanding element: the Schedule of Expenditures of Federal Awards requires formal submission once the Office of Management and Budget finalizes related compliance guidance; upon release, TAP will submit the schedule. He emphasized that the financial statement numbers are stable and not moving.
- Member Heredia stated there is a repeat finding involving internal controls. He described the issues cited in the current audit cycle as including unbalanced intercompany accounts, expenses not recorded in proper periods, reconciliation matters, grant receivables and deferred items, and accrual compensation. He clarified that while the majority of issues arise within OSRP, they are not exclusive to OSRP. To support remediation, a grant accountant has been hired in OSRP to help ensure the issues are addressed and do not recur in the next audit. Chairperson Rawlins acknowledged the update and confirmed there were no additional questions.

**VIII. Consent Action Items**

**A. Proposed Amendment to Executive Committee Composition**  
*Recommended by Executive Committee*

- i. Amends the bylaws to permit standing committee chairs to attend Executive Committee meetings for the limited purpose of providing updates and receiving direction. Chairs would participate in an advisory, non-voting capacity; the officer composition and decision-making authority of the Executive Committee remain unchanged.*

**B. Toro Auxiliary Partners Whistleblower & Protection Reporting Policy**  
*Recommended by Executive Committee*

- i. Adopts a policy establishing confidential channels to report suspected fraud, waste, or policy violations; defines intake, triage, and investigation procedures; and codifies anti-retaliation protections for employees and stakeholders. The policy aligns with applicable CSU guidance and law to standardize reporting and follow-up.*

**C. 2026 Benefit Renewal Rates**  
*Recommended by Finance & Investment Committee*

- i. Approves the 2026 employee benefits renewal package (medical, dental, vision, and related plans) as presented by the Finance & Investment Committee. The proposal maintains current plan designs while indexing premiums to market benchmarks outlined in the accompanying benchmark analysis, with the projected impact reflected in FY 2025–26 personnel cost forecasts.*

**D. Appointment of Dr. Tayyeb Shabbir to Board of Directors and Business & Innovation Committee**  
*Recommended by Nominating Committee*

- i. Appoints Dr. Tayyeb Shabbir to the Board of Directors and to the Business & Innovation Committee to fill the vacancy created by the departure of Chris Manriquez. Dr. Shabbir will continue his service on the Finance & Investment Committee to ensure continuity across committees.*

- Chairperson Rawlins presented the consent agenda consisting of the Proposed Amendment to Executive Committee Composition, the Toro Auxiliary Partners Whistleblower & Protection Reporting Policy, the 2026 Benefit Renewal Rates, and the Appointment of Dr. Tayyeb Shabbir to the Board of Directors and to the Business & Innovation Committee (while continuing on the Finance & Investment Committee).
- Member Huff moved approval of the consent agenda, and Member West seconded. Hearing no objection, the motion carried.

IX. Executive Director Update  
Tranitra Avery | *Executive Director*

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

- Mr. Lazarre reported on the standardized request-tracking and repository system built for the Assurance audit. He described a color-coded spreadsheet mapped to a disciplined shared-folder structure to maintain file-path consistency and version control, an approach refined after a prioritized update on September 6th to focus the central office's immediate workstream. He stated the internal target to complete TAP's submissions by Friday, September 26th, with the intent to have materials positioned for formal submission by Monday, September 29th, and he summarized sustained coordination since May across internal stakeholders, the accounting team, and units interfacing with sponsored programs to keep deliverables moving.
- Executive Director Avery detailed the preparedness objective: to demonstrate to the Chancellor's Office that TAP is ready and not reverting to prior habits. She explained that the team is assembling evidence files and illustrative exemplars; that she and Mr. Lazarre have worked directly with Ms. Ross and other colleagues to identify and clean up process gaps before fieldwork begins; and that the same matrix Mr. Lazarre developed for TAP has been provided to colleagues supporting sponsored-programs obligations so they can prepare in parallel. She concluded that the central TAP office is prepared for fieldwork beginning in October.
- Executive Director Avery outlined the expected cadence: approximately two to three weeks of fieldwork once the Chancellor's Office team arrives in October, a status update to the Audit Committee targeted for late October, and a deeper progress report by December as testing and requests are completed. She reiterated readiness for the October start and thanked staff for sustained work to meet the internal timelines.

