

**Research Foundation****Board of Directors Meeting****September 25, 2020****9:00 a.m.****MINUTES**

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A meeting of the Board of Directors of San Diego State University Research Foundation was held virtually on the Zoom platform from San Diego, California, on Friday, September 25, 2020 pursuant to the notice duly posted for public information.

**The following Officers were present:**

Adela de la Torre, President

Hala Madanat, Vice President

Karen Emmorey, Secretary

Agnes Wong Nickerson, Treasurer

Michèle Goetz, Associate Secretary-Treasurer

**The following Directors were present:**

Guadalupe X. Ayala

Christian Holt

Randolph Philipp

Bill Brack

Natalie Mladenov

Jennifer Thomas

Joan Copenrath

Ming-Hsiang Tsou

Robert Zeller

Craig Hauser

David Page

**The following Directors were absent:**

Vickie Capps

Salvador Ochoa

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

Debbie Brighton

Teresa Loren

Jessica Ross

Marla Hummel

Lizette Nájera

Matt Spagnuolo

Vicky Kern

Deb Naylor

Bill Tong

Leslie Levinson

Rachel Raynoha

**I. Call to Order**

President de la Torre called the meeting to order at 9:05 a.m. and welcomed guests to the meeting.

**II. Consent Agenda**

President de la Torre requested a motion to accept the Consent Agenda.

**Motion:** A motion was made, seconded, and unanimously carried to accept the Consent Agenda for the SDSU Research Foundation Board of Directors meeting thereby approving:

- a) SDSU Research Foundation Board Meeting Minutes of May 8, 2020
- b) Resolution 20-08: Industrial Security Clearance
- c) Resolution 20-09: Authorized Signatories for Banking and Investment Transactions

### **III. Revision of SDSU Research Foundation Bylaws**

President de la Torre called for a motion to approve the revision to the SDSURF Bylaws. The university strategic plan “We Rise. We Defy” includes the goal of *Becoming a Premier Public Research University: A New Kind of HSI. SDSU will forge a path to become an R1 Doctoral University where excellence and access converge.*

The president noted that to help achieve this long-term institutional goal, the SDSU Research Foundation’s Executive Director should have direct line reporting to the Vice President for Research and Innovation. She further clarified that the Executive Director would retain dotted line reporting to the Vice President for Business and Financial Affairs to ensure the Vice President, as CFO of the university, can exercise his/her oversight responsibilities in accordance with CSU policies. In addition, the title of the Executive Director was recommended to be updated to Chief Executive Officer to further clarify his/her responsibility for management of the day-to-day operations of the organization.

President de la Torre called for a motion to adopt Resolution 20-10:

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF SDSU RESEARCH FOUNDATION  
AMENDMENT TO ARTICLE V - OFFICERS  
OF SDSURF BYLAWS**

**Motion:** A motion was made, seconded, and unanimously carried to approve Resolution 20-10.

**RESOLVED, FIRST, that the Board of Directors approves SDSU Research Foundation’s proposed amended bylaws as presented on September 25, 2020 effective immediately upon adoption; and**

**SECOND, that the Board of Directors hereby directs management to update any and all documents necessary to reflect these changes, including job descriptions; and**

**FINALLY, that management post the updated bylaws on the Corporation website.**

### **IV. Chief Executive Officer Report**

Ms. Goetz welcomed Dr. Madanat to her first research foundation board meeting and reported on the year end results of proposal and award submissions - faculty submitted 1,251 proposals, the highest ever and \$144.4 million in awards were received, the fourth highest amount ever recorded.

Ms. Goetz also provided an update on federal funding, confirmed the extension of the SDSU F&A rate proposal for one year and discussed plans for the issuance of an RFP for state and federal representation. Finally, Ms. Goetz discussed the impact of the pandemic on research and the status of repopulation plans, recognizing the hard work and partnership of SDSU and SDSURF staff. Discussion ensued.

## **V. Finance and Investment Committee Report**

Finance and Investment Committee chair Agnes Wong Nickerson updated the board on the Finance & Investment Committee meeting held on September 17, 2020. Ms. Wong Nickerson reported that the Montezuma Project has started construction with a completion date of August 2021 and the M at College was sold to a non-profit which resulted in the transfer of our ground lease to the new non-profit. Ms. Wong Nickerson shared highlights of the Investment Summary report and reported that the Finance & Investment Committee had reviewed the budget in depth. She then turned the presentation to Ms. Leslie Levinson, CFO who gave a review of the results of the budget for FY20. Discussion ensued.

## **KPBS Collective Bargaining Agreement**

Ms. Goetz reported that the research foundation has one union with KPBS (SDSU public radio and television station) and reviewed the history of the formation of the union. Ms. Goetz noted that the terms of the agreement were set to expire December 31, 2020. Due to the pandemic, management and union representatives agreed to extend the current agreement to December 31, 2021 with no changes, subject to ratification by the Finance and Investment Committee. The finance and investment committee ratified the change at its September 17, 2020 meeting.

