

BOARD OF DIRECTORS MEETINGDate: Thursday, June 12th 2025

Time: 3:00pm – 5:00pm

Location: 1000 E. Victoria St., I&I Building, Room #4001, Carson CA 90747

MEETING MINUTES**Voting Members****Present:**

Chair Nicole Harper Rawlins, Pat West, Brad Beverage, Chris Manriquez, Deborah Wallace, Jeanine Cornell, Jeremy Brown, Justin Gammage, Ph.D., Linda Tatum, Philip LaPolt, Ph.D., Rama Malladi, Ph.D., Sheri Repp-Loadsman, Ryan Heredia, Tayyeb Shabbir, Thomas Norman, Ph.D., Myla Rahman (*Arrived Late*), Fran Fulton (*Arrived Late*), David Gamboa (*Arrived Late*),

Staff Present:

Tranitra Avery, Markis Lazarre, Amanda Dodd, Cherisse Ross

Guests Present:

Jennifer McLaughlin, Stephanie Lucas, Emily Oliver, Phillip Mangawang, Juan Villanueva

I. Call to Order

- Chairperson Rawlins called the meeting to order at 3:01 p.m.

II. Roll Call

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

III. Consent Agenda**A. Approval of Agenda**

- i. June 12th, 2025

B. Approval of Previous Meeting Minutes

- i. March 20th, 2025

- Chairperson Rawlins introduced the Consent Agenda, which included approval of the June 12th, 2025 meeting agenda and the March 20th, 2025 meeting minutes. Member West moved for approval, seconded by Member Tatum. The motion carried unanimously with no opposition or abstentions noted.

IV. Public Comments

- No public comments were made.

V. Aramark's Urban Mosaic Presentation

Phillip Mangawang | *Associate District Manager, Aramark Collegiate Hospitality*

- Mr. Mangawang led a detailed presentation on Aramark's Urban Mosaic operations, highlighting strong strides in student engagement, dining satisfaction, and fiscal discipline. Ms. Oliver detailed strategic marketing initiatives and student-facing campaigns resulting in increased social media engagement and over seven monthly on-campus events, such as pop-ups and themed promotions. She cited ongoing collaboration with campus groups as key to maintaining relevance and participation.

- Mr. Villanueva reported on staffing and safety protocols, noting that 65% of their workforce consists of enrolled CSUDH students. Comprehensive onboarding and regular training, including food safety, kitchen equipment handling, and use of protective gear, contributed to a zero-injury record for 2024-2025. VOC scores for food quality reached 89%, surpassing internal goals, and guest experience satisfaction climbed to 96%. Partnerships with external food vendors such as Sweet Valentine, Olympic Flame Grill, and the return of Compton Vegan have enriched culinary variety while maintaining nutritional value and dietary accessibility.
- Ms. Lucas and Ms. McLaughlin discussed Dining Styles survey data which showed a 13% increase in satisfaction from the previous year and a 10% gain in perceived value. Aramark's financial outlook reported \$2.2 million in revenue with cost containment yielding food cost rates at 39% and labor at 53%, down from nearly 60% the prior year. A notable jump from 41 to 141 voluntary meal plans underscored effective outreach and partnerships with CSUDH staff, particularly Marketing Coordinator Katy Rodriguez and Executive Director Avery.
- Additional updates included progress on SNAP acceptance at the SBS C-Store under renovation, with expectations that its fall launch would expand access to nutritious foods for low-income students. Discussion ensued on short- and long-term strategies to mitigate losses until the dining hall and occupancy thresholds trigger the transition of profit/loss responsibility to Aramark. Chairperson Rawlins and several board members emphasized the importance of balancing culture-building and financial sustainability, calling for continuous evaluation of sub-vendor partnerships to reduce auxiliary exposure to risk.

