

CHICO STATE ENTERPRISES

Board of Directors' Meeting Minutes

Monday, December 14, 2020, 2:00 – 4:30 pm

<https://csuchico.zoom.us/j/81309596735?pwd=dXRCNjNOc1NtdWNoSEpJT3B2Ymwydz09>

Telephone: US: +1 669 900 6833 - Webinar ID: 813 0959 6735

Passcode: 837053

MEMBERS PRESENT: John Unruh, Gayle Hutchinson, Debra Larson, Bob Kittredge, Angela Trethewey, Ann Sherman, Ahmad Boura, Ben Seipel, David Stachura, Tom Lando, Tod Kimmelshue, John Carlon

MEMBERS ABSENT: Sandy K. Parsons-Ellis

ALSO PRESENT: Mary Sidney, Natalie Carter, Timothy Sistrunk, David Hassenzahl, Vance Kelly, Timothy Sailsbery, Julie Jessen, Kristin Gruneisen, Michele Flowerdew, Russell Wittmeier, Marianne Paiva, Betsy Boyd, Jerry Fieldsted, Rick Ford, Jeni Kitchell

I. **Call to order** – Larson called the meeting to order at 2:02pm

II. **Approval of minutes from October 12, 2020**

Motion to approve the minutes from the Board of Directors meeting on October 12, 2020

(Lando/Kittredge)

Motion carried (12/0/0)

III. **Public comments and announcements** – none

IV. **Reports**

A. University President's Report – Hutchinson offered Holiday wishes, she shared that the Campus Master Plan was passed unanimously at the recent Board Trustee meeting. She shared the new science building has been furnished and finished for a soft opening in the Spring. Hutchinson continued, with an update that the Spring enrollment had reduced by a 3.5 percent, and that plans are underway to increase the on-campus presence for Fall 2021.

B. Board President's Report – Larson shared about the end of the Fall 2020 semester and plans for mostly-virtual instruction in Spring. She shared about growth of the STEM-NET student initiative, focused on enhancing educational and research opportunities for faculty and students CSU system-wide. She announced the selection of Tracy Butts as the Dean for the College of Humanities and Fine Arts. Lastly, Larson shared the pending retirement of Dr. John Unruh at the conclusion of the current fiscal year. She thanked him for his service to the College of Agriculture, the CSE Board of Directors, and to California State University, Chico. Unruh reflected briefly on his years with Chico State, and the memories he will treasure forever.

C. Board Reappointments – Sidney shared that four Board Member's (Tom Lando, Tod Kimmelshue, Bob Kittredge, and Angela Trethewey) had agreed to renew their expiring

appointments, effective, September 1, 2020.

- D. Finance and Investment Committee Report** – Kelly shared the financial statements for fiscal year 2020-21, reporting that operations are in the black. Kelly shared about specific line items in the budget to actual that stand out or need adjustments. Kelly discussed the Statement of Net Position as of 10/31/2020. He shared plans to accrue funds on a more regular basis to more accurately reflect assets and liabilities. Kelly discussed changes in the net-position, and ways to improve the financial statements in the future. Kimmelshue asked for clarification as to the Capital Assets, which includes vehicles, equipment, parts of the University Farm, as well as 25 and 35 Main Street. Wittmeier shared that unemployment claims were up significantly due to COVID-19.
- E. Ad-Hoc Committee on Governance Report** – Sidney shared that following a 30-day review of proposed Bylaw changes discussed at the previous meeting, the Board is now able to make a final vote on the changes.

Motion to approve revisions to bylaws changes as proposed

(Lando/Sherman)

Motion carried (12/0/0)

Sidney shared the proposed Charter for the Governance Committee: to develop, periodically review, and propose amendments to the governance documents (bylaws, articles of incorporation, etc.); to ensure timely and compliant selection of Board Members; to make candidate recommendation to the **CEO not the Board chair**; as well as to review the performance, and any perceived or actual conflict of interest involving CSE Board Members. Hassenzahl suggested a reference to the Bylaws relating to the selection/appointment of committee members.

Motion to approve the Governance Committee Charter

(Kimmelshue/Unruh)

Motion carried (12/0/0)

F. Chief Executive Officer's Report (oral)

Sidney shared that Board members need to complete the annual Conflict of Interest letters and should expect to receive them electronically

Sidney shared the OneSolution implementation is underway, and that significant progress has been made. She added that the development and implementation of the new pre-award software, Cayuse, is happening in parallel to ensure a transition to pre-award software that is fully supported.

Sidney shared that two offers were made on the property at 6th & Cedar (The Railroad Property), and that the larger of the two offers, made by a local buyer has been accepted and the sale is currently in escrow.

G. Special Board Resolutions – Staff Recognition – Sidney expressed her deep appreciation for the contributions of Michele Flowerdew, Russell Wittmeier, Vance Kelly, Julie Jessen, and Jeni Kitchell for, allowing CSE to pivot in a new direction and tackle issues that had challenged the two previous organizations, the CSU, Chico Research Foundation, a non-profit auxiliary organization, and the CSU, Chico Research and Sponsored Programs (RESP) Office, which merged operations in 2019.

Sidney presented Chico State Enterprises Board of Directors Resolution FY21.001, recognizing Michelle Flowerdew for her remarkable achievements and extraordinary contribution to the success of Chico State Enterprises; FY21.002, recognizing Russell Wittmeier for his extraordinary impact and outstanding contribution to the success of Chico State Enterprises; FY21.003, recognizing Vance Kelly for his remarkable achievements and extraordinary contribution to the success of Chico State Enterprises; FY21.004, recognizing Julie Jessen her outstanding effort and her invaluable contribution to the success of Chico State Enterprises; and FY21.005, recognizing Jeni Kitchell for her extraordinary effort and outstanding contribution to the success of the newly-created Chico State Enterprises and the continued success of the University Foundation.

Larson expressed her deep felt thanks to the team, for Mary, and for the Boards efforts and commitment to the creation of CSE. Larson added her appreciation for Dave Hassenzahl for his efforts serving and Associate Vice President for the RESP, as well as interim CEO during the transition. She shared appreciation for the entire teams confidence and commitment to a successful reorganization, and special appreciation for Mary Sidney's leadership.

V. Meeting adjourned at 3:19pm

Respectfully submitted,



Mary Sidney, Secretary