



Minutes of the Regular Meeting of the Board of Directors December 16, 2021

There was no physical location due to Executive Order N-25-20 issued March 17, 2020, relating to the convening of public meetings in response to the COVID-19 pandemic.

Attendees (All attendees attended via Zoom)

Members: Ann Bersi, Vice Chair; Leon Wyden, Charles De Leone, Carl Kemnitz, Jason Schreiber, Michael Walsh, Cynthia Chavez Metoyer, Denise Garcia, Chris Thibodeau, Carmen Rene, Dylan Crivello, Julia Glorioso

Members Absent: Sarah Villarreal, Kristin Stewart

Staff: Bella Newberg, Will Marchese, Janine Prior, Janelle Temnick, Deborah Davis, Sheila Van Metre, Michelle Hinojosa, Karla Frazee, Justin Cox

Guests: None in attendance

Convening of the Regular Meeting

A quorum being present, Vice Chair Bersi called the meeting to order at 3:11 p.m. Bersi welcomed our new Executive Director/AVP Business Development, Will Marchese, and Sheila Van Metre as the new Executive Assistant. Members and staff introduced themselves and their roles.

Bersi recognized that a revised agenda had been distributed. Bersi explained that the revised agenda modified the order in which committee reports and university updates would be presented. Bersi also recognized the second Action Item, IV B, "Amended Campus Dining Facility Resolution" was replaced with "Revision to the September 12, 2019, Resolution Authorizing Negotiation and Execution of Space Lease and Management Agreement for Operation of an All-You-Care-To-Eat Campus Dining Facility".

A motion was made and seconded (De Leone/Wyden) to approve the revised agenda and for the replacement of Action Item IV B, to "Revision to the September 12, 2019, Resolution Authorizing Negotiation and Execution of Space Lease and Management Agreement for Operation of an All-You-Care-To-Eat Campus Dining Facility". Motion carried. The agenda was approved as revised.

Open Session

Bersi opened the meeting to public comments. There were none.

Minutes of the September 23, 2021, Annual Meeting

A motion was made and seconded (Rene/Schreiber) to approve the September 23, 2021, annual Meeting minutes. Motion carried.

Minutes of the September 23, 2021, Regular Meeting

A motion was made and seconded (Rene/Wyden) to approve the September 23, 2021, Regular Minutes. Motion carried.

Minutes of the November 16, 2021, Special Meeting

A motion was made and seconded (Rene/Schreiber) to approve the November 16, 2021, Special Meeting minutes. Motion carried.

Committee Reports and University Updates

University Update

Schreiber provided the University update on behalf of Villarreal. Schreiber welcomed the new CSUSM Corporation Executive Director, Will Marchese, thanked Karla Frazee for her service to the Corporation, and congratulated Bella Newberg for her 29 years of service to the University and Corporation. Schreiber provided an update on the search for a Vice President of Student Affairs and wished faculty and students well during finals week. The University is continuing to monitor COVID 19 surge and continuing to work with the CSU system and the County Public Health Department.

Administration Update

Marchese provided a status update on the South Parcel Affiliation and Dining Projects. Marchese reported that the objective for entering into an affiliation agreement with North City was to provide an affordable student housing option for first year CSUSM students. The Corporation continues to work with the Chancellor's Office, Office of General Counsel, and Schreiber is leading the effort with Student Affairs to ensure all bases are covered. Construction is on schedule with an anticipated opening Fall 2022.

Marchese presented an overview of the Dining Project including the status of the resolution approved by the Board in 2019 authorizing the Executive Director to move forward with entering into a commercial lease agreement at the QUAD for the purpose of designing and constructing an all you care to eat dining facility. Marchese reported that the project had been postponed due to the COVID-19 Pandemic and that Lessor had temporarily agreed to stay rents to offset impacts of the pandemic. Marchese reported that the tenant improvements costs had increased by roughly \$1 mil. due to construction cost escalation, supply chain impacts, and general inflationary pressure among other factors. Marchese discussed that a financial analysis of the project would be provided as part of the board resolution requesting augmentation of the 2019 resolution to increase the project budget. Marchese explained that the housing affiliation and associated dining project was mission driven and had to be viewed collectively to balance financially.

