****

Board of Directors Meeting

Friday September 22, 2023

10 am - 12 pm

Sonoma Valley Room / Zoom

**SONOMA STATE UNIVERSITY FOUNDATION BOARD MINUTES**

1. **Call to Order**

David Felte called the meeting to order at 10:01 am.

Felte announced some Board/Committee membership changes:

* Terry Atkinson has stepped off Board as well as the committees he was on/chaired. This leaves the Philanthropy Committee Chair position open and need of at least one additional individual to be appointed to this committee.
* Mario Perez is meeting with some potential new Board and Committee prospects in hopes to bring recommendations to the next Governance Committee and for approval at the next Board meeting.
* Today’s guests include:
	+ Jeremy Olsan – SSU Foundation General Counsel to present Annual Conflict of Interest / Non-Profit Integrity Act Annual Presentation.
	+ Andy Maffia – Partner at Aldrich – the SSU Foundation auditor to present the Financial Statements and Audit results.
1. **Public Comment Period**

No public comments were noted.

1. **Consent Agenda**

*(see 9.22/23 meeting packet)*

Felte called for approval for the following consent items:

* June 16, 2023 Board Minutes
* Graystone Quarterly Performance Report
* Investment Pools Sheet as of 6/30/23
* CSURMA/AORMA Insurance Certificate of Coverage

**Action:** Board unanimously approved all consent items.

1. **University President’s Report**

President Mike Lee provided an update on various items.

* Graduation and enrollment:
	+ Last year SSU graduated 2,600 students, even with challenges, SSU is graduating students on time. Highest success rate for two-year transfer students; for four-year students SSU graduation rate is in the top five of the 23 CSU campuses. We have nearly erased the achievement gap for underserved students, other CSU campuses average a 12% achievement gap.
	+ Enrollment is still down, however, the decline has now slowed, even after graduating about 37% of the student population last May. This year is the lowest anticipated enrollment count and yield rate is already improving.
	+ The President announced there is a new VP for Strategic Enrollment Management, Edward Mills and we now have three recruiters in Southern California.
	+ Highlight SSU as the only and best University in the North Bay
* Next major infrastructure projects on campus are focused on our 1960’s electrical and water systems.
	+ Solar Array project will provide 30-40% of daily electrical power needed and save over $6 million over the next 30 years.
	+ New campus electrical system.
	+ Water for fire suppression supplied by ponds on campus. Originally the ponds were 8 feet deep, but over time, sediment has built up leaving only 2 feet depth. Funding to dredge the ponds has already been authorized by the Chancellor’s Office.
	+ Ives building is currently being evaluated for the next project and programming upgrades.
* Looking forward, focusing on strategic priority of Allied Healthcare initiative and associated capital and programming needs to develop this important program with a strong need in the community which SSU can play a critical role in expanding capacity.
1. **Annual Conflict of Interest / Non-Profit Integrity Act Annual Presentation**

*(see 9.22/23 meeting packet)*

As this was a time certain agenda item, the meeting continued. Returned to this item following the ratification of the Action Items (Item VII.) Jeremy Olsan @ *11 am time certain.*

At 11:04 am, Jeremy Olsan had joined the meeting via zoom. Mr. Olsan reviewed the Board letter regarding their Duties and Obligations as Board Members and the Non-Profit Integrity Act, an annual requirement of the Board to acknowledge. Following his presentation, he requested that each board member sign the letter and return to the Foundation.

1. **Committee Reports**

Executive Committee Report

Ian Hannah reported the Executive Committee met to prepare for today’s meeting and to review future Special Presentation topics schedule. At the December Board meeting, VP for Strategic Enrollment Management, Ed Mills and Provost Karen Moranski will present on the Strategic Enrollment Management Plan.

Philanthropy Committee Report

There was no report from the Philanthropy committee as it did not meet this quarter.

Governance Committee Report

There was no report from the Philanthropy committee as it did not meet this quarter.

Investment Committee Report

*(see 9.22/23 meeting packet)*

Brent Thomas reported the Investment Committee met. The fourth quarter and fiscal year end endowment investment performance report has been provided with the agenda packet. The annual return on investments as of 6/30/23 is 7% and our investments have received a 6% annualized return over last 5 years.

