

Board of Directors Meeting
May 24, 2024
9:00 a.m.

MINUTES

A meeting of the Board of Directors of San Diego State University Research Foundation was held in the SDSU Research Foundation Boardroom on Friday, May 24, 2024, pursuant to the notice duly posted for public information.

The following Officers were present:

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| Adela de la Torre, President |
| Hala Madanat, Vice President |
| Agnes Wong Nickerson, Treasurer |
| Randolph Philipp, Secretary |
| Michèle Goetz, Associate Secretary-Treasurer |

The following Directors were present:

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| Vickie Capps | Jennifer Thomas |
| Steve Gill | William Tong |
| Tom McCarron | Ming-Hsiang Tsou |
| David Page | Alex Waters |

The following Directors were absent:

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| Guadalupe X. Ayala | Sweta Sarkar |
| Joan Copenrath | Robert Zeller |
| Tarek Morsy | |

The following University administrators, guests, and Research Foundation staff members were present:

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| Laura Buffard | Deb Naylon |
| Katarina Hernandez | Athena Quarles |
| Cody Lee | Rachel Raynoha |
| Leslie Levinson | Jessica Ross |
| Tommy Martindale | |

I. Call to Order

President de la Torre called the meeting to order at 9:00 a.m. and welcomed staff and guests.

II. Consent Agenda

President de la Torre requested a motion to approve the consent agenda items.

Motion: A motion was made, seconded, and unanimously carried to accept the consent agenda thereby approving:

- A. Minutes of the March 8, 2024, Board of Directors Meeting
- B. Resolution 24-04: Signature Delegation for County of San Diego Programs

III. Resolutions of Commendation

President de la Torre acknowledged and thanked Dr. Guadalupe X. Ayala and Dr. Randolph Philipp, whose board terms end September 2024, as well as Mr. Tarek Morsy, 2023-24 Associated Students President, whose board term ends after today's meeting.

IV. Election of Board Members and Committee Members

President de la Torre nominated Dr. Humberto Parada Jr. to serve his first three-year term as a presidential nominee; community members Ms. Joan Copenrath and Mr. Alex Waters to serve their third and second, respectively, three-year terms; and Senate recommended nominees Dr. Uduak Z. George and Dr. Jennifer Thomas to serve their first and third, respectively, four-year terms. She then nominated Dr. Jennifer Thomas to serve as Secretary of the Board for a one-year term.

Motion: A motion was made, seconded, and carried with ten votes in favor, zero votes against, and two abstentions, to approve the above nominations.

President de la Torre called for a motion to approve the following committee appointments: Agnes Wong Nickerson as Chair of the Finance and Investment Committee; Vickie Capps, Tom McCarron, Mahasweta Sakar, and Robert Zeller as Finance and Investment Committee members; David Page as Chair of the Audit Committee; and Vickie Capps, Joan Copenrath, Steven Gill, and Ming-Hsiang Tsou as Audit Committee members.

Motion: A motion was made, seconded, and unanimously carried to approve all Committee appointments.

V. Presentation on Tech Transfer Initiatives

Dr. Laura Buffard, Associate Vice President of Innovation in the Division of Research and Innovation, San Diego State University, gave a presentation on the mission, benefits, strategic goals, achievements, challenges, and action plan of the Technology Transfer Office. Dr. Buffard went on to spotlight high-potential assets and opened the floor to questions. Discussion ensued.

VI. Vice President for Research and Innovation Report

Vice President Madanat began by reminding the board that the university engaged consulting company Maximus to complete an assessment of the university's research infrastructure. She provided an overview of the process Maximus took to review and understand the goals of the university and what steps were needed to achieve R1 status. VP Madanat finished by presenting the recommendations Maximus provided to the university and opened the floor to questions. Discussion ensued.

VII. CEO Report

Ms. Goetz began with an update on the outcome of the CSU auxiliary audit of SDSURF; she reminded the board that SDSURF was selected by the CSU Audit and Advisory Services for an audit of SDSURF's operations, noting that unlike the annual financial audits of SDSURF, the CSU auxiliary audit is broader in scope with no threshold for materiality. She noted that the audit began in December and concluded in March, with only one audit comment regarding the employment check-out process. Ms. Goetz recognized the hard work and thoroughness of SDSURF staff, commending staff for their diligence in helping run an efficient organization.

She moved on to provide an update of the organizational goals, objectives, and other pertinent items including the implementation of Chrome River, development of the F&A rate proposal, changes to the Georgian law regarding non-commercial entities, and proposal and award numbers. She noted that proposals submitted, pending, and awarded continue to be ahead of last year and presented the current award and proposal numbers.

Ms. Goetz moved on to provide the board with an overview of the next action item. She informed the committee that SDSURF is a long-term recipient of the Women, Infant, and Children (WIC) nutritional aid program contract, funded by the State of California with federal pass-through funding. In 2006, the WIC program applied for and received accreditation for the program through the Accreditation Council for Education in Nutrition and Dietetics (ACEND), the accrediting agency for the Academy of Nutrition and Dietetics, noting that the current accreditation expires June 30, 2024. In 2024 SDSURF was informed that ACEND will require evidence of state authorization or exemption as an education institution from all free-standing Dietetic Internship programs, including the SDSURF WIC Program. The application requires board certification by each member of the board, and therefore management is requesting that the Board of Directors adopt the resolution confirming the Chief Executive Officer's authority to sign the Application for Verification of Exempt Status on behalf of the board and to ratify the actions taken by WIC to independently apply for certification in prior years.