Temnick provided an overview of the dining facility layout and meal plans that will be offered. Sodexo, our campus partner for dining, will operate the dining facility. Marchese provided a high-level overview of financial strategies to mitigate forecasted operating deficits.

Office of Sponsored Projects Update

De Leone reported the Sponsored Projects Committee met on November 19, 2021 and shared that there were \$8.1 Million in submissions for Q1 and \$7.1 Million received in awards.

November 30, 2021 was the first Celebrating Proposal Submissions reception hosted by the Office of the Provost and the Office of Graduate Studies and Research (OGSR). The event was to thank faculty and staff who submitted proposals for grants and contracts in the last two years. On December 2, 2021, OGSR and University Advancement presented Investing in You, a training that teaches staff how to develop grant seeking and writing skills.

De Leone reported the Cayuse software rollout continues, Q1 expenditures are bouncing back and two procedures, Cost Sharing Procedure for Sponsored Projects, and Subrecipient Monitoring Procedure, were approved.

Quarterly Financial Report 9/30/21

Davis reviewed the Quarterly Financial Report that was sent prior to the meeting as attachment D.

Quarterly Investment Report 9/30/21

Prior reviewed the Investment Report that was sent prior to the meeting as attachment E.

Joint Audit Committee Report

Thibodeau reported that the Joint Audit Committee met on September 28, 2021, to review the audits for CSUSM Corporation, University Foundation and Associated Students Inc. The auditors from Aldrich found no issues or findings for all three entities.

Executive Committee Report

Wyden reported the Executive Committee met on November 15, 2021. The primary purpose was to finalize the appointment of the new Executive Director. The committee moved to a closed session to discuss details. The Committee will be meeting again to discuss the Resolution-Authorizing Shared Reporting Responsibility that was referred back to the Executive Committee.

Consent Agenda

Bersi explained the purpose of the Consent Agenda and that the item comes fully reviewed and discussed by the Joint Audit Committee. The purpose of the Consent Agenda is to save time. Bersi asked if anyone wanted to remove the item from the Consent Agenda. There being none, *a motion was made and seconded (Wyden/De Leone) to approve the following item as presented. Motion carried.*

- CSUSM Corporation Financial Audit Report & A-133 Compliance Report 06/30/21 (Attachment I)

Action Items

Revised FY 21/22 Budget (Attachment J)

Prior reviewed revised budget and highlighted the primary revisions.

A motion was made and seconded (Rene/Chavez Metoyer) to approve the revised FY 21/22 Budget as presented. Motion carried.

Revision to the September 12, 2019, Resolution Authorizing Negotiation and Execution of Space Lease and Management Agreement for Operation of an All-You-Care-To-Eat Campus Dining Facility (Attachment K)

Marchese reviewed the revisions that were made to the resolution and accompanying attachment A approved by the Board on September 12, 2019. The amended resolution addresses reallocation costs coming from Sodexo and captured cost escalating from the original bid. This includes revised Attachment A which is on a 5-year pro forma to demonstrate this is a service to the University and not a profit center at this point. Newberg added, the financial pro forma is set up to make this program work from a financial perspective and help the program come together successfully.

A motion was made and seconded (Kemnitz/Rene) to approve the revised September 12, 2019, Resolution Authorizing Negotiation and Execution of Space Lease and Management Agreement

for Operation of an All-You-Care-To-Eat Campus Dining Facility, and the revised attachment A as presented. Motion carried.

Announcement

Marchese announced an organizational move to promote Trina Beckwith to Associate Executive Director of Administration. Trina will continue to oversee the Office of Sponsored Projects.

Adjournment of Regular Meeting

Bersi declared the meeting adjourned at 4:32 p.m.



Jason Schreiber
Secretary

02/25/2022

Date