VI. Presidential Update Dr. Justin Gammage | *Chief of Staff, CSUDH*

- Dr. Gammage, on behalf of President Parham, shared key updates across academic ceremonies, facilities development, state funding, and federal policy. He began by praising the success of the May commencement, which celebrated over 4,000 graduates across six ceremonies. The event marked a high point of collaborative execution by staff from IT, Marketing, and University Advancement.
- In terms of infrastructure, construction on student housing and the adjoining dining commons continues ahead of schedule, as does the wellness and recreation center whose second-floor structure has been completed. The OMP project near CCPE also broke ground, further enhancing campus growth initiatives.
- Dr. Gammage reported that the May Revise reduced the anticipated CSU system budget cut from 8% to 3%, although the impact on institutional planning remains fluid. Of significant concern is the federal freeze and termination of 15 grants. While some were fully expended, others face uncertainty, affecting student programs and auxiliary operations. Updates were also shared on CSUDH's strategic consultation with the Huron Group and the internal reimagining initiative, which will culminate in campuswide forums this fall. Dr. Gammage concluded by formally announcing President Parham's retirement, effective December 31st, 2025, and shared that commemorative events are forthcoming.
- In closing remarks, Dr. Gammage acknowledged the leadership of Vice President Manriquez, who will depart for CSU Fullerton. His work in technology modernization and system upgrades was recognized as foundational to TAP's future scalability and compliance readiness. Several board members expressed thanks for his mentorship and dedication.

VII. Committee Updates

A. Business & Innovation Committee

Sheri Repp-Loadsman | *Business & Innovation Committee Chair*

- Member Repp-Loadsman shared that the May 2nd meeting focused on TAP's long-term strategic relationships with the university, particularly five major agreements including master leases and sub-agreements. Concerns were raised about facility usage costs that disproportionately impact students and program budgets, particularly the fees associated with using the tennis stadium and performing arts venues. The committee called for increased transparency and better documentation outlining roles, deliverables, and financial responsibilities.
- Additionally, the committee recommended that internship access language be refined to ensure that students benefit equitably from the agreements. The committee urged TAP staff to advocate for stronger oversight terms during renewals, as many of these contracts will soon come up for renegotiation. Member Repp-Loadsman emphasized that clarity on TAP's rights, obligations, and flexibility within these long-term agreements would enhance the organization's leverage in future negotiations and strategic planning.

B. Audit Committee

Ryan Heredia | *Audit Committee Chair*

- Member Heredia reported that the Audit Committee discussed and recommended a revision to the bylaws formally authorizing the committee to accept final audit reports. This change was described as an important step in ensuring proper fiduciary autonomy and oversight. The committee also explored options to clarify the number of eligible members and define term lengths to improve governance consistency.
- In addition, Member Heredia noted that the committee intends to engage with external auditors earlier in the fiscal year to preemptively address procedural discrepancies and flag high-risk budget categories. There was also discussion of potential training for new committee members on CSU audit cycles and auxiliary compliance standards, to ensure continuity and proficiency.

C. Finance & Investment Committee

Jeremy Brown | *Finance & Investment Committee Chair*

- Member Brown reported that the committee had reviewed and endorsed the FY2025-26 Operating Budget and the Net Earnings Distribution Policy. Executive Director Avery and Ms. Ross presented a strategic plan to manage TAP's net revenue, focusing on rebalancing operational expenditures while preparing for the potential tapering of federal and state subsidies. The committee also reviewed cost centers showing improved performance due to labor efficiency and vendor negotiations.
- Member Brown underscored the importance of adapting TAP's investment posture to manage potential losses from federal grant cancellations. The board was encouraged to support cost recovery initiatives and to revisit budget assumptions quarterly, especially as CSUDH navigates broader systemwide budget shifts. He also proposed introducing a rolling forecast approach to enhance agility in the face of economic volatility and to strengthen accountability for key spending areas such as student programs and infrastructure reinvestment.