President de la Torre called for a motion to adopt Resolution 24-05:

**RESOLUTION NO. 24-05
RESOLUTION OF THE BOARD OF DIRECTORS
OF SDSU RESEARCH FOUNDATION
CONFERRING AUTHORITY TO SIGN
THE APPLICATION FOR VERIFICATION OF EXEMPT STATUS
SAN DIEGO WIC DIETETIC INTERNSHIP PROGRAM**

RECITALS

San Diego State University Foundation, a California nonprofit public benefit corporation, doing business as San Diego State University Research Foundation (the "Corporation"), is a California State University auxiliary organization authorized by Education Code §§89900 et seq., and has been established to benefit San Diego State University ("SDSU");

Education Code §66010(a) includes in its definition of "public higher education" the California State University, and each campus, branch, and function thereof;

The Corporation is a function of, and has been established to benefit, San Diego State University ("SDSU"), which is a campus of the California State University;

The Corporation provides a wide range of SDSU-supporting activities which includes, but is not limited to, the workforce development or rehabilitation services;

The Corporation offers a discrete San Diego WIC Dietetic Internship Program, with its own website and advisory board;

BPPE is now requiring the San Diego WIC Dietetic Internship Program to submit its Application for Verification of Exempt Status to validly operate.

RESOLUTIONS

NOW, THEREFORE, BE IT RESOLVED, that these resolutions are enacted by the Board of Directors of the Corporation;

RESOLVED FURTHER, that all actions previously taken by the Corporation, its officers and the WIC program representatives and advisory board in connection with WIC internships are hereby ratified, confirmed and approved, and the Corporation is authorized and directed to continue the WIC program as currently constituted and operated;

RESOLVED FURTHER, that all previous forms, documents and communications, previously exchanged with, submitted to, or filed with, BPPE by the Corporation, are hereby ratified, confirmed and approved, and the Corporation is authorized and directed to execute and deliver a new Application for Verification of Exempt Status;

RESOLVED FURTHER, that any and all acts or actions relating to the foregoing resolutions taken by Corporation, which acts would have been approved by the foregoing resolutions, except that such acts were taken prior to or after the execution of this resolution, be, and hereby are, ratified, confirmed and approved as the acts of the Corporation;

RESOLVED FURTHER, that the Chief Executive Officer shall have the authority to act for the Corporation in connection with the Application for Verification of Exempt Status and any related documentation, and claim an exemption under California Education Code §94874(c), “a postsecondary educational institution established, operated, and governed by the federal government or by this state or its political subdivisions”, as the Corporation administers research grants and contracts and performs other SDSU supporting functions, including acting as grantee for the San Diego WIC Dietetic Internship Program;

RESOLVED FURTHER, that the Chief Executive Officer, acting alone, is authorized to sign and deliver on behalf of the Corporation the Application for Verification of Exempt Status;

RESOLVED FURTHER, that to the extent necessary to implement the preceding paragraph, this Resolution shall be deemed to constitute a power of attorney appointing the Chief Executive Officer as such attorney-in-fact; and

FINALLY, RESOLVED that this Resolution shall take effect immediately upon its adoption.

Motion: A motion was made, seconded, and unanimously carried to approve resolution 24-05 approving authority to sign the application for verification of exempt status San Diego WIC Dietetic Internship Program.

VIII. Finance and Investment Committee Report

Ms. Agnes Wong Nickerson, committee chair, reported on the Finance and Investment Committee meeting held May 15, 2024. Ms. Wong Nickerson provided an update on the annual tax return, banking updates, and the summary of investments report. She then asked Ms. Leslie Levinson to provide an overview of the budget and banking update.

Ms. Levinson directed the board to the general fund budget and provided an overview of revenue areas including F&A, self-support fees, facilities rents, investment income, and expense areas including administration and operations, facilities, and allocations. Ms. Levinson then opened the floor to questions. Discussion ensued.

President de la Torre called for a motion to adopt Resolution 24-06:

**RESOLUTION OF THE BOARD OF DIRECTORS:
APPROVAL OF SDSU RESEARCH FOUNDATION’S
FY 2024-25 ORIGINAL GENERAL FUND BUDGET**

RESOLVED, That the Original General Fund Budget, as submitted to the Board of Directors at its meeting on May 24, 2024, with total Source of Funds at \$49,087,000 and Use of Funds of 48,924,000, be adopted as SDSU Research Foundation’s budget for fiscal year 2024-25 forwarded to the President for her approval.

Motion: A motion was made, seconded, and unanimously carried to approve Resolution 24-06 approving the FY 2024-25 Original General Fund Budget.

IX. New Business

President de la Torre called for any items of new business. Hearing none, she took a moment to introduce new Associated Students President Katarina Hernandez. She then asked Ms. Hernandez to introduce herself.

Ms. Hernandez introduced herself and provided an overview of her background and experience at SDSU. She noted that she is looking forward to working with the Board and getting a better understanding of SDSU Research Foundation and its mission. She informed the committee that Associated Students has roughly \$400,000 in research-based scholarships; this has helped Associated Students provide more scholarships this year for research-based activities. She then thanked the board for having her.

President de la Torre adjourned the meeting at 10:58 a.m.

Respectfully,

Michèle G. Goetz
Associate Secretary-Treasurer