Cal Poly Pomona Foundation, Inc.
Meeting of the Board of Directors, Meeting #415
September 1, 2026
2:00pm – 4:00pm
Bronco Student Center, Lyra Meeting Room
Join Zoom Meeting
https://cpp.zoom.us/j/88422196986?from=addon
Meeting ID: 884 2219 6986
AGENDA

Chair: Christina Gonzales

Directors: Erica Frausto-Aguado, Dr. Greg Barding, Dr. Alison Baski, Mayra Brown, Michelle Cardona, Dr. Neil Chaturvedi, Nancy Corrigan, Alejandra Lopez, John McGuthry, Madison Navarro, Cynthia Nelson, Dr. Phyllis Nelson, Ethan Orr, Lowell Overton, Stephanie Pastor, Monique Robles, Dr. David Speak, Frances Teves, April Jimenez-Valadez, Dr. Maryann Tolano-Leveque, Vanya Quiñones, Sherwin Weerakoon, Kris Zoleta

Staff: Shari Benson, Juan Hernandez, Tariq Marji, Shelby McNamara, Patty Romo, Thomas Sekayan

Guest:

I. BOARD OF DIRECTORS – CLOSED SESSION — Christina Gonzales, Chair
Kellogg West Facility Update

II. CALL TO ORDER & PUBLIC ACKNOWLEDGEMENT — Christina Gonzales, Chair
Acknowledgement of members of the public who may or may not be commenting on a specific item of making a general comment.

III. PRESIDENT'S REPORT — Vanya Quiñones

IV. CONSENT ACTION ITEMS
*Items in this section are considered to be routine and acted on in one motion. Each item of the Consent agenda approved by the Board shall be deemed to have been considered in full and adopted as recommended. Any Board member may request that a consent item be removed from the consent agenda to be considered as a separate action item. If no additional information is requested, the approval vote will be taken without discussion. An "**A**" distinguishes items requiring approval.*

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Next Meeting, Special Board Meeting via Zoom on September 11, 2026 at 3:00pm – 3:45pm

Cal Poly Pomona Foundation, Inc.
Meeting of the Board of Directors, Meeting #413
May 05, 2026
2:00 PM
Kellogg West Hotel & Conference Center
Minutes

Notice is hereby given that the meeting of the Board of Directors was held in person and by video teleconference on Tuesday, May 5, 2026, at 2:00 pm to discuss matters on the posted agenda. The meeting notice in its entirety was posted on the internet at: 00_Board-Agenda-5-05-2026.pdf

Present:	Dr. Alison Baski, Michelle Cardona, Dr. Terri Gomez, Christina Gonzales (Chair), April Jimenez- Valadez, Dr. Peter Hanink, John McGuthry, Cynthia Nelson, Dr. Phyllis Nelson, Lowell Overton, Stephanie Pastor, Monique Robles, Dr. David Speak, Dr. Homeyra Sadaghiani, Frances Teves, Sherwin Weerakoon, Kris Zoleta
Absent:	Dr. Iris Levine, Erica Frausto-Aguado, Dr. Maryann Tolano Leveque, Mayra Brown, Ruby Suchecki, Amiyah Elisworth, Madison Navarro
Staff:	Shari Benson, Claudia Burciaga-Ramos, Lisa Coats, Juan Hernandez, Tariq Marji, Patricia Romo, Thomas Sekayan
Guest:	None

I. CHAIR'S REPORT

Chair Christina Gonzales called the meeting to order at 2:11 p.m. and noted that no members of the public were present. Christina Gonzales mentioned that the first interview for the CEO position has been completed and next week the second round of interviews will take place.

II. GENERAL UPDATES

CEO's Report

Thomas Sekayan, Interim CEO, reported that Cal Poly Pomona Enterprises is focused on improving operations, aligning closely with student needs, and enhancing the student experience through data-driven decisions, transparency, and innovation.

Operational Performance & Dining Innovations

Dining Services remains a focal point of both operational improvement and student engagement. Through a social media engagement aligned with a broader industry trend, we acknowledged what was already widely understood by our students—that Centerpointe's burger offering did not meet expectations. More importantly, we followed through. The product has since been improved and relaunched, demonstrating our willingness not only to listen, but to act decisively and visibly.

Effective May 1st, the Carl's Jr. location was closed after 30 years of operation. In its place, we are developing a new in-house burger concept rooted directly in student feedback, focused on delivering high-quality, affordable food. Early engagement indicates a clear preference for a "smoky backyard burger". This concept is currently in development.

We successfully launched our partnership with Starship Technologies, introducing robotic food delivery across campus. We believe this initiative will shift student behavior away from third-party delivery platforms such as DoorDash, reducing delivery costs for students while redirecting spending back into campus operations, and improving safety through a reduction in CPP-affiliated individuals coming onto campus. Importantly, this program was implemented at no cost to the auxiliary, reflecting strong negotiation and disciplined vendor structuring. Through this newest revenue channel, Starship Technologies has generated more than $16,000 in sales, inclusive of service and delivery fees, within 20 business days. Beyond the financial implications, the presence of autonomous delivery aligns well with Cal Poly Pomona's polytechnic identity and presents a unique opportunity to enhance both the student experience and institutional differentiation in recruitment and retention efforts.

Brand, Engagement & Strategic Positioning

The organization responded constructively to Poly Post coverage regarding a certain graphic tee sold in the Bronco Bookstore and is exploring student-produced apparel with CPP's Apparel & Merchandise Management program pivoting the Bookstore into alignment with the organization's mission, and with the university's polytechnic mission.

Partnerships & Process Improvements

Beyond commercial operations, we continue to strengthen service delivery and internal processes.

With respect to Grants—Post-Award Administration, on April 16 we convened a working session with Principal Investigators and Budget Analysts to directly address communication gaps between our post-award team and research grant recipients. The discussion was candid and productive, establishing a foundation for more transparent and ongoing dialogue.

We conducted a high-level survey during the session and received direct, actionable feedback after clearly signaling our openness to honest input. Following this engagement, our team undertook an internal review that resulted in immediate process improvements, including simplifying communication, reducing administrative complexity, and exploring the transition of certain required forms into web-based formats using existing systems.

As part of our broader change management approach, we are now strategically involving PIs in the development of a comprehensive customer service survey, which we plan to launch in the Fall. This effort reflects a deliberate shift toward co-creation and continuous improvement in how we support research activity on campus.

Leadership Updates
Key retirements include Bookstore Director Clint Aase, who concluded 24 years of service on March 26. Suzanne Donnely has been named Interim Director, and an external search is currently underway for a permanent replacement.

Also, Rick Quintero fully retired on May 1, 2026, after 30 years of service with the Cal Poly Pomona Enterprises. Mr. Sekayan formally recognized Rick Quintero, Executive Director of TRIO, and stated that Rick's leadership and long-standing commitment to student success have had a meaningful and lasting impact.

