

Board of Directors Meeting

Friday June 5, 2020

12:30 – 2:30 pm

Video/Teleconference Meeting

BOARD OF DIRECTORS ANNUAL MEETING MINUTES

# Call to Order

Mario A. Perez called meeting to order at 12:30pm and welcomed all members in attendance on video/teleconference call.

# Approval/Confirmation of Board of Directors and Committee membership appointments for FY 2020/2021

*(see 6.5.20 meeting packet)*

Perez noted Board membership list for the 20/21 Academic Year. With many members finishing their first term, many renewed with the exception of a few stepping down. Perez thanked Mr. Sam Brown and Mr. Herm Benedetti for their long term service to the Foundation and SSU. Both served on the Board for over 10 years, as well as participating in committee work. Dr. John Kornfeld has ended his Faculty rep term and is retiring. Thus, a new Faculty rep is expected to be voted in at the September Board meeting. Foundation Board Student Rep, Daniel Yoeono has completed his term as well and graduated from SSU this past May.

Perez called for a vote to approve new incoming Board Directors along with any new Committee member appointments. Perez listed out new members for approval:

* New Student Board Rep – Associated Students President Ms. Melissa (Mel) Kadar replacing Yoeono’s spot.
* No new Committee members at this time for Board approval. However, Perez noted there are several Committee vacancies currently on the Audit and Governance committees and put out the call to Board members to help fill those vacancies to fulfill their agreement to serve on a committee while serving on the Board.

Motion: To approve 20/21 Board and Committee membership and appointment of Melissa Kadar as Student Representative to the Board.

Action: Board unanimously approved.

Perez briefly reviewed the Board Members Statement of Understanding with all Board members as part of an annual reminder of the expectations to all of their roles and responsibilities on the Board

# Adjournment to Regular Meeting

Meeting adjourned at 1:15pm to Quarterly Board Meeting.

QUARTERLY BOARD MEETING MINUTES

# Call to Order

Perez opened meeting at 1:15pm. He noted a revision to the agenda. The Alumni Association report to be given in conjunction with the University Advancement Report.

# Public Comment Period

No public comments/requests were made.

# Consent Agenda

*(see 6.5.20 meeting packet)*

Perez requested a motion for approval for the following consent agenda items:

* March 13, 2020 Board Minutes
* Quarterly Financial Statement
* Graystone Quarterly Performance Report

Motion: To approve listed consent agenda items.

Action: Board unanimously approved listed consent agenda items.

# University President’s Report University Update

Sakaki provided a University update to the Board on the following topics:

* With the recent death of George Floyd and protesting against violence of the black community, Sakaki sent a campus wide email about her thoughts and campus initiatives surrounding racial injustice. Staff made note to share the email with the Board as a follow up.
* Campus remains open but in response to COVID-19, a majority of staff and faculty continue to work remotely with a small number working on campus. The University has agreed to provide County support as an alternative care site with about 90 individuals in high risk group currently living in the blocked off residential area. The Student Rec center has not be utilized as of yet to accommodate any overflow of COVID-19 patients. As the University approaches the beginning of the Fall semester with a smaller number of students living on campus, the residential spaces will be converted back to student residences following a deep cleaning and sanitization of the previously occupied spaces.
* Sakaki also made note that she along with other CSU campuses are submitting a health and safety report to the Chancellor’s office to get approval for a small number of students to take classes on campus in the Fall. These are classes that cannot be supported remotely and require hands on instruction such as lab courses and nursing classes.
* As most know, the current State Budget has taken a hard hit from the COVID-19 pandemic. Preliminarily, SSU is looking to take a 10% reduction in state funding. SSU entered into a hiring slow down when SIP took place and the President’s office is working cooperatively and collaboratively in regards to essential hiring for the campus. The CSU also enacted a travel ban for all travel until the end of July across all campuses with talk of suspending all travel for the academic year.
* Sakaki announced SSU has hired four new Academic Deans who will be coming on board this next Academic year as well as a new CIO. Paul Gullixson has accepted a new position with Sonoma County and Sakaki will be looking at hiring to fill his role as AVP for Strategic Communications.
* SSU is part of the NCAA – Division II competition league. Given NCAA has announced no fall competitions will be happening due to concerns around COVID-19, SSU is working on making adjustments to the intercollegiate athletics program. On a disappointing note, due to budget cuts, the Men’s and Women’s tennis programs have been cut along with the Women’s Water Polo team.
* In an attempt to still honor SSU’s 2020 graduates, a survey went out to them to receive feedback on their wishes of how to celebrate given a large traditional ceremony was not possible at the time. The survey showed the greatest number of respondents wishing for Commencement to be postponed until 2021. In the replacement of what would have been a big celebratory weekend, a virtual celebration was sent out to all graduates which had over 40,000 viewers.