B. *Grab N' Go Refresh* Convenience Store Launch in Social & Behavioral Sciences Building

- The *Grab N' Go Refresh* convenience store launch in the Social & Behavioral Sciences Building was not reported during the meeting.

X. Toro Auxiliary Partners Fiscal Viability Insight & Strategic Outlook  
Tranitra Avery | *Executive Director*

- Executive Director Avery presented the *Fiscal Viability Insight & Strategic Outlook* report, noting the work originated from the President's request to assess TAP's history, current posture, and near-term options. She outlined the sequence for the discussion, rationale and approach, guardrails and strategy, implementation timelines and dependencies, and program elements with supporting structures, and confirmed the Board had the accompanying materials.
- She began with the rationale: enforceable cost recovery and continued discipline in accounts receivable remain the foundation for stabilizing operations. She stated that receivables practices have improved over the past two years and that the framework is designed to preserve those gains while guiding decisions in the coming months.
- She then moved to guardrails and shared-services alignment. The focus is eliminating duplicative pathways and ensuring full reimbursement for services, with near-term workstreams in HR, IT, and Procurement. She added that policy-based administrative fees and reinforced receivables controls are being standardized, and she reiterated the commitment to transparency on legacy liabilities so Member Wallace has a clear view of exposures as university-level decisions are considered.

- Turning to strategy levers, Executive Director Avery emphasized preserving TAP's operating run-rate while expanding campus revenue. She identified licensing, events, and formal event agreements as mechanisms to generate predictable, compliant revenue alongside campus visibility. She noted the opening of the Dining Commons and said she would brief the University's Executive Cabinet on Monday, September 22nd, to share findings and student-leader feedback gathered across campus.
- Addressing dining stabilization, she explained a recommendation, still for discussion rather than decision, that the University consider establishing a small, universal student spend of \$50, usable in the Dining Commons and campus retail, to create a reliable baseline that allows the program to operate without subsidy. She emphasized that this is a recommendation intended to support program viability, not a finalized policy.
- To illustrate the events model, she cited the last-minute relocation of a celebrity basketball tournament to CSUDH over the prior weekend, reporting approximately \$12,000 in parking revenue on attendance near 1,000 and noting that three students worked in operations and set-up roles. She said these activations provide brand exposure through organizers' large social-media audiences and represent the kinds of partnerships TAP is cultivating with event brokers to deliver timely, compliant campus engagements.
- In closing, Executive Director Avery reiterated that the viability framework links disciplined cost recovery and shared services alignment with targeted revenue opportunities and student-facing engagement. She affirmed readiness to brief the Executive Cabinet, continue gathering student input, and maintain transparent reporting to Member Wallace regarding liabilities and organizational readiness.

#### XI. Other Items

##### A. April 2026 Board of Directors Retreat Date Poll

- Mr. Lazarre briefly let the Board know that he will email an availability poll to schedule the April 2026 Board of Directors Retreat.

##### B. Closed Session

- The Board of Directors entered a brief closed session. No reportable action was noted in open session.

*The TAP Board of Directors entered into a Closed Session pursuant to California Education Code § 89923 to discuss Human Resources and Personnel/Financial Matters. Attendees included the Board's voting members and Chief Human Resources Officer Ms. Dodd. Following her closed item, Ms. Dodd departed and the session continued with voting members only.*

#### XII. Adjournment

- Chairperson Rawlins requested a motion to adjourn. Member Brown moved to adjourn. Member Repp-Loadsmen seconded. The motion was approved without objection. The meeting was adjourned at 5:20 PM.