Forward Focus
The organization aims to maintain operational performance, improve service quality, and strengthen financial sustainability while enhancing student impact.

CEO Reflection
The interim CEO reflects on eight months in the role, expressing gratitude and commitment, and noting that this could be their final report while applying for the permanent CEO position. To serve, guide, reorient, empower, optimize, and to enhance, have been the principles he sought to carry forward during this time.

III. RECOGNITION OF OUTGOING BOARD MEMBERS

Chair Gonzales extends our deepest gratitude to the Board Members below for their service:

- Dr. Iris Levine
- Amiyah Elisworth
- Sherwin Weerakoon
- Ruby Suchecki

IV. CONSENT ACTION ITEMS

- Approval of Minutes – #412 February 17, 2026
- Investment Portfolio Report Q3 2025-2026
- Employee Handbook Update
- FLPP Contribution
- Policy 126 – Executive Compensation
- 990 Tax Return Review
- PARS Conversion

Dr. David Speak made a motion to approve the consent items as presented, it was seconded by Kris Zoleta. Motion passed unanimously.

V. ACTION ITEMS

Proposed Operating & Capital Budget 2026-2027 & Proforma
Juan Hernandez, Chief Financial Officer, presented a high-level overview of the executive summary. He reported that the organization remains financially stable, supported by continued revenue growth and improvements in core operating performance. However, margin expansion continues to be constrained by rising costs, and overall results remain dependent on investment income.

Mr. Hernandez also presented the overall budget figures, including total revenue of $99.2 million and expenses of $96.3 million, resulting in a surplus of $2.9 million. After excluding $2.7 million of investment income to distinguish investment activity from operating results, the adjusted operating surplus is $0.2 million.

Commercial Services & Admin Highlights
Revenue increased by $6.1 million compared to FY 2025–2026, driven by growth across several key operational areas. Student Housing contributed approximately $2.0 million due to rental rate increases. Dining Services generated an additional $1.4 million from higher sales volumes, while the Bookstore saw a $1.3 million increase primarily attributed to the IAC fee adjustment compared to forecasted FY2025-2026 figures. Kellogg West also contributed approximately $1.3 million, reflecting increased room occupancy and food and beverage activity following KW Management's optimization of KW's core business, inclusive of an increase in recapturing lost business and gaining new UBI (unrelated business income) clientele.

Expenses also increased by $6.1 million compared to FY 2025–2026, largely due to higher operating and fixed costs across the organization. Student Housing expenses rose by approximately $2.7 million, driven by debt service, controllables, and labor costs. Dining Services expenses increased by about $1.1 million due to higher labor, utilities, and cost of goods sold (COGS). The Bronco Bookstore experienced a $0.7 million increase in expenses, primarily related to IAC cost of goods sold (publisher price increases). Kellogg West expenses increased by approximately $1.0 million, reflecting higher labor, depreciation, COGS, and overhead costs.

Support Activities Highlights
Revenue drivers reflect a modest increase of approximately $0.3 million compared to FY 2025–2026. Bronco OneCard is projected to remain financially neutral, with projected revenues covering costs. Agriculture contributed an increase of approximately $0.6 million, driven by higher farm and farm store sales. This was partially offset by a projected decrease of approximately $0.3 million in the Research Office, based on conservative estimates, and a decrease of approximately $0.2 million in Cal Poly Global Education (CPGE) due to conservative enrollment projections for International Programs.

Expenses are projected to increase by approximately $0.1 million compared to FY 2025–2026. The Research Office accounts for an increase of roughly $0.2 million, primarily due to higher labor and software costs. Agriculture expenses decreased by approximately $0.1 million, reflecting savings in controllable costs, which helped offset overall expense growth.

Overall Company Net Surplus, Designated Gift and Investments
The organization reported a surplus of $873,000 before designated gifts and investments. After accounting for designated gifts totaling $(637,000), the surplus excluding investments is $236,000. Estimated investment gains of $2.7 million bring the overall surplus, including investments, to $2.9 million.

Capital Budget 2026-2027
The FY 2026–2027 capital budget includes $4.72 million in new capital requests, or $5.84 million including carryover. Major investments are focused on key operational areas, with Kellogg West receiving $2.4 million for Marriott branding and facility upgrades, and Student Housing receiving $1.05 million for critical infrastructure improvements such as HVAC, boilers, parking, and safety enhancements. Additional allocations include $620,000 for Administration, which incorporates a $550,000 contingency, and $235,000 for Dining Services to support equipment upgrades and retail refresh efforts.

Overall, the capital plan prioritizes deferred maintenance, safety, and asset renewal, with investments largely concentrated in Kellogg West and Student Housing. The budget reflects a strategic emphasis on enhancing and modernizing existing infrastructure rather than pursuing new construction, while also maintaining contingency funding to address unforeseen needs.

Dr. David Speak made a motion to approve the proposed operating & capital budget for 2026-2027 & proforma as presented, it was seconded by Dr. Alison Baski, the motion passed unanimously.

Resolution to Continue Participation in the AORMA Programs
Shari Benson reported that the AORMA Participation Agreement has been revised to incorporate all four AORMA coverage programs funded through the California State University Risk Management Authority (CSURMA), with the amended agreement taking effect on July 1, 2026. Key updates include the consolidation of all programs into a single document, enhanced clarity regarding the responsibilities of program participants, particularly in supporting claims investigations—and updated definitions and terminology to improve consistency and understanding.

Dr. David Speak asked whether any alternatives were available; none were presented.

Dr. Phyllis Nelson made a motion to approve; Dr. David Speak seconded the motion; motion approved.

Election of Officers for 2026-2027

Chair Gonzales mentioned that per the By-Laws the Election of Officers occurs in the May meeting and presented the proposed 2026/2027 slate of CPPE Board of Directors Officers, as nominated by the Nominating Committee chaired by Director Terri Gomez.

- Dr. Vanya Quinones, University President
- Alejandra Lopez, ASI President
- Dr. Neil Chaturvedi, Faculty Director
- April Jimenez-Valadez, Staff Director
- Kris Zoleta, Staff Director
- Cynthia Nelson, Community Director
- Dr. David Speak, At-Large Director
- Dr. Maryann Tolano Leveque, At-Large Director

Dr. Phyllis Nelson made a motion to approve; April Jimenez-Valadez seconded the motion; motion approved.

VI. INFORMATION & DISCUSSION ITEM

Election of 2026-2027 Board Members

Chair Gonzales reported that due to timing of external nominating authorities, we are unable to establish the 26/27 Board of Directors members until after all external groups have submitted their nominations. Chair Gonzales stated that a special meeting will be held after May 13th to elect the members for the 26/27 Board of Directors.

Financial Highlights: Q3 2025-2026

Juan Hernandez presented the highlights of the Q3 financial performance, noting that FY 2025–26 year-to-date results through March 2026 reflect total revenue of approximately $95.1M and expenses of approximately $91.2M, resulting in a net surplus of approximately $3.9M.