# Special Presentation - SSU Branding Initiative

Paul Gullixson, AVP for Strategic Communications, presented to the Board SSU’s Branding Initiative and the outcome of the study done by The Engine is Red.

Gullixson shared with Board that SSU desired coming up with a refreshed brand image that reflected the campus’ current sense of space, aligns with the strategic plan, and would help promote the University in the community. Staying student focused, the initiative wanted to showcase the campus as a space for students to feel it is right for them.

In constructing SSU’s new brand it was intended to keep the current mascot, SSU’s Lobo the Seawolf as well as the blue palette of colors. The focus was primarily unifying University messaging and setting the campus up to get the word out locally to get the community to know SSU better. SSU Athletics already has a unique branding structure and will maintain that structure since it is already familiar in the community.

Gullixson shared the overall resulted theme embodies a “Sonoma State of Mind”. New logo and logo extensions were shared with the Board along with updated styling and extended color palette.

Gullixson noted that all should start to see a rollout across the community of the newly branded SSU including updated marketing materials and community marketing.

# Committee Reports

*(see 6.5.20 meeting packet)*

Audit Committee Report

Committee Chair, Randy Pennington shared with Board that the Audit committee met with Aldrich to kick-off the annual audit. Aldrich will begin their interim fieldwork June 15-17, remotely. Completion of fieldwork will be week of August 3, some work may be on-site with most being done remotely. Final audited financial statements will be presented at September Board meeting.

Pennington proceeded to update Board on the 2019 Compliance Review Report, which is an annual review of endowed scholarships and was conducted and completed in January. A copy of the report has been provided to the Board. No major concerns were revealed.

Pennington noted that with Benedetti and Brown rolling off the Board the Audit Committee has vacancies looking to be filled. He invited any interested Board member to please inquire with him about participating on the committee.

Governance Committee Report

Committee Chair, David Felte reported to the Board on most recent Governance Committee meeting topics. He noted that the committee reviewed revised Foundation Bylaws noting some of the primary changes made including adding the Philanthropy Committee as official sub-committee of the Board and a change in make-up of Designated Directors on the Board.

Also reviewed by the Committee were Board term reappointments. Felte and Perez conducted check in phone calls to Board members whose terms were expiring to inquire about interest of continuing for another term.

Lastly, the Committee reviewed list of potential new Board members as well as new board member nominations. New Student Rep Melissa Kadar has been voted in but no new community members reps until likely the September board meeting as well as a new Alumni Association rep and new Faculty Rep to replace Dr. John Kornfeld.

Investment Committee Report

Ian Hannah reviewed the NACUBO-TIAA Study of Endowments (NTSE) 18/19 comparative data sheet with the Board. He noted that the preliminary results were provided at the last board meeting and the current version incorporates completed survey results. He highlighted the total Foundation Endowment market value of $52.3M as of 6.30.19 which moved SSUF’s Endowment into the $50-$100M peer group. He also noted that as SSUF’s Investment Advisor, Graystone Consulting, continues to move to SSUF’s newly adopted long term asset allocation, meaning future investment returns are expected to be more in line with peer group performance.

Hannah also noted he met with AS leadership and with the President’s Sustainability Advisory Council regarding concerns of fossil fuel investment with Foundation’s endowment. The two groups felt satisfied that the fund selection in the endowment portfolio by Graystone has resulted in reduced fossil fuel exposure. Graystone will continue to look at gearing future investment fund selection through ESG focused positive screening lens to align with the Foundation’s sustainable investing position statement.