The Investment Pools Sheet was also provided in the agenda packet. This document organizes balances with pools, current funds pool; endowment pool; special investment pool, as organized in SSUF Investment Policy.

The total Endowment Market Value at 6/30/23 is $65,197,471, a record high Fiscal Year End endowment figure for SSUF. Of this, $59.6M, or 91%, of this is pooled and managed by Graystone.

For the purposes of the 2023 NACUBO Endowment Study submission, SSU will use the $65.2M amount.

The Investment Committee also reviewed and recommends to the Board the Revised Operating Budget for FY 23/24. This budget includes $10K for CSU requested campaign contribution following SSUF counsel opinion that is appropriate for SSUF and is not out of line with fiduciary duty. Information and progress on the CSU supported campaigns will be provided as available at the request of board members.

The committee also reviewed the recommended changes to the Revised Student Managed Investment Fund Charter. The primary changes include changing log-in access for trade execution to be conducted by an administrator in SBE, previously performed by faculty advisor and providing the current SMIF Advisory Board members as an addendum, instead of listing them in the charter, so the charter does not have to be updated every time there is a change to identified individuals.

Audit Committee Report

Randy Pennington reported the Audit Committee met with Andy Maffia to review key aspects of the financial audit and review completed financial statements as of 6/30/23, the Fiscal Year End for 2022/23. Pennington introduced Andy Mafia, partner with Aldrich who presented a review of the SSU Foundation Audited Financial Statements and provided an executive summary. Key takeaways:

* The audit scope was in accordance with that communicated in their engagement letter dated June 2, 2022 and in the meeting with the Audit Committee on May 4, 2023.
* They rendered an unmodified opinion on the June 30, 2023 financial statements, the highest level of assurance. Congratulations to the management team.
* They did not identify any conditions which they consider to be material weaknesses in internal controls.
* Audit areas designated as greater than normal risk have been addressed and resolved to their satisfaction, in the context of the overall fairness of the presentation of the financial statements.
* They received the full cooperation of management and staff throughout the Foundation and were kept informed as to developments and plans affecting their audit scope.
* Amanda Visser and her team gave their full cooperation and should be commended.
1. **Action Items**

*(see 9.22/23 meeting packet)*

Felte called for motion to approve the following action items

* 22/23 Audited Financial Statements and audit report
* 23/24 Revised Operating Budget
* Revised Student Managed Investment Fund Charter

Action: Board unanimously approved all action items

At this time, the Board return to item V. Annual Conflict of Interest / Non-Profit Integrity Act Annual Presentation.

1. **Student Update**

AS President Cassandra Garcia provided the report for the students including some upcoming activities:

* October 16, 2023 – Open forum on the tuition increase
* Dr. Lee will be attending the Senate meeting
* Basic Needs / Lobo’s Pantry update:
	+ CalFresh outreach to help students.
	+ In August there were 373 visits to the Basic Needs Pantry which included access to 2,051 food items and 563 hygiene items.
	+ So far for September, there have been 804 visits to the Pantry of which 2,007 food items and 527 Hygiene items were accessed.
1. **Alumni Association Update**

Joseph Huang provided the Alumni Engagement Report:

* During the summer there were two alumni engagements at the Green Music Center - a movie night (Top Gun and Top Gun Maverick) and the Kool & the Gang concert. Both engaged different audiences and we were able to connect with a lot of our alumni.
* In August, the Alumni Association Board of Directors held their board retreat. It was a full day of strategies for the board as well as planning for the upcoming year. Thank you to the Foundation board members who joined us for lunch (Anita, Bob and Tom).
* A record number of alumni donated to SSU during fiscal year 2022/23. The Alumni Office is sending a thank you postcard to each of these donors this month to thank them for their support of SSU. The postcard is from Alumni Association board president Libby Payan.
* This month a communication to all Fall 2022 and Spring 2023 grads to update their contact information with [us post](http://us.post/)-graduation is being sent.
* Upcoming events - Please join us at a future event.
	+ September 29 - SSU Alumni Night at the SF Giants game

<https://www.ssualumni.org/oraclepark2023>

* + October 14 - Black Alumni Celebration

<https://www.ssualumni.org/blackalumnicelebration>

* + November 1 - Life After the Game

<https://www.ssualumni.org/lifeafterthegame>
*This event is in partnership with our Student Athlete Advisory Committee and SSU Athletics and focuses on making connections with alumni who were student athletes and our current student athletes.*

1. University Advancement Report

*(see 9.22/23 meeting packet)*

Vice President Mario Perez provided the University Advancement report beginning with an update on Philanthropic Productivity. Perez highlighted a few activities including a one page infographic that was produced titled “Philanthropy by the Numbers 22/23” and a “sizzle reel” consisting of a 1.5 min video which is both a thank you and highlight of the participation and giving of our donors.