Commercial Services, representing core operations, generated approximately $58.0M in revenue and a net surplus of approximately $3.4M. Key contributors to this performance included Student Housing (~$2.2M), Real Estate (~$1.6M), and Dining (~$0.6M), while Kellogg West reported a deficit of approximately ($1.1M).

In addition, investment activity contributed approximately $2.6M in income, significantly enhancing overall results. It was noted that Commercial Services continue to be the primary driver of profitability, with investment income providing an important supplemental benefit. Overall, the organization remains in a strong financial position.

Support Activities (YTD Actuals Detail)

Juan Hernandez presented the year-to-date performance of Support Activities, reporting total revenue of approximately $13.8M and a near break-even net impact of approximately ($25K).

Performance across units was mixed. The Research Office generated a positive contribution of approximately $0.7M, driven by strong grant performance. Cal Poly Global Education (CPGE) reported a favorable variance of approximately $0.45M, supported by growth in international programs and partnerships, as well as a revision in procedure that reduce deposit requirements for these international groups from 50% to 10%. In contrast, Agriculture experienced a deficit of approximately ($1.1M), primarily due to revenue shortfalls and operational challenges. Support Programs also reported a modest deficit of approximately ($0.1M).

Overall, positive contributions from select units were largely offset by losses in others, resulting in minimal net impact on the enterprise margin.

Board Subcommittee Sign Ups

Chair Christina Gonzales stated that the Board Subcommittees will be established at a time after the election of the 26/27 Board of Directors.

Thomas Sekayan, Interim CEO, shared that the Subcommittee sign-ups usually took place during the summer retreat, which will not be held this year. He added to Chair Gonzales' statement that Subcommittee sign-ups for the 2026–2027 term will take place over the summer and will be conducted electronically.

VII. OPEN FORUM

Chair Gonzales acknowledged there were no open items to discuss.

Dr. David Speak made a motion to move on; it was seconded by Dr. Phyllis Nelson, the motion passed unanimously.

VIII. CLOSED SESSION

It was moved by Dr. David Speak and seconded by Dr. Phyllis Nelson to move into a closed session. Motion carried.

A closed session was convened with only members of the Board of Directors, the Interim CEO, and the CHRO present; all other attendees, including Juan Hernandez, Chief Financial Officer, were excused. During the session, the Board reviewed and discussed the Chief Financial Officer's compensation. The proposed CFO compensation increase for FY 2025–26 was approved.

IX. ADJOURNMENT

A motion to adjourn was made by Dr. David Speak and seconded by Dr. Phyllis Nelson; the meeting was adjourned at 3:40 pm.

Respectfully submitted,

Alison Baski
Alison Baski (Aug 7, 2026 05:59:10 PDT)

Dr. Alison Baski, Secretary/Treasurer

Next Board Meeting #414 – September 2026, at 2:00 p.m. at Kellogg West Valley Vista Conference Room

Cal Poly Pomona Foundation, Inc.
Special Meeting of the Board of Directors, Meeting #414
June 08, 2026
11:00 AM
Teams Meeting
Minutes

Notice is hereby given that the meeting of the Board of Directors was held by video teleconference on Monday, June 8, 2026, at 11:00 am to discuss matters on the posted agenda. The meeting notice in its entirety was posted on the internet at: Board-Agenda-6-08-2026.pdf

Present: Dr. Alison Baski, Mayra Brown, Michelle Cardona, Dr. Terri Gomez, April Jimenez- Valadez, Dr. Peter Hanink, Dr. Iris Levine, John McGuthry, Cynthia Nelson, Dr. Phyllis Nelson, Stephanie Pastor, Dr. Homeyra Sadaghiani, Dr. David Speak, Frances Teves, Kris Zoleta
Absent: Erica Frausto-Aguado, Amiyah Elisworth, Chrstina Gonzales, Madison Navarro, Lowell Overton, Monique Robles, Ruby Suchecki, Dr. Maryann Tolano Leveque, Sherwin Weerakoon
Staff: Shari Benson, Juan Hernandez, Tariq Marji, Patricia Romo, Thomas Sekayan
Guest: None

I. CALL ORDER & PUBLIC ACKNOWLEDGEMENT

In the absence of Chair Christina Gonzales, Vice Chair John McGuthry presided and called the meeting to order at 11:02 a.m., noting that no members of the public were present.

II. ACTION ITEMS

Confirmation of 2026 – 2027 Board of Directors Membership

Thomas Sekayan proposed the 2026 – 2027 Board of Directors Membership list. Pursuant to Article V of the Cal Poly Pomona Foundation, Inc. Bylaws, the Board of Directors is composed of designated directors and elected directors representing faculty, staff, students, community members, a dean representative, and at-large directors. The Bylaws further provide that elected directors are nominated by the applicable recommending body and elected by the Board of Directors.

In preparation for the 2026-2027 fiscal year, the Board is asked to confirm the proposed Board membership list and take action on the director positions requiring election, reappointment, or acknowledgment for the upcoming fiscal year.

Positions Requiring Confirmation or Board Action:

Category	Nominee / Director	Action Needed	Term / Status
University President	Dr. Vanya Quinones	Acknowledge designated director	Serves while holding office
ASI President	Alejandra Lopez	Acknowledge designated director	Serves while holding office
Faculty Director	Dr. Neil Chaturvedi	Elect per Academic Senate nomination	3-year term beginning July 1, 2026
Staff Director	April Jimenez-Valadez	Reappoint / elect	3-year term beginning July 1, 2026
Staff Director	Kris Zoleta	Reappoint / elect	3-year term beginning July 1, 2026
Student Director	[Pending ASI Nomination]	Elect upon ASI nomination	Term to be confirmed
Community Director	Cynthia Nelson	Elect per University President nomination	3-year term beginning July 1, 2026
At-Large Director	Dr. David Speak	Reappoint / elect per University President nomination	2-year term beginning July 1, 2026
At-Large Director	Dr. Maryann Tolano Leveque	Reappoint / elect per University President nomination	2-year term beginning July 1, 2026
At-Large Director	Nancy Corrigan	Elect per University President nomination	Term to be confirmed

Proposed 2026-2027 Board of Directors Membership

Designated Directors
- Dr. Vanya Quinones, University President
- Dr. Terri Gomez, Vice President for Academic Affairs / Provost
- Christina Gonzales, Vice President for Student Affairs (Board Chair)
- Frances Teves, Vice President for University Advancement

- Michelle Cardona, Vice President for Administration & Finance / CFO
- John W. McGuthry, Vice President for Information Technology / CIO (Board Vice Chair)
- Dr. Peter Hanink, Academic Senate Chair
- Stephanie Pastor, Staff Council Chair
- Alejandra Lopez, ASI President

Faculty Directors
- Dr. Phyllis Nelson
- Dr. Neil Chaturvedi

Staff Directors
- April Jimenez-Valadez
- Kris Zoleta

Student Directors
- Madison Navarro
- Vacant [Pending ASI Nomination]

Community Directors
- Lowell Overton
- Monique Robles
- Cynthia Nelson

Dean Director
- Dr. Alison Baski (Board Secretary/Treasurer)

At-Large Directors
- Erica Frausto-Aguado
- Dr. David Speak
- Dr. Maryann Tolano Leveque
- Mayra Brown
- Nancy Corrigan

Dr. Peter Hanik requested an amendment to the list and mentioned that Dr. Greg Barding should replace him as the incoming Academic Senate Chair.