D. Nominating Committee

Nicole Harper Rawlins | *Nominating Committee Chair*

- Chairperson Rawlins presented the committee's recommendation to reappoint Members Rahman, Repp-Loadsman, and Brown through FY2025–26. Their re-election was unanimously supported by the board and praised for providing institutional continuity. The committee also reaffirmed liaison appointments for Members Gamboa, Heredia, and Modesto, noting their roles as key conduits between CSUDH and TAP in finance, external relations, and facilities planning.
- The board discussed enhancing the nomination process in future cycles by including brief statements from prospective appointees and opening limited opportunities for peer nominations. Chairperson Rawlins noted that such enhancements would support transparency, increase engagement, and align with CSU systemwide best practices in auxiliary governance.

E. Executive Committee

Nicole Harper Rawlins | *Executive Committee Chair*

- Chairperson Rawlins reported that the Executive Committee met on May 30th and brought forward several governance recommendations. These included adopting a revised meeting schedule for FY2025-26, introducing a new Fleet Management Policy to standardize TAP's oversight of university vehicles, and amending the bylaws to clarify language around the Audit Committee's scope and committee member appointments.
- Discussion also touched on the committee's review of a compliance checklist that TAP will implement to track obligations under CSU auxiliary reporting requirements. The committee intends to formalize quarterly compliance updates as part of board meeting protocols. Chairperson Rawlins also suggested including a self-assessment tool in future board packets to evaluate participation and effectiveness of each committee.

VIII. Consent Action Items

- A. Toro Auxiliary Partners Net Earnings Distribution Policy
Recommended by Finance & Investment Committee on May 22nd, 2025
- B. FY2025-26 Board of Directors Meeting Schedule
Recommended by Executive Committee on May 30th, 2025
- C. Toro Auxiliary Partners Constitution & Bylaws Revision
Recommended by Executive Committee on May 30th, 2025
 - i. Audit Committee Authority to Accept Final Audit
 - ii. Committee Member Quantity Clarification
- D. Fleet Management Policy
Recommended by Executive Committee on May 30th, 2025
- E. Board Director Election for Renewed Terms
Recommended by Nominating Committee on May 27th, 2025
 - i. Community Board Directors
 - A) Myla Rahman
 - B) Sheri Repp-Loadsman
 - C) Jeremy Brown

To recognize continued service during FY2024–2025 and elect to a full term through FY2025–2026.

ii. Board Liaisons

- A) David Gamboa
Senior Associate Vice President, External Affairs & Partnerships, CSUDH
- B) Ryan Heredia
Interim Associate Vice President, Business and Finance, CSUDH
- C) Yancey Modesto
Associate Vice President, Facilities Planning Design, and Construction, CSUDH

- Chairperson Rawlins introduced the consent agenda and opened the floor for motions. Member Beverage moved to approve all items presented under the consent calendar, and the motion was seconded by Member Repp-Loadsmen. The board unanimously approved the motion without opposition or abstentions.
- Chairperson Rawlins thanked the staff for the comprehensive preparation of materials and reminded members that all approved actions would be published on TAP's website and reflected in the upcoming annual report.

IX. Comprehensive Financial Review

Tranitra Avery | *Executive Director*, Cherisse Ross | *Controller*

- i. Financial Position as of April 30th, 2025
- ii. Executive Report on Fiscal Viability of Toro Auxiliary Partners
- iii. FY2025-26 Operating Budget
- The financial review commenced following the introduction by Chairperson Rawlins, who turned the floor over to Executive Director Avery. She, alongside Ms. Ross, began by framing the organization's current financial position with a focus on transparency and recent board-facing updates. They confirmed that TAP's updated financial packet had been distributed the night prior for thorough board review, including projections and revised budget assumptions. Ms. Ross explained that as of April 30, 2025, TAP was facing a projected operating loss nearing \$493,000, driven by the structure of TAP's cost-plus dining contract and ongoing delays in grant reimbursements.
- A key issue discussed during the financial review was TAP's continued responsibility for dining operations under its contractual agreement with Aramark. Ms. Ross explained that Aramark's commission expense had significantly exceeded the original budget, and anticipated cost recovery had not materialized as projected, contributing to a near \$493,000 loss by the end of April 2025. Executive Director Avery and Ms. Ross noted that this expense was part of a broader trend, with a cumulative dining loss of at least \$2.5 million since 2015.
- Members reviewed how dining revenue and control shifted after Aramark assumed operations in 2022, marking a transition to third-party management that moved dining revenues off TAP's books. While this reduced visibility into dining profitability, it did not alleviate TAP's obligation to ensure food services on campus, particularly as commission-based revenue remained unavailable due to student housing occupancy not meeting agreed thresholds. Executive Director Avery emphasized the structural limitations of the current contract and TAP's lack of control in recapturing lost revenue,

