

**BOARD OF DIRECTORS MEETING**

Date: Wednesday, December 18<sup>th</sup>, 2025

Time: 3:00pm – 5:00pm

Location: Multipurpose Room, Student Residence Hall

**PW: 103739 Dial-In: +1 669 444 9171 Meeting ID: 833 3055 3660**

**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.

**Staff Present:**

Markis Lazarre, Amanda Dodd, Cherisse Ross

I. Call to Order

- Chairperson Rawlins called the meeting to order at 3:06 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. December 18<sup>th</sup>, 2025

B. Approval of Previous Meeting Minutes

- i. September 18, 2025

- Chairperson Rawlins requested approval of the consent agenda covering the day’s agenda and the September 18<sup>th</sup>, 2025, meeting minutes.
- Member Repp-Loadsman 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*

- When President Parham joined the meeting Chairperson Rawlins invited President Parham to deliver the Presidential Update. President Parham thanked the Board and delivered his final report before his departure. President Parham reflected on the substantial fiscal and operational challenges facing the campus and the State of California more broadly. He stated that current budget projections suggest that statewide fiscal constraints may continue through 2029, reducing the likelihood that CSU campuses will receive significant new state funding in the near future. While acknowledging that budget forecasts can change, he cautioned that the campus should continue to operate with the expectation that it will need to rely heavily on self-determination and internal problem-solving.

- President Parham expressed confidence in the institution’s trajectory. He spoke about the strength of the campus community, the dedication of faculty and staff, and the deep commitment to students that continues to guide decision-making. He highlighted a range of accomplishments achieved during his tenure, including new construction projects, expanded student housing, dining and conference facilities, a new orthotics and prosthetics center, a health and wellness center, and infrastructure improvements such as the campus power grid.
- He also noted progress in academic accreditation, the expansion of degree programs, and strong fundraising performance, including a recent gala that exceeded expectations and generated substantial scholarship support. President Parham concluded by thanking the Board for its partnership and support over the years, expressing gratitude for the opportunity to serve the campus and confidence in the institution’s continued success under the incoming interim president, Dr. Marianne Villa Real.

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

- Chairperson Rawlins began by thanking Ms. Dodd for stepping in and managing the recent changes within TAP. She then provided a concise report on the Executive committee, sharing that all Committee Chairs are now attending the executive committee meetings to provide their updates from their respective areas to ensure alignment prior to the Board meetings.

VII. Committee Updates

A. Executive Committee  
Nicole Harper Rawlins | *Chair*

- Chairperson Rawlins reported that the Executive Committee met on December 9th; The committee reviewed governance matters, including the Non-Discrimination Policy. There was discussion regarding the importance of separating this policy from the employee handbook to ensure compliance. Chairperson Rawlins noted that Ms. Dodd will provide a more substantive update later when we return to the full Board later in the agenda for action as part of the consent action items. The committee also reviewed a redlined version of the Bylaws in conjunction with the President’s Delegation of Signature Authority Memo which is related to the organizational transition occurring in TAP.
- Additionally, Chairperson Rawlins shared that the committee reviewed an updated organizational chart which reflected Phase 2 cost containment efforts with the elimination of the Executive Director position and two additional roles.
- Chairperson Rawlins shared that the committee reviewed redlined Retirement Committee Charter for the purpose of reviewing updates to administrative positions affiliated with the TAP Retirement Committee as key positions no longer exist within the organization. She affirmed the committee’s support in moving forward with the revisions that preserve compliance while ensuring administrative functionality.

B. Nominating Committee *(No Meetings Convened Since Last Board of Directors Meeting)*  
Nicole Harper Rawlins | *Chair*

C. Business & Innovation Committee *(No Meetings Convened Since Last Board of Directors Meeting)*  
Sheri Repp-Loadsman | *Chair*

D. Finance & Investment Committee  
Jeremy Brown | *Chair*

- Chairperson Rawlins recognized Member Brown to report for the committee. Member Brown provided a report summarizing discussions and outcomes from the committee meeting on December 3, 2025, and reviewed several items.