John McGuthry asked for a motion to approve the addition of Dr. Greg Barding and to approve the confirmation of the 2026 & 2027 Board of Directors Membership; Dr. Alison Baski made the motion to approve and Dr. Phyllis Nelson seconded the motion; motion approved.

III. CHAIR'S REPORT

Update on the CEO Position

Vice Chair John McGuthry announced the Board of Directors has approved the appointment of Thomas Sekayan as Chief Executive Officer of Cal Poly Pomona Enterprises.

Following a national search process, the Board determined that Thomas was the right leader to guide CPPE into the future. His extensive experience in auxiliary enterprises, strong operational and financial leadership, collaborative approach, and commitment to student success distinguished him throughout the process. Most importantly, he demonstrated a clear vision for how CPPE can continue to evolve as a strategic partner to Cal Poly Pomona while enhancing services and opportunities for students.

John McGuthry also thanked the employees who participated in the search process and shared their perspectives. Your engagement and feedback were invaluable and reflected the deep commitment that CPPE employees have to the future success of this organization.

IV. OPEN FORUM

Dr. David Speak expressed his appreciation to Dr. Iris Levine for her willingness to return and serve on the Board, and for attending the special meeting in her role as Interim President. He also thanked Dr. Levine for her continued dedication and contributions to the University.

V. ADJOURNMENT

A motion to adjourn was made by Dr. David Speak and seconded by Dr. Phyllis Nelson; the meeting was adjourned at 11:19 am.

Respectfully submitted,

Alison Baski
Alison Baski (Jun 24, 2026 13:48:04 PDT)

Dr. Alison Baski, Secretary/Treasurer

Next Board Meeting #415 – TBD September 2026, at 2:00 p.m. at Kellogg West Valley Vista Conference Room

2026-2027
Board of Directors & Meeting Calendar

Board members:

1. Christina Marie Gonzales, Chair
2. John McGuthry, Vice Chair
3. Dr. Alison Baski, Secretary/Treasurer
4. Vanya Quiñones
5. Erica Frausto-Aguado
6. Dr. Greg Barding
7. Mayra Brown
8. Michelle Cardona
9. Dr. Neil Chaturvedi
10. Nancy Corrigan
11. Dr. Maryann Tolano-Leveque
12. Alejandra Lopez
13. Madison Navarro
14. Cynthia Nelson
15. Dr. Phyllis Nelson
16. Dr. Ethan Orr
17. Lowell Overton
18. Stephanie Pastor
19. Monique Robles
20. Dr. David Speak
21. Frances Teves
22. April Jimenez-Valadez
23. Sherwin Weerakoon
24. Kris Zoleta

Corporate Liaisons:

Thomas Sekayan, CEO
Vacant, COO
Juan Hernandez, CFO
Shari Benson, CHRO
Tariq Marji, Sr. Director

Meets every quarter (September, December, February & May)
Board Meeting Tuesday, September 1, 2026 2:00 pm – 4:00 pm BSC, Lyra Meeting Room & Zoom
Special Board Meeting Friday, September 11, 2026 3:00 pm – 3:45 pm Zoom Meeting
Board Meeting Wednesday, December 16, 2026 2:00 pm – 4:00 pm TBD & Zoom
Board Meeting Tuesday, February 16, 2027 2:00 pm – 4:00 pm KW Auditorium & Zoom
Board Meeting Tuesday, May 25, 2027 2:00 pm – 4:00 pm KW Auditorium & Zoom

2026-2027
New Board of Directors Members

Board members:

1. Vanya Quiñones
2. Dr. Greg Barding
3. Dr. Neil Chaturvedi
4. Nancy Corrigan
5. Alejandra Lopez
6. Dr. Ethan Orr

CEO Report

Thomas G. Sekayan, Chief Executive Officer
Cal Poly Pomona Enterprises

Chair, Directors, and Members of the Public

Since my appointment as Chief Executive Officer on June 8, I have been focused on executing against priorities identified during my tenure as Interim CEO and positioning Enterprises for a successful academic year. Working closely with our senior leadership team, we have concentrated on strengthening organizational alignment, improving operational effectiveness, enhancing service delivery, and ensuring our resources remain intentionally focused on advancing student success and meeting the needs of Cal Poly Pomona.

One of the strongest observations I have made is that our employees deeply understand why we exist. Across Enterprises, I continue to see a genuine commitment to supporting students and contributing to the success of Cal Poly Pomona. At the same time, we have opportunities to modernize certain practices, systems, and processes, creating a path toward a more agile, responsive, and strategically aligned organization.

To guide that work, I have challenged our leadership team around three priorities: operating with the discipline and accountability of a corporate enterprise while delivering service like a small business; continuously improving the effectiveness of our internal operations; and ensuring that every initiative, investment, and resource deployment is intentionally aligned with our mission and generates meaningful value for students and the University.

One initiative that reflects this approach is our effort to establish a unified service culture across Enterprises. While our departments have long been committed to serving their clients well, service has often been delivered through different standards and approaches. To create a more consistent experience for students, campus partners, and external clients, we engaged service culture expert Jeff Toister to help us establish a common service philosophy rooted in our mission. Our goal is straightforward: regardless of whether someone interacts with Student Housing, Dining Services, the Bronco Bookstore, Kellogg West, or another Enterprise unit, they should experience the same commitment to responsiveness, professionalism, and partnership. By aligning all departments under a shared service culture, we can strengthen employee engagement, improve organizational effectiveness, and further distinguish Enterprises as a trusted partner to Cal Poly Pomona.

I have also intentionally spent time engaging with programs that exemplify Cal Poly Pomona's "Learn. Do. Become." philosophy. One highlight was visiting the Bronco Space and Digital Engineering Labs, where I met students receiving communications from a

satellite they had designed, built, launched into space, and successfully connected with from Earth. Observing students apply classroom learning to a real-world aerospace mission was a powerful reminder that everything we do as an organization should ultimately support student success and help create transformative educational experiences.