especially with reduced student demand post-COVID and ongoing changes in dining behavior.

- The conversation then shifted to grant program administration under the Office of Sponsored Research and Programs (OSRP). Executive Director Avery noted challenges associated with the overhead costs of administering grants, especially in light of TAP's ongoing responsibility to cover staffing and compliance needs. She and Ms. Ross emphasized that while administrative costs are typically built into the grants, TAP often does not receive the full benefit of those allocations, which limits the auxiliary's ability to recoup operational expenditures. The board discussed how the grant process requires significant internal resources for administration, and that OSRP should be viewed as a pass-through rather than a self-sustaining program. Member concerns also centered on the gap between grant award values and the actual administrative burden placed on TAP. These issues, though not described as suspensions or terminations, pointed to a growing concern over financial feasibility and structural strain in continuing to underwrite federally funded programs without better cost recovery mechanisms.
- Tension grew in the discussion when Member Tatum expressed concern over the scale of unresolved risk, remarking that she remained uncomfortable with the lack of clear safeguards. She questioned whether there were any controls or firm limits to how much deficit TAP was prepared to tolerate. Member Tatum raised a scenario in which deficits could reach \$4 million in the coming years, prompting calls for thresholds or hard stop conditions to be embedded in board oversight policy. Chairperson Rawlins underscored this point, questioning the sustainability of TAP if the organization had little control over external dependencies like housing occupancy or federal approvals, warning against a path that would simply burn through reserves without course correction.
- In response, Member Malladi proposed that the board adopt a formal condition: if TAP's deficit reaches \$500,000 by December 1st, the board should reconvene for reassessment. He stressed that even under conservative assumptions, TAP would continue to show annual losses well into 2032 if no intervention occurred. Member Brown supported this approach, referencing a precedent from two years prior in which the board instituted a \$250,000 threshold as a trigger for review. He reiterated that while the Finance & Investment Committee had agreed to move the budget forward, it had only done so under the understanding that fiscal monitoring and responsive measures would be maintained.
- Operational constraints embedded in TAP's vendor contracts were raised as a concern by Member Repp-Loadman, who noted that TAP lacked flexibility to reduce scope or hours of services under the current dining agreement. She pointed out that TAP needs to negotiate more adaptive clauses in future agreements and urged the board to support a policy that would allow for quarterly reassessments. She proposed that TAP retain the ability to adjust funding allocations mid-year or initiate clawbacks if financial performance deviates from plan. This quarterly structure would also allow the board to validate whether progress is being made or whether more drastic measures are required.
- To close the pre-Closed Session discussion, Executive Director Avery acknowledged that contingency planning was underway. TAP was building financial models under multiple scenarios, including full OSRP reinstatement, partial recovery, or continued suspension. She committed to sharing real-time financial statements and program-level assessments with both Chairperson Rawlins and the Finance & Investment Committee. These updates would help facilitate early detection of fiscal slippage and ensure that any necessary interventions could be carried out promptly.

X. Other Items

A. Closed Session

Amanda Dodd | *Chief Human Resources Officer*

- The Executive Committee entered a brief closed session. No reportable action was noted in open session.