Amanda Visser did a brief review of the Foundation’s 20/21 operating budget with Board. Pro forma projections for next few years were also provided for reference. Foundation operating expenses are primarily funded via a 1% annual endowment management fee.

Hannah proceeded with reviewing the Fall 2020 pooled endowment distribution. He noted the Committee discussed and agreed that the full distribution be recommended for approval based on spending policy calculation despite current market conditions. The endowment is roughly flat for the fiscal year despite high volatility and currently the endowment can meet the spending policy target without eating into corpus. Sufficient endowment cash reserves are also available to meet both the endowment distribution and assessment for the Foundation Operating Budget. The 10 year history of Endowment distribution shows a nice steady upward trend as a result of the smoothing effect of the spending policy with over $12M distributed to campus in total over last 10 years.

Lastly Hannah gave an update regarding the sale of the Foundation’s Townhomes. Hannah shared a drafted proposal for the sale of Foundation’s 10 townhomes on the private market supported in concept by Investment Committee and University Cabinet. It was determined that there is less need for the townhomes now that University has the apartment complex in Petaluma for employee work-force housing. Upon sale, the proceeds will go to support the endowment and be invested along side the other endowment funds, per the Endowment’s IPS and managed by Graystone. Hannah recommended that the Board delegate the logistics and management of the sale of the units to SSUF Officers/Executive Committee.

Executive Committee Report

Hannah continued into providing the Executive Committee report to the Board.

He presented a high level review of the revised Foundation Bylaws. The revisions were first reviewed at Governance Committee and were approved to move forward to Executive Committee for review. Staff also sought out additional input following consultation with Robert Griffin - Compliance Advisor to the CSU Auxiliary Organization Association (AOA), as discussed at the last Executive Committee meeting. Robert provided helpful feedback and a few additional suggested edits, primarily from a compliance/best practices perspective.

Lastly, Hannah shared some additional changes made to the Foundation Strategic Plan. Board member Bob U’Ren provided some good edits and feedback which were shown in the updates.

The plan is to go through 2025, in support of Advancement’s and University’s Strategic Plan.

# Action Items

*(see 6.5.20 meeting packet)*

Perez called for motion and approval of the following items:

* Revised Foundation Strategic Plan 2025
* Revised Bylaws
* 2020/21 SSUF Operating Budget
* Fall 2020 Pooled Endowment Distribution
* Foundation Townhomes Proposal

Motion: To approve all listed action items.

Action: Board unanimously approved.

# Student Update

Kadar gave a quick update on current AS happenings. She noted that AS is preparing for the Fall semester and working out continuing the work of AS in remote conditions. She also shared that because of the current circumstances, there is an increased focus on basic need efforts for students.

# Alumni Association Update

Perez noted that for this Board meeting he will be presenting the Alumni Association talking points provided by Tiffany O’Neil, Executive Director of the SSU Alumni Association. At the next Board meeting, it will be the Alum Association past president who will provide the update.

Perez shared the following updates with Board members:

* The Alumni Association recognized SSU’s newest graduating class, the Class of 2020. While SSU postponed the in-person commencement ceremony originally planned last month, the Alumni Association celebrated their newest alumni virtually with a recognition video from leadership at SSU, as well as Daniel Yoeono, AS President and Travis Saracco, President for the Alumni Association. In additional they created a social media tool kit which had digital assets for all alumni to utilize. It consisted of zoom virtual backgrounds, profile picture frames for Facebook, gifs and more.
* The Alumni Association also offered a complimentary life membership to all new spring grads. Given what this graduating class has endured over the course of their time at SSU, they felt it was the right thing to do. Currently they have over 340 graduates who have opted-in to become a life member. Also offered were new grad "swag bags" to be purchased for a nominal fee. The swag bags include items such as: commencement graduation cords, padfolio, electronic device battery charger, and other items to celebrate their graduation.
* The Association is excited to recognize three individuals for their Distinguished Alumni award this year. Due to COVID-19 and not being able to recognize and celebrate these individuals in person, they will be pausing and recognizing the individuals next year. The three outstanding individuals recognized are:
* **Anita Christmas, '89 and '92** Foundation Board Member; Retired Executive; Longtime supporter of SSU
* **Bill Lohse, '75** Venture Capitalist, Joyance Partners and Social Starts
* **Brad Seligman, '75** Superior Court Judge, County of Alameda
* As all offices at SSU moved to shelter in place, the Alumni Engagement office has been shifting how they look to engage with SSU’s alumni. There will be virtual events and programming coming late summer through the end of the year. This will include programming focused on career resources, financial information, physical and mental wellness and more. In addition, they have taken the time to build out a bigger presence on their social media channels on Facebook, Instagram, Twitter and LinkedIn. This will be an ongoing interest as they have already seen an increase in the number of alumni who are participating.