As we prepare for the Fall semester, our commercial operations have remained focused on enhancing the student experience. We recently welcomed Charles Payne as the new Director of the Bronco Bookstore. Charles brings a strong retail background, a commitment to customer engagement, and a vision for transforming the bookstore into the flagship spirit store of the University. Since arriving, he has already implemented improvements to store layout, visual merchandising, and product presentation, significantly improving the overall customer experience. This Fall, the bookstore is also launching initiatives such as "Every Friday is Spirit Day," creating additional opportunities to promote school pride while engaging students in new ways.

We are equally encouraged by the continued success of Burger Envy, our new proprietary dining concept. From the beginning, our objective was to create an operation that delivers the quality, consistency, and presentation associated with a national restaurant brand while maintaining the affordability our students need. Burger Envy provides students with access to value-oriented meal options while also creating opportunities for student organizations to utilize the location for fundraising and community-building activities.

In keeping with Cal Poly Pomona's culture of innovation, we are also rethinking how we invest our resources to prepare students for the future of the restaurant industry. This year, we introduced *Flippy*, an automated robotic fryer that prepares fries and chicken tenders with greater consistency and quality. Importantly, this technology is not intended to replace employees. Rather, it provides our student workforce with hands-on exposure to emerging technologies that are increasingly shaping the restaurant industry. We have already begun conversations with faculty in the College of Engineering to explore opportunities to incorporate the technology into instructional and experiential learning opportunities. By bringing next-generation restaurant technology to campus today, we are creating another example of how Enterprises can support innovation while preparing students for the careers of tomorrow.

Looking ahead, one of our most important strategic priorities will be the continued transformation of the Kellogg West Hotel & Conference Center. Working closely with Margie Jones, Dean of The Collins College of Hospitality Management, we have developed a shared vision for the property's future. Together, we envision a professionally managed,

Marriott-branded hotel and conference center that serves as both a premier destination property and a world-class experiential learning environment for our students.

To support this effort, we have engaged Matt Kou, a distinguished Collins College alumnus from the Class of 2006 and hospitality executive with Green Door Hospitality. Matt is helping maintain momentum with Marriott, stabilize operations, return remaining guest rooms to service, and implement the operating standards, systems, and professional practices necessary to position Kellogg West for long-term success. Our goal is to deliver a fully operational hospitality enterprise that reflects industry-leading standards while preparing students to become highly competitive and marketable professionals for hotel management organizations throughout the country. We remain committed to achieving Marriott brand affiliation by the end of the fiscal year, or sooner if circumstances allow.

As I look ahead, I am excited about the opportunity to help Enterprises support a new era at Cal Poly Pomona. We have an opportunity to strengthen our role as a strategic partner in student recruitment, student retention, and the overall Bronco experience. We will continue evaluating how our resources, systems, and organizational structure can best support the University's mission, including opportunities to advance innovation initiatives, modernize administrative processes, and ensure our investments generate measurable value.

While there is certainly much work ahead, I am confident in our direction. Enterprises has a dedicated workforce, a strong mission, and a unique role in advancing the University's success. We will continue challenging the notion that change or progress takes time, while remaining thoughtful stewards of the resources entrusted to us. Most importantly, every decision we make should contribute to student success. Whether through employment opportunities, housing, dining, retail services, experiential learning, hospitality education, or innovation initiatives, our responsibility is to leverage our resources strategically in ways that help students learn, grow, and succeed.

Here’s to the start of a great academic year at Cal Poly Pomona!

Thank you, and I look forward to our discussion.

CAL POLY POMONA ENTERPRISES
2026-2027 Committee Assignments

Board Officers
Chair - Christina Gonzales
Vice Chair - John McGuthry
Secretary/Treasurer - Dr. Alison Baski

Audit Committee (September & December)
1. **Dr. David Speak, Chair
2. Phyllis Nelson
3. Lowell Overton
4. Nancy Corrigan
5. Stephanie Pastor
6. Jon C. Saclolo (non-BOD)

Personnel Committee (September & February)
1. Dr. Phyllis Nelson, Chair
2. Erica Frausto-Aguado
3. April Jimenez-Valadez
4. Dr. Maryann Tolano Leveque
5. Alejandra Lopez

Finance/Investment Committee (Every Quarter)
1.***Michelle Cardona, Chair
2. Dr. Alison Baski
3. Cynthia Nelson
4. Dr. Neil Chaturvedi
5. Dr. Greg Barding
6. Carol Lee (non-BOD)

Nominating Committee (TBD in advance of May Mtg.)
1. **Stephanie Pastor
2. **
3. **

Executive Committee
1. Christina Gonzales, Chair
2. Vanya Quiñones
3. John McGuthry, Vice Chair
4. Dr. Greg Barding
5. Alejandra Lopez, ASI President
6. Nancy Corrigan
7. Stephanie Pastor

Program Committee (December & February)
1. April Jimenez-Valadez, Chair
2. Mayra Brown
3. Kris Zoleta
4. Alejandra Lopez
5. Madison Navarro
6. Craig W. LaMunyon (non-BOD)

Corporate Officers:
Chief Executive Officer - Thomas Sekayan
Chief Financial Officer - Juan Hernandez
Chief Operating Officer - Vacant
Chief Human Resources Officer - Shari Benson
Brokerage Officer - Randy Wallace Jr.
Senior Director - Tariq Marji

*Positions appointed by the President
**Positions appointed by the Board Chair
***Non-Board committee members

Board Committee Chair Appointments

2026–2027 Board Year

Pursuant to Article VI, Section 3(a) of the Bylaws, the Board has seven standing committees, and the Chair of the Board appoints the Chair of each committee.

The standing committees and appointed committee chairs are as follows:

Board Committee	Committee Chair Appointed By	Appointed Committee Chairperson
Executive Committee	Board Chair	Christina Gonzales (Board Chair), VP of Student Affairs
Finance & Investment Committee	Board Chair	Michelle Cardona, Interim VP of Admin & Finance
Nominating Committee	Board Chair	Terri Gomez, Provost & VP of Academic Affairs
Personnel Committee	Board Chair	Dr. Phyllis Nelson, CPP Faculty
Program Committee	Board Chair	April Jimenez – Valadez, CPP Staff
Audit Committee	Board Chair	Dr. David Speak, At-Large

Board Chair Certification

I, Christina Gonzales, Chair of the Board of Directors, hereby appoint the individuals listed above to serve as Chairs of the respective Board Committees for the 2026–2027 Board year, pursuant to Article VI, Section 3(a) of the Bylaws.

Date: 07/14/2026

Board Chair Signature: Christina Gonzales

Printed Name: Christina Gonzales

Memorandum

Date: September 1, 2026

To: Board of Directors
From: Christina Gonzales, Chair

Subject: **2026-2027 Sub-Committee Assignments & Chair Appointments**

Pursuant to Article VI, Section 3(a) of the Cal Poly Pomona Foundation, Inc. Bylaws, there are seven (7) standing committees to the Board: Executive, Finance, Investment, Nominating, Personnel, Program, and Audit. Article VI, Section 3(a) further provides that committee appointments shall occur annually and be voted on by the Board, that committee size is not limited, and that the Chair of the Board appoints the Chair of each committee.