The TAP Executive Committee entered into Closed Session pursuant to California Education Code § 89923 to discuss Human Resource Matters. Attendees included Board of Directors Members and Staff Amanda Dodd, Chief Human Resources Officer. The closed session adjourned at 5:16pm.

- After returning from the Closed Session, Chairperson Rawlins reopened the floor by acknowledging that the board was already running over time and emphasized the urgency of deciding whether the current fiscal year's budget could be approved. She reminded members that TAP continued to rely heavily on its reserves to cover structural losses, noting that such spending could only be sustained for so long. The question before the board, she said, was whether members had sufficient information to proceed with a vote or if additional review was necessary.
- Despite having received the updated budget and financial presentation, Member Tatum expressed lingering concerns. She stated that she still did not feel fully grounded in the numbers and found the current situation ambiguous. She reiterated concern about the potential for a \$4 million deficit and highlighted the absence of clear mechanisms to limit losses or correct course. Tatum called for stronger contingency planning and shared her discomfort with approving a budget that could sustain extended financial exposure.
- Executive Director Avery responded with clarifying details about upcoming quarterly financial statements that would be shared with Chairperson Rawlins and the Finance & Investment Committee. She reiterated TAP's commitment to real-time communication and transparency, especially concerning reserve drawdowns and OSRP program developments. She also noted that revised grant management policies were in progress to improve alignment between TAP, funders, and the university.
- Member Malladi emphasized that, without structural changes, particularly to the dining contract, TAP was projected to operate at a loss well into the next decade. He raised concern about the need for mid-year fiscal review and supported establishing formal thresholds to trigger Board reassessment. Member Brown agreed, citing the value of past deficit limits in prompting timely oversight and urging that the budget include enforceable monitoring checkpoints.
- Member Repp-Loadman voiced continued concern about TAP's inability to adjust its obligations under fixed vendor contracts. She urged the inclusion of adaptive clauses and performance-based provisions in future agreements, allowing for mid-year funding adjustments or clawbacks if anticipated outcomes did not materialize.
- To address long-term sustainability, Member LaPolt proposed that TAP explore shared service agreements with other auxiliaries to reduce administrative costs. He also recommended establishing a quarterly cap on reserve withdrawals, requiring Finance Committee approval for any draws above \$250,000 to improve fiscal accountability.
- Executive Director Avery confirmed that TAP was actively discussing OSRP restructuring with the university to ensure more equitable risk sharing and strengthen internal controls. She added that TAP would pause hiring for grant-funded roles until program status is fully reinstated, minimizing further exposure.
- As the discussion concluded, Chairperson Rawlins requested that the Finance & Investment Committee incorporate these proposals into a conditional monitoring plan. She emphasized the need for formal budget variance triggers and evaluation criteria aligned with CSU Chancellor's Office guidance, housing occupancy thresholds, and OSRP outcomes. She also supported establishing a structured process for reviewing

long-suspended programs and discontinuing those lacking sustainability, ensuring that TAP's resources remain focused and aligned with long-term goals.

- After final deliberation, the Board agreed to approve the FY2025-26 Operating Budget with stipulations. These include a provision that, should TAP's net operating deficit exceed \$500,000 at any point during the fiscal year, the Board of Directors must reconvene to review and reassess the budget direction. Additionally, three unresolved items are to be addressed by December 1, 2025, or earlier if feasible: the \$4 million outstanding to the University, the finalization of the OSRP contract, and any pending review actions from the CSU Chancellor's Office. These conditions were adopted to ensure appropriate oversight and timely mitigation planning ahead of the third fiscal quarter.
- Member Malladi moved to approve the FY2025-26 Operating Budget with these stipulations. The motion was seconded by Member Norman and approved unanimously.

XI. Adjournment

- Chairperson Rawlins requested a motion to adjourn the meeting. Member LaPolt moved to approve the adjournment, seconded by Member Malladi, followed by a unanimous approval. Meeting end time: 5:46pm.