Perez reported the in the fiscal year 22/23, SSU exceeded the $10.0M goal; with gift commitments totaling over $11M (111% of goal). This includes 2,350 individual donors, 804 of these are alumni donors.

Perez also noted that in the previous fiscal year, we had 1,914 donors, of which 687 were alumni (up 23% and up 17% respectively). The three-year historical data shows an upward trend.

This year we increased participation in our 3rd annual Giving Day (year 1 had ~$150K in donations, year 2 had ~$250K and year 3 had $360K), Grad Packs donations included Lifetime Alumni membership; Parent & Family Association donations are helping to increase our number of donors as we move closer to our goal.

For the fiscal year 23/24 the University Advancement goals are $10M in gift commitments, 2,500 individual donors and of this, 850 alumni donors.

Perez provided some University Advancement updates including:

* Thank-a-thon over the summer – all donors received a call from our office, or volunteer student athletes thanking them for their support. We received wonderful feedback, including additional donations.
* Recent hirings/org change updates in Advancement:
	+ We have hired a new Donor Relations and Marketing Manager Casey Kelly, a new Alumni Analyst Amy Paterson and we are currently recruiting for a Development Officer, a new entry level fundraiser role.
	+ Other key hires on campus include the new VP for Strategic Enrollment Ed Mills, and AVP for Strategic Communications and Governmental Relations Jeff Keating. Currently under recruitment are the Senior Director for Strategic Communication and the Corporate Partnerships Manager replacement at the Green Music Center.
1. New Business / Announcements / Adjournment

None.

The meeting was adjourned at 12:02pm. In person attendees were invited to stay for lunch.

*Next Meeting Date:* December 1, 2023.

Alicia Hodenfield – Redacted Signature

Ian Hannah – Redacted Signature

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*Minutes Approved by: Minutes Prepared by:*

Ian Hannah Alicia Hodenfield

*COO & Secretary, SSUF Administrative Manager for Advancement & Foundation Operations*

Record of Attendance

September 22, 2023

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | *First* | *Last* | *Attendance* |
| 1 | Mr.  | Monir | Ahmed | *Absent* |
| 2 | Ms. | Anita | Christmas | Present |
| 3 | Mr.  | David | Felte | Present |
| 4  | Ms.  | Taylor  | Frickman | Present - Zoom |
| 5  | Ms. | Cassandra | Garcia | Present - Zoom |
| 6 | Mr. | Tom | Gillespie | Absent |
| 7 | Mr. | Ian | Hannah | Present |
|  8 | Mr.  | Joseph | Huang | Present |
| 9 | Mr.  | Tom | Isaak | Present - arrived late |
| 10 | Dr. | Brigitte | Lahme | Present |
| 11 | Dr. | Mike | Lee | Present |
| 12 | Dr. | Andréa | Neves | *Absent* |
| 13 | Mr. | Randy | Pennington | Present |
| 14 | Mr.  | Ali | Pourghadir | Present - Zoom |
| 15 | Dr. | Mario | Perez | Present  |
| 16 | Mr.  | Travis | Saracco | *Absent* |
| 17 | Mr.  | Mike | Sullivan | Present - Zoom |
| 18 | Mr. | Brent | Thomas | Present - Zoom |
| 19 | Mr.  | Robert | U’Ren | Present |
| 20 | Ms. | Amanda | Visser | Present |

Members Present 16

 Members Absent 4

 Board Quorum 11 *Article IV, Section 6, Bylaws*

Staff/Guests Present:

Ms. Alicia Hodenfield *– Administrative Manager for Advancement and Foundation Operations, SSU*

Andy Maffia, *Aldrich, via zoom*

Jeremy Olsan, *Olsan Law, via zoom*