Furthermore, Article VI, Section 3(a) of the Bylaws identifies both the Finance Committee and Investment Committee as standing committees of the Board. Consistent with prior Board practice and for purposes of administrative efficiency, the Board will continue to combine the work of these two standing committee functions into one **Finance & Investment Committee** for the 2026–2027 Board year.

For the 2026-2027 Board year, Directors were invited to indicate their committee interests and availability. The proposed committee assignments are presented for Board approval, and the Board Chair's committee chair appointments are presented for Board acknowledgement in accordance with the Bylaws.

The following executive management liaisons will support the committees in a non-voting advisory capacity: **Audit** - Juan Hernandez, CFO, and Tariq Marji, Sr. Director; **Finance & Investment** - Juan Hernandez, CFO; **Personnel** - Shari Benson, CHRO; and **Program** - Thomas Sekayan, CEO, to be replaced by the Chief Operating Officer once the position vacancy is filled.

Non-Board participants may support committee work as management liaisons, staff support, or subject-matter advisors. They shall not vote, count toward quorum, or act on behalf of the Board or a committee unless expressly authorized by the Board and permitted by the Bylaws.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves the 2026-2027 Board committee assignments, as presented, pursuant to Article VI, Section 3(a) of the Bylaws; acknowledges the Board Chair's appointment of committee chairs for the 2026-2027 Board year; and authorizes the Executive Director/CEO and appropriate staff to update the official Board and committee records accordingly.

PASSED AND ADOPTED THIS 1st DAY OF SEPTEMBER 2026.

By: _____
Dr. Alison Baski
Secretary/Treasurer, Board of Directors

Memorandum

Cal Poly Pomona ENTERPRISES

Date: September 1, 2026

To: Board of Directors

From: Thomas Sekayan, Chief Executive Officer

Subject: **Sponsored Programs Authorized Signatures**

CSPP and CCTR grants require that the Child Care Center Director and an administrator of Cal Poly Pomona Enterprises be authorized, on an annual basis by the Board, to sign contractual documents. The Director is to be authorized as the responsible person for programmatic management and conduct of the contract/project, for the purpose of providing childcare and development services in compliance with the educational mission of the University, the policies and procedures of Enterprises, and the restrictions imposed by the awarding agency. This signing authority is consistent with that given to Principal Investigators on other grants.

WHEREAS, the Cal Poly Pomona Foundation, Inc. ("Foundation") administers funding in support of the Children's Center; and

WHEREAS, the California Department of Education (CDE) and the California Department of Social Services (CDSS) require authorized representatives be approved annually to sign contracts, agreements, and continuing funding applications on behalf of the Board of Directors; and

WHERREAS, pursuant to Foundation Policy No. 122 – Signature Authority, the Senior Director of Organizational Effectiveness & Strategy is among those authorized to execute agreements and awards for extramural (externally sponsored) projects, including California State Preschool (CSPP), Pre-kindergarten and Family Literacy (CPKS), and General Child Care (CCTR) contracts;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves and authorizes Senior Director Tariq Marji to sign all contracts, agreements, and continuing funding applications with CDSS and CSPP on behalf of the organization.

Passed and adopted this 1st day of September 2026.

By: _____

Dr. Alison Baski
Secretary/Treasurer
Board of Directors

Memorandum

Date: September 1, 2026

To: Board of Directors

From: Christina Gonzales, Chair

Subject: Nomination and Appointment of Dr. Ethan Orr as Dean Director

Purpose

The purpose of this memorandum is to formally nominate and recommend the appointment of Dr. Ethan Orr to serve as Dean Director on the Board of Directors.

Background

Ethan Orr has demonstrated strong leadership, professional achievement, and a commitment to advancing organizational goals. His experience and service make him well qualified to serve as Dean Director and contribute to the Board's strategic oversight and governance responsibilities.

Nomination Recommendation

The Nominating Committee recommends the nomination and appointment of Dr. Ethan Orr, Dean of the College of Business Administration, to serve as a Dean Director on the Cal Poly Pomona Enterprises Board of Directors, in accordance with the Board Bylaws and applicable governing policies.

THEREFORE, BE IT RESOLVED that the Board of Directors hereby approves the appointment of Dr. Ethan Orr, Dean of the College of Business Administration, to serve as a Dean Director on the Cal Poly Pomona Enterprises Board of Directors for the term prescribed by the Board Bylaws, effective immediately.

PASSED AND ADOPTED THIS 1st DAY OF September 2026.

By: _____

Dr. Alison Baski
Secretary/Treasurer, Board of Directors

CAL POLY POMONA FOUNDATION, INC.

BYLAWS

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BYLAWS
OF
CAL POLY POMONA FOUNDATION, INC.

ARTICLE I
MISSION STATEMENT

The Cal Poly Pomona Foundation, Inc., established in 1966, is an integral component of the educational mission of the University. In pursuit of this mission, the Foundation is a partner in the University community which includes students, faculty, staff, administrators, alumni and members of the larger community. The Foundation exists to provide the highest level of service to these constituencies. The role of the Foundation is to provide appropriate goods and services at a reasonable and competitive price, to promote and celebrate the cultural diversity of the University, to help foster and maintain an effective learning environment, to provide educational opportunities, to reflect an institutional image of competence and quality, to encourage cooperative relations within the University community, to provide advice on services and resources appropriate to educational needs, to generate income that can augment University resources, to strengthen University identity and to recognize and provide visibility for the achievements of members of the University community.

Excellence in service to the University is the highest priority of the Foundation. The Foundation accomplishes this by:

- Operating in a professional and conscientious manner.
- Continually updating its planning for the future and emphasizing the importance of quality and excellence as it invests in the growing campus community.
- Maintaining high standards for ethics, honesty, competency and professionalism in all its employees.
- Encouraging its employees to express an entrepreneurial spirit by using creativity, innovation and initiative.
- Maintaining its commitment to the practice of affirmative action and equal opportunity.

The Cal Poly Pomona Foundation, Inc., is an equal opportunity, affirmative action employer. The Foundation subscribes to all state and federal regulations and prohibits discrimination based on sex, race, sexual orientation, national origin, handicap, marital status, age, religious creed, color, ancestry, medical condition, or veteran status. The Foundation hires only individuals lawfully authorized to work in the United States.

The Foundation operates as a public-benefit, charitable-educational organization under the provisions of the California Revenue and Taxation Code, Section 23701 (d) and the United States Internal Revenue Codes, Section 501 (c)(3). The Foundation is also classified as a public charity under section 509(a) (3) of the Internal Revenue code. As a recognized auxiliary of the California State University, the Foundation conforms to the California Code of Regulations, Title 5, Section 42400 et seq. established by the Trustees of the California State University. The University's administrative organization supervises the Foundation, as required by Title 5, California Code of Regulations, Section 42402.