# University Advancement Report

*(see 6.5.20 meeting packet)*

Perez began with sharing the most recent Quarterly Philanthropic Summary Report. He noted that the University was at $5.4M in new gift commitments fiscal-year-to-date as of 3/31/20 and currently at $6.7M as of 5/31/20. Advancement is currently on track for ending the fiscal year modestly below goal, which is not unexpected given challenges associated with COVID-19.

Perez continued to share with the Board his vision of building continued, consistent engagement and support in fundraising. He is looking to continue supporting SSU’s alumni base and giving and is looking to setup a solicitation plan to send out to have individual efforts go throughout the year.

Perez asked Board members to consider making a gift in an area that speaks to them and would be meaningful. He also noted a challenge gift proposal and is seeking board members to contribute to a fund where the Foundation Board collectively could match donations up to a certain value for an upcoming annual giving solicitation.

# New Business / Announcements / Adjournment

No new business or announcements.

Meet adjourned at 2:40pm.

Kyle Bishop-Gabriel – Redacted Signature

Ian Hannah – Redacted Signature

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Minutes Approved by: Minutes Prepared by:

Ian Hannah Kyle Bishop-Gabriel

Chief Operating Officer & Advancement/Foundation Analyst, SSU

Secretary, SSUF

Record of Attendance

June 5, 2020

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|  |  | *First* | *Last* | Attendance |
| 1 | Ms. | Jeannette | Anglin | Present (*video*) |
| 2 | Mr. | Terry  | Atkinson | Present (*video)* |
| 3 | Mr. | Herm | Benedetti | Present *(tele.)* |
| 4 | Mr. | Sam | Brown | Present *(video)* |
| 5 | Dr. | Jean Bee | Chan | Present *(video)* |
| 6 | Ms. | Anita  | Christmas | Present *(tele.)* |
| 7 | Mr. | David | Felte | Present *(video)* |
| 8 | Mr. | Tom | Gillespie | Present *(video)* |
| 9 | Mr. | Ian | Hannah | Present *(video)* |
| 10 | Mr. | Tom | Isaak | Present *(tele.)* |
| 11 | Ms. | Melissa | Kadar | Present *(video)* |
| 12 | Dr. | John | Kornfeld | Present *(video)* |
| 13 | Mr. | Dan | Libarle | *Absent* |
| 14 | Ms. | Joyce | Lopes | *Absent* |
| 15 | Ms. | Emily | Miller | Present *(video)* |
| 16 | Dr. | Andrea | Neves | *Absent* |
| 17 | Mr. | Randy | Pennington | Present *(video)* |
| 18 | Dr. | Mario | Perez | Present *(video)* |
| 19 | Mr. | Irwin | Rothenberg | Present *(video)* |
| 20 | Dr. | Judy | Sakaki | Present *(video)* |
| 21 | Mr. | Michael | Sullivan | Present *(video)* |
| 22 | Mr. | Brent | Thomas | Present *(video)* |
| 23 | Mr. | Robert | U’Ren | Present *(video)* |
| 24 | Ms. | Amanda | Visser | Present *(video)* |
| 25 | Dr. | Lisa | Vollendorf | *Absent* |

Members Present 21

Members Absent 4

Board Quorum 13 Article IV, Section 6, Bylaws

Staff/Guests Present:

Ms. Kyle Bishop-Gabriel – *Advancement Operations/Foundation Analyst, SSU*