## **Retiree Medical Plan Changes**

Ms. Deb Naylor, director of human resources, presented an overview of the SDSU Foundation Health VEBA Trust for Post-Retirement Health Care Benefits (the VEBA Trust). Upon review, the VEBA Trust Oversight Committee, (an internal committee of senior management and staff at the Foundation), determined that it was in the best interest of the participants in the retiree Plan and the Trust to formalize the retiree Plan as a separate plan from the active employee plan and to add additional enhancements to the Plan. Ms. Naylor presented the enhancements the change would provide to retirees.

President de la Torre called for a motion to adopt Resolution 20-11:

## **RESOLUTION OF THE BOARD OF DIRECTORS OF SDSU RESEARCH FOUNDATION**

**AMENDING THE HEALTH VEBA PLAN FOR  
POST RETIREMENT HEALTH CARE BENEFITS AS  
A SEPARATE RETIREE PLAN**

**Motion:** A motion was made, seconded, and unanimously carried to approve Resolution 20-11.

**RESOLVED**, the Plan is hereby amended and restated and is documented in substantially the form contained in the attached document and the executive director, CFO and director of human resources are hereby authorized to take any action necessary to formalize and finalize the Plan.

**VI. Audit Committee Report**

Mr. David Page reported on the meeting held on September 24, 2020 and stated the research foundation had fourteen sponsor audits during fiscal year 2019-20, with no financial findings. Marla Hummel of Grant Thornton added that the first ever remote audit was a result of a tremendous effort by all.

Ms. Levinson provided the committee with an overview of the financial statements process and presented the draft financial statements and compliance report to the committee, providing a high-level review of significant changes.

President de la Torre called for a motion to adopt Resolution 20-12:

**RESOLUTION NO. 20-12:**

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF THE SDSU RESEARCH FOUNDATION  
APPROVING FY 2019-20 AUDITED FINANCIAL  
STATEMENTS AND COMPLIANCE REPORT**

**Motion:** A motion was made, seconded, and unanimously carried to approve Resolution 20-12.

**RESOLVED**, the Board of Directors of San Diego State University Research Foundation accepts and approves the Financial Statements excluding the Compliance report, audited by the firm of Grant Thornton LLP, for the fiscal year 2019-20.

**VII. Diversity, Equity, and Inclusion Plan**

Ms. Naylon provided an overview of the Inclusion, Diversity, Equity and Acceptance (IDEA) committee that was formed to support the research foundation's diversity initiatives. The committee comprised of 22 central staff, was formed after the SDSU University Senate approved a resolution on Feb. 6, 2018 requiring all units to engage in diversity planning. The committee

was charged to create an individual diversity plan that was congruent with the University Plan's goals and objectives. Ms. Naylon provided an overview of the goals of the plan.

President de la Torre called for a motion to adopt Resolution 20-13:

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF SDSU RESEARCH FOUNDATION  
ADOPTION OF  
DIVERSITY, EQUITY, AND INCLUSION PLAN**

**Motion:** A motion was made, seconded, and unanimously carried to approve Resolution 20-13.

**RESOLVED, that the Board of Directors of SDSU Research Foundation hereby approves and adopts the Diversity, Inclusion and Equity plan attached hereto subject to the recommendation to modify the title of the plan to read "SDSU Research Foundation Central Staff Diversity, Equity and Inclusion Plan."**

**VIII. Associated Students Report**

Associated Students (A.S.) president Christian Holt provided a brief report on current activities for A.S. Mr. Holt confirmed that A.S. had been operational and holding virtual board and committee meetings since March 2020. He presented the year's theme for A.S.: "Concept of One" – all it takes to change someone's life forever is one hello, one conversation and one action. Mr. Holt shared several events planned for the year and described how they were adapting services for students during the pandemic. Discussion ensued.

**IX. Vice President for Research and Innovation Report**

Interim Vice President for Research and Innovation, Dr. Hala Madanat, provided an in-depth review of award numbers from the prior year and described her plans for assessing college needs for bridge funding, infrastructure, and grant writing support. Dr. Madanat discussed her goals for the coming year related to the Strategic Plan and discussed the university plans for repopulating research. Discussion ensued.

**X. COVID-19 Related Research Overview**

Dr. Madanat highlighted three faculty led projects initiated in direct response to COVID-19:

- Dr. Kevin Wood, assistant professor of mechanical engineering and his team designed and built a low-cost ventilator that may be able to be mass produced and supplied quickly to aid in the fight against COVID-19. The prototype was being vetted by Sharp, UCSD, Scripps and partners in Mexico.

- Drs. Forest Rohwer and Naveen Vaidya are collecting and analyzing environmental samples for COVID-19. The project informs public agencies about how the virus spreads and determines if there are environmental reservoirs where the virus thrives.
- Dr. Madanat and Dr. Corinne McDaniels-Davidson are partnering with the County of San Diego Health and Human Services Agency to advance the county's COVID-19 contact tracing program in underserved communities.

Dr. Madanat also reported that a complete list of COVID-19 related projects conducted by SDSU faculty was being tracked and listed on the division website: <https://research.sdsu.edu/covid-19-projects>.

### **VIII. New Business**

President de la Torre called for any items of new business. Hearing none, she adjourned the meeting at 11:11 a.m.

Respectfully submitted,

Michèle G. Goetz  
Associate Secretary-Treasurer