ARTICLE II
PRINCIPAL

The principal office for the transaction of the business of this corporation is hereby fixed and located at the California State Polytechnic University, Pomona.

ARTICLE III
SEAL

The corporate seal shall consist of a circle, having at its circumference the words, "CAL POLY POMONA FOUNDATION, INC., CALIFORNIA," and inside the circle the date of the incorporation of this corporation.

ARTICLE IV
MEMBERSHIP

This corporation shall have no members other than the persons constituting its Board of

Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations or otherwise, be taken to be the members of this corporation and shall experience all the rights and powers of members thereof.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Number of Directors.

The maximum authorized number of voting Directors shall be twenty-four (24) until changed by amendment to these Bylaws as hereinafter provided.

Section 2. Power of Directors.

The corporation shall have such powers as are now or may hereafter be granted by the laws governing auxiliary organizations of the California State University and by the Nonprofit Corporation Law of the State of California, except as limited by the provisions of its Articles of Incorporation or these Bylaws.

Section 3. Selection of Directors.

The Directors of this corporation shall be drawn from the membership of the faculty, administration, staff and students of the University and the community and shall serve their designated terms, if any, or until the termination of their employment with the University or their death, resignation or removal or the expiration of their terms as provided below. The distribution of the membership shall be as follows unless there is an elimination of a position.

(a) Designated Directors (9)

The Designated Directors shall consist of the University President, the Vice President for Academic Affairs, the Vice President of Student Affairs, the Vice President for University Advancement, the Vice President for Administrative Affairs, the Vice President for Instructional & Information Technology, the Chair of the Academic Senate, the Chair of Staff

Council, and the President of the Associated Students, Inc.

In the event that a Designated Director ceases to hold the administrative office above described at the University, the duly appointed successor shall become a Designated Director of the corporation. In the event that a permanent successor is not immediately appointed, then the person who is appointed on an acting basis to fill such vacated office until the appointment of a permanent successor shall become a Designated Director of this corporation.

In the event that any Designated Director provided in this Section 3 of Article V fails, neglects, or refuses to act as such Designated Director, and so signifies this intention to the Directors of this corporation, the other Directors shall elect from the University staff or ASI appointee an interim Designated Director to serve in the place instead of the original Designated Director so failing to act. Such elected Designated Director shall serve until the original Designated Director consents to act as such Designated Director. In no event shall such elected Designated Director serve or more than one (1) year without re-election.

(b) Faculty Directors (2).

Two (2) faculty Directors shall be elected by the Board of Directors from person(s) nominated by the Academic Senate.

(c) Staff Directors (2).

Two (2) staff Directors shall be elected by the Board of Directors from person(s) nominated by the Staff Council for each position.

(d) Student Directors (2).

Two (2) student Directors shall be elected by the Board of Directors from person(s) nominated by the Associated Students Senate.

(e) Community Directors (3)

Three (3) community Directors shall be elected by the Board of Directors, upon the nomination of the President of the University.

(f) Dean Director (1)

One (1) dean Director shall be elected by the Board of Directors, upon nomination

of the Deans Action Council.

(g) At Large Director (5)

Five (5) at large Directors shall be elected by the Board of Directors, upon nomination by the University's President.

Section 4. Term of Office.

(a) Each member of the Board of Directors, except the Designated Directors, shall be elected by the Board of Directors, and all Director vacancies occurring by expiration of term of office, or otherwise, shall be filled by a majority vote of the remaining Directors at the annual meeting of the Board, or at a special meeting called for that purpose. The term of the office of a Director shall begin immediately after the election.

(b) The Designated Directors, shall serve until the termination of their employment with the University, their death or resignation.

(c) The term of office of the two elected faculty Directors shall be for a period of three (3) years. The term of office of the two elected staff Directors shall be for a period of three (3) years.

(d) The term of office of the two elected student Directors shall be for a period of two (2) years.

(e) The term of office of the three elected community Directors shall be for a period of three (3) years.

(f) The term of office for the one elected dean Director shall be for a period of three (3) years.

(g) The term of office for the five elected at large Directors shall be for a period of two (2) years.

These Directors shall continue to serve until their successors are elected.

Section 5. Voting.

Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

A representative of a Director may attend Board or Executive Committee meetings, but is not permitted to vote.

Section 6. Annual Meeting.

There shall be an annual meeting of the Board of Directors held each year in May, unless otherwise designated by the Board of Directors. Such meeting shall be for the purpose of electing Directors and Officers of the corporation and for the transaction of such other business as may come before the Board.

Section 7. Regular Meetings.

The Chair or a majority of the members of the Board may call at any time a Regular Meeting of the Board of Directors to conduct any business of the Foundation. and to approve all financial obligations and modifications to Foundation policy. Regular Meetings shall be held at least quarterly upon notice in accordance with Article V, Section 9. The Regular Meetings should be scheduled in advance for the year.

Section 7a. Special Meetings.

Special meetings of the Board may be called in order to transact specific business of the Corporation prior to the next regular meeting, as is necessary, and within the provisions of this Section, on seven (7) days written notice by first-class mail, postage prepaid, or on at least twenty-four (24) hours notice delivered personally or by mail, or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail or other electronic means. The notice of any special meeting shall state the time of the meeting, and the place, and the business to be transacted. No other business shall be considered at such special meeting by the Board. Notice of any special meeting need not be given to any Director who signs a waiver of notice of the meeting prior to or at commencement of such meeting, waiving the lack of such notice to such Director. The waiver of notice of the meeting may be given by telegram, email, fax or other electronic means. All such waivers, consents, and approvals of minutes shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. Place of Meetings.

(a) Meetings of the Board of Directors shall be held at any place within this State which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of this corporation.

(b) Meetings Via Electronic Communications. Any meeting may be held by conference telephone, through the Internet or by means of any other electronic communications equipment, as long as all Directors participating in the meeting can hear one another, and any members of the public in attendance can hear all of the Directors. All such Directors shall be deemed to be present in person at such meetings.

Section 9. Notices.

Written notice of the time and place of meetings shall be delivered personally to each Director or sent to each Director by first-class mail, postage prepaid, or delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail or other electronic means at his/her address as shown in the records of the corporation. Such notices shall be transmitted in such a manner that they be delivered at least seven (7) calendar days prior to the day of the meeting. If mailed, such notice shall be deemed to be delivered the next day during which regular mail deliveries are made after the day such notice is deposited in the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile or telephone, including a voice messaging system or other system or technology designed to record and communicate messages, electronic mail or other electronic means, such notice shall be deemed delivered when transmitted. The business to be transacted at any regular or special meeting of the Board shall be specified in the notice of any such meeting.