- Member Brown reported the committee’s receipt of an update Brian of Merrill Lynch, TAP’s investment advisor, regarding the organization’s reserve portfolio. Member Brown reported that the investment portfolio has generally performed well despite some market volatility experienced during mid-October through November. The Committee also discussed potential liquidation of reserve funds to address the current fiscal year budget gap. Merrill Lynch requested guidance regarding the amount and timing of any potential liquidation. Committee members indicated that organizational restructuring and cost-containment measures are still being evaluated, and therefore no specific timeline or amount was provided. The Committee advised Merrill Lynch to maintain the current investment strategy for the time being in order to capture potential market gains and avoid liquidating assets prematurely during a volatile market period.
- Turning to the financials, Member Brown stated that the Controller presented the organization’s comprehensive financial statements, including budget-to-actual comparisons. The Committee reviewed several financial variances. A significant variance related to Aramark was identified, representing an approximately \$80,000 expense adjustment. The Committee requested additional clarification and documentation regarding this charge. Aramark representatives are expected to provide further information at the Committee’s next meeting.
- Member Brown reported that accounts receivable balances have improved significantly compared to the prior year. While some outstanding balances remain, progress has been made in collections. The Committee noted that OSRP recently made a substantial payment toward its outstanding balance. Additional efforts will continue to ensure that remaining receivables from OSRP are collected.
- Member Brown discussed potential adjustments to meal plan participation for commuter students. Approval from Associated Students, Inc. (ASI) may be required to implement a modest fee structure for commuter students. The Committee indicated that this change would involve minimal fees but could provide additional revenue support.
- Member Brown concluded by sharing that the committee reviewed CAP certification requirements and proposed amendments to the reserve policy. Member Brown also discussed the broader financial implications of organizational changes, including workforce reductions and operational restructuring. These changes may impact financial performance during the remainder of the fiscal year, and the Committee will continue monitoring these developments.

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

VIII. **Comprehensive Viability Overview**

A. **Organizational Chart Update**

- Ms. Dodd presented the updated organizational chart to the Board and noted the positions that had been eliminated as a result of ongoing cost containment efforts. Member West asked clarifying questions regarding the Executive Director, Procurement, and Business System Manager position. Dr. Franklin suggested that TAP sends correspondence to the campus community to clarify who the appropriate points of contact for TAP business needs are. Dr. Norman commented on the way TAP’s structure may appear externally, particularly when viewed through titles or line items that do not fully reflect the scope of work being performed by employees in support roles. He observed that in many organizations, staff may be listed under functions such as Human Resources or Finance while in practice supporting a much broader operational footprint. He emphasized the importance of communicating that context clearly, particularly for outside audiences who may not understand why those positions exist or how their work supports the institution as a whole. He also suggested that historical and operational context be included when presenting staffing information so that the Board and external stakeholders can better appreciate the number of people and functions being supported by TAP staff.

B. **Delegation of Signature Authority Memo**

- Ms. Dodd presented the updated organizational chart to the Board and noted the positions that had been eliminated as a result of ongoing cost containment efforts. Member West asked clarifying questions regarding the Executive Director, Procurement, and Business System Manager position. Dr. Franklin suggested that TAP sends correspondence to the campus community to clarify who the appropriate points of contact for TAP business needs are

C. Chancellor’s Office Discussions Regarding Fiscal Health

- Vice President Wallace then presented the Chancellor’s Office fiscal health plan discussion. She explained that beginning this fiscal year, every CSU campus was required to submit a fiscal action plan to the Chancellor’s Office by October 15. She noted that this requirement emerged from broader systemwide concern following significant fiscal challenges at other campuses and auxiliaries. According to Wallace, the Board of Trustees directed the Chancellor’s Office to develop a regular monitoring framework so that campuses facing risks could be identified earlier and supported more consistently. For the Dominguez Hills campus, the report included information about campus fiscal health, the material weakness and audit findings associated with Toro Auxiliary Partners, and the institution’s response to those concerns. TAP’s response focused in part on two major issues: staffing deficiencies, particularly within OSRP-related operations, and outdated policies and controls that require correction and strengthening. Wallace also explained that campuses not meeting enrollment targets were required to address those issues in the fiscal action plan as well. She reported that the campus had submitted a comprehensive response and that follow-up meetings had already begun. Because the campus has more than one issue requiring continued attention, the Chancellor’s Office will return in February for further in-person review. Wallace emphasized that this monitoring will be ongoing and is intended to ensure that the campus and its auxiliaries are not caught off guard by developing fiscal or operational problems.
- The Board also discussed the broader context of auxiliary operations across the CSU system. Member West shared that a colleague at another CSU campus had described the widespread difficulties auxiliaries are experiencing across the state, noting that TAP is not alone in facing structural and compliance-related pressures. Vice President Wallace agreed and added that there are approximately 94 or 95 auxiliaries across the CSU system, many of which are currently under strain.