Section 10. Quorum & Adjourned Meetings

A majority of the number of voting Directors in office shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn. A meeting at which a quorum is initially present may continue to transact business not withstanding the withdrawal of a Director or Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated date, time and place, provided, however, in the absence of a quorum, a majority of the Directors present at any regular or special meeting may adjourn the meeting to reconvene later. Notice of the date, time, place and business to be transacted at such meeting shall be given to any Directors who were not present at the time the meeting was adjourned.

Section 11. Resignation and Removal of Directors.

Any Director may resign from the Board at any time by giving written notice to the President or the Secretary of the Corporation and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Subject to any requirements of the California Corporation Code, the Directors of this corporation, excluding Designated Directors or Directors appointed by the President, may be removed at any time by a two-thirds vote of the whole number of voting Directors.

Section 12. Compensation.

No Director shall receive any salary or other similar compensation for any services as a Director; however, the Board of Directors may authorize the reimbursement of actual and necessary expenses incurred by individual Directors performing duties as Directors.

Section 13. Inspection by Directors.

Each Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation for a purpose reasonably related to each person's interest as a Director, provided that the Director shall not have the right to inspect those books, records or documents made privileged or confidential by law. This inspection may be made by the Director, the

Director's agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Nothing in this section shall affect the right of the Board of Directors to conduct the business of the corporation as set forth in these Bylaws.

ARTICLE VI
OFFICERS

Section 1. Officers.

The officers of this corporation shall be a Chair, Vice Chair, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. The University President shall serve as the Chair of the Board or his/her designee.

The offices of Secretary and Treasurer may be held concurrently by the same person. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair.

Section 2. Election and Term of Office.

The Chair of the Board of Directors shall select and appoint three (3) Board members to serve on a Nominating Committee to propose a slate of Officers (other than the Chair position) for the Board. The Board of Directors shall then elect the ~~Chair,~~ Vice Chair, Secretary and Treasurer of this corporation for terms of one (1) year, or until their successors are elected and qualified, unless he or she shall sooner resign, be removed, or become ineligible to continue to serve in such capacity. The election shall be held at the annual meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Elected Officers may serve as many successive one (1) year terms as the Board of Directors deems appropriate.

Section 3. Committees.

(a) There shall be seven (7) standing committees to the Board. Those committees shall be: Executive, Finance, Investment, Nominating, Personnel, Program, and Audit. Selection of appointment of Board members to these committees shall be annually and voted on by the Board. The committee size is not limited. The Chair of the Board shall appoint the Chair of each committee. Non-Board members may serve on Committees if the Committee is not authorized to act on behalf of the Board.

(b) (1) There shall be an Executive Committee of the Board. The Executive Committee shall be made up of the Chair of the Board, the Vice Chair of the Board, the Academic Senate Chair, the Staff Council Chair, the ASI President, and one Community representative Director selected by the President. ~~If the University President chooses not to be the Chair of the Board, the University President shall serve as a member of the Executive Committee.~~

(2) The Executive Committee shall have and exercise the authority of the Board in the management of the corporation, approval of emergency financial matters, except the power and authority to adopt, amend or repeal these Bylaws, or such other powers as may be prohibited by law, by the Articles of Incorporation or by these Bylaws.

(3) The Executive Committee shall have and exercise such specific powers and perform such specific duties as prescribed by these Bylaws or as the Board of Directors shall from time to time prescribe or direct; provided, however, the Executive Committee may not authorize the expenditure of more than $100,000 without the prior approval of the Board of Directors.

(4) All members of the Foundation Board shall receive notice of Executive Committee meetings and may attend such meetings with voting status.

(5) An Executive Committee member may send a proxy from the Foundation seated membership if he/she is unable to attend the scheduled meeting. The proxy shall not vote on any matter considered by the Executive Committee.

(6) All Executive Committee meetings shall be open to the public and shall require a quorum in attendance for action to be taken. A quorum is defined as 1/2 of the Executive Committee, plus one. Any action taken requires a two-thirds (2/3) affirmative vote of these members present.

(7) The Executive Committee shall provide to the Board of Directors information regarding any actions taken by the Executive Committee at the next regularly scheduled Board meeting.

(c) The Audit Committee is established in compliance with the Nonprofit Integrity Act (Act). The Committee is responsible for assuring compliance with the Act, including but not limited to, recommending to the Board of Directors the retention and termination of independent auditors; negotiating the independent auditors' compensation;

conferring with the auditors to satisfy committee members that the financial affairs of the Foundation are in order; reviewing and determining whether to accept the audit; assuring that any nonaudit services performed by the auditing firm conform with the standards for auditor independence set forth in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States; and approving performance of nonaudit services by the auditing firm.

(d) From time to time, the Board may create other committees as necessary.

Section 4. Vacancies.

A vacancy in any office because of termination of employment with the University, death, resignation, removal or otherwise, shall be filled by the remaining members of the Board of Directors in accordance with the provision of these Bylaws.

Section 5. Chair.

The Chair shall have general supervision, direction and control of the business and affairs of this corporation, shall preside at all meetings of the Board of Directors, Executive Committee and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 6. Vice Chair.

In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair, and in so acting shall have all the powers of the Chair. The Vice Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7. Secretary.

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors; shall keep the seal of this corporation and affix the same to such papers and instruments as may be required in the regular course of business; shall make service of such notices as may be necessary or proper; shall supervise the keeping of the books of this corporation; and shall discharge such other duties as pertain to the office or

as prescribed by the Board of Directors. In case of the absence or disability of the Secretary or his or her refusal or neglect to act, notices may be given and served by the Chair , or by the Vice Chair or by any person thereunto authorized by the Chair , or by the Vice Chair or by the Board of Directors.

Section 8. Treasurer.

The Treasurer shall serve as the chief financial officer of the corporation and shall supervise the deposit of all funds of this corporation in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only on the check of this corporation signed as directed by the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VII
INDEMNIFICATION

Section 1. Right of Indemnity.

To the fullest extent permitted by law, the corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any 'proceeding: as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity.

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether

the applicable standard of conduct set forth in Section 5238(b) or Section 5238 (c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance shall be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance.

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officers, Directors employee's or agent's status as such.

ARTICLE VIII
AMENDMENT OF BYLAWS

The Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the members of the Board of Directors at any Directors meeting, except that a Bylaw fixing or changing the number of Directors may be adopted, amended or repealed only by the vote or written consent of two-thirds of the total number of voting members currently on the Board of Directors. In addition, all amendments to the Bylaws require the approval of the University President.

The undersigned, do hereby certify that I am the duly elected and acting Secretary/Treasurer of the CAL POLY POMONA FOUNDATION, INC., a California nonprofit corporation, and that the foregoing Bylaws comprising fourteen (14) pages, constitute the Bylaws of the corporation as duly attended at a meeting of the ~~Boatd~~Board of_ Directors thereof duly held on May 24, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this May 24, 2012.

_____

(Name)

Secretary/Treasurer