IX. Consent Action Items

A. Non-Discrimination Policy  
*Recommended by Executive Committee*

*Approval of the standalone Non-Discrimination, Harassment and Retaliation Policy, expanded from TAP’s Employee Handbook to establish a governance-level standard consistent with CSU Executive Orders and federal civil rights requirements.*

B. Retirement Committee Charter Revision  
*Recommended by Executive Committee*

*Approval of revisions to the Retirement Committee Charter to clarify fiduciary responsibilities, update committee membership expectations, and realign the delegated authority previously assigned to the Executive Director.*

C. Constitution & Bylaws  
*Recommended by Finance & Investment Committee*

*Approval of consolidated revisions to the TAP Constitution and Bylaws that align the document with TAP’s post-Executive Director structure, tie signature authority to the current Delegation of Signature Authority, and update officer and committee language to reflect current practice.*

- Chairperson Rawlins presented the consent agenda consisting of the Non-Discrimination Policy, Retirement Committee Charter Revisions, and the Constitution & Bylaws.

- Member Beverage moved approval of the consent agenda, and Member West seconded. Hearing no objection, the motion carried.

## X. Informational Items

### A. Reserve Policy

- Ms. Dodd presented informational updates regarding the reserve policy and the advisory audit observation matrix. It was reported that the reserve policy had been identified in the advisory review as requiring additional clarity, particularly regarding reserve targets, categories, and methodology. Ms. Dodd shared that draft revisions have undergone an initial review with further review expected at the Finance and Investment Committee level before the policy returns to the Board for action.

### B. Advisory Audit Observation Status Update

- Ms. Dodd presented the Advisory Audit Observation Status Matrix to illustrate the mechanisms developed to track, monitor and implement corrective actions. Dr. Norman commented that while the action plan and matrix of corrective actions conveyed a sense of movement, he believed the Board needed more concrete metrics by which to judge actual progress. He observed that concepts such as “sufficient staffing support” and “improved oversight” are meaningful only if they can be measured. He suggested that TAP identify specific indicators, such as reductions in late invoices, improvement in receivables collection, or other measurable benchmarks, so that the Board can objectively assess whether corrective actions are producing results. Vice President Wallace agreed with that recommendation and explained that TAP leadership has already developed a matrix tied to audit and advisory findings and is actively working through the corrective actions associated with those findings. She credited the TAP team, including Amanda and Marcus, for compiling those items into a working framework. Wallace also described the detailed work being done by Ryan and others to meet with campus partners, review procurement practices, and tighten controls around financial transactions and oversight. She highlighted recurring issues with late billing by principal investigators, particularly in the grants area, and explained that TAP has begun implementing stricter accountability measures, including tracking every late invoice and considering stronger documentation and justification requirements when fiscal-year billing deadlines are not met. She made clear that the campus can no longer tolerate these matters as routine exceptions, particularly because they expose the institution to reimbursement risk and ongoing audit findings.

## XI. Other Items

- The Board discussed employee morale and possible staff recognition efforts. Given the strain employees have experienced as a result of audits, restructuring, and uncertainty about staffing, there was support for a staff appreciation gathering. At the same time, Board members discussed the importance of timing and presentation so that such an event would be received as sincere and supportive rather than rushed or performative. It was suggested that a staff recognition event be held after the holiday period, early in the new year, when planning could be more thoughtful and staff would be in a better position to participate. The Board approved moving forward with a staff event in early 2026 with a budget not to exceed \$1,500.
- Lastly, the Board briefly discussed the possibility of a future Board retreat. Given current financial conditions and the organization’s focus on corrective actions and fiscal discipline, some members questioned whether it would be appropriate to incur additional expense for a facilitated retreat. There was general agreement that if a retreat or planning session is held, it should be structured in a modest and practical way that reflects TAP’s current priorities and financial realities.

## XII. Adjournment

- Chairperson Rawlins called for a motion to adjourn. Member Repp-Loadsman made a motion, and it was seconded by Member Brown to adjourn the meeting. The motion carried, and the meeting adjourned at approximately 4:35 p.m.