

**GOVERNANCE COMMITTEE MEETING MINUTES**

SSU Foundation Governance Committee

Thursday November 9, 2023

3:00 – 4:30 p.m.

Location: Salazar 2043B or Zoom

*Members Present:* Tom Isaak (Chair), Mario Perez, David Felte (zoom), Ian Hannah, Ali Pourghadir (zoom), Joe Huang, Travis Saracco (zoom)

*Committee Staff:* Alicia Hodenfield

I. Opening Comments

Tom Isaak opened the meeting at 3:01pm.

It was noted that this is the first meeting as stand alone Governance Committee again after a couple years as joint Philanthropy and Governance Committee.

New committee members Joe Juang and Travis Saracco were welcomed to their first meeting.

II. Approval of Minutes  
(see 11/9/23 meeting packet)

*Action:* The Governance Committee unanimously approved the 6/1/23 Joint Philanthropy and Governance Committee minutes. These will need to be presented at the next Philanthropy Committee meeting for final approval.

III. Board Prospect Considerations  
(see 11/9/23 meeting packet)

Ian Hannah reviewed the current make up of the board as to professions, gender, etc. to better understand potential growth areas of representation as well as considerations for new members and in diversifying the Board. Ideally looking to select a handful of individuals each year to consider as Board prospects.

IV. Board & Committee Membership  
(see 11/9/23 meeting packet)

Hannah reviewed our current Board and committee membership. Mario Perez presented the two individuals being recommended to serve on the SSUF Board:

- Ernesto Olivares, Board of Directors and serve on the Philanthropy Committee.
- Marakeisha Smith, Board of Directors and serve on the Governance Committee.

Additional recommended changes to the Board leadership and committee positions:

- Tom Isaak has agreed to Chair the Philanthropy Committee, currently vacant following Terry Atkinson's departure. With this new role, Tom will be stepping down as Vice Chair, effective after the December 1 meeting.
- Bob U'Ren will be taking over the role of Vice Chair, for the remainder of this term (23/24) and will serve as board chair in 2024/2025. As Vice Chair, he will become Chair of the Governance Committee and will serve on the Executive Committee.
- Ali Poughadir will join the Investment Committee, beginning with the next Investment Committee meeting after the December Board meeting with the intention that he will be the Chair of the Investment Committee beginning in FY 2024/2025; he will remain on Governance Committee.

Hannah reviewed with the Committee some of the board and committee changes and the need to do some future planning. There are a number of members whose terms will be up in 2026, leaving some areas that we need to be filled. Most notably is the 2026 term end for Randy Pennington, Chair of the Audit Committee. The Audit Committee is likely to lose 3 of its members in 2026. Need someone that has Non-Profit audit experience. Ali Poughadir has several individuals to reach out to and will follow up with Perez or Hannah.

Another conversation that is needed is who will fill the Vice Chair role for FY 24/25? Will be looking to have a recommendation for the May meeting.

The conversation continued of how to plan for these vacancies moving forward, including perhaps a multi-year commitment as Vice Chair, then Chair, then Immediate Past Chair to create a succession pathway to leadership roles. It was agreed that this would take more consideration and an adhoc group may need to be established.

Perez has reached out to the following individuals to see about joining the SSU Foundation board with hopes we will have their names for approval at an upcoming Board meeting:

- Marcela Piedra, City Manager, City of Rohnert Park
- Frank Chong, President Emeritus, Santa Rosa Junior College

Committee members were asked to give thought on other key individuals to consider, particularly to diversify professional experience on the board such as in the health care industry.

V. Updated CSU Compliance Manual - Non-Profit Integrity Act and Charitable Solicitations  
(see 11/9/23 meeting packet)

Hannah noted some updates made to the CSU Compliance Manual - Nonprofit Integrity Act and Charitable Solicitation. The updated version will be posted to the CSU Advancement Systemwide Intranet site.

The SSUF general counsel has also received a copy of the updated manual for any applicable adjustments to annual conflict of interest and non profit integrity act letter signed by all board members

VI. Open Items

None.

Next Board meeting Friday, December 1<sup>st</sup> from 10am-noon with lunch to follow. Next Governance Committee meeting will be in May, 2024.

The meeting was adjourned at 4:05pm

Hannah's signature has been redacted

*Minutes Approved by:*  
Ian Hannah  
*Chief Operating Officer & Secretary,*  
*SSUF*

Hodenfield's signature has been redacted

*Minutes Prepared by:*  
Alicia Hodenfield  
*Administrative Manager for*  
*Advancement and Foundation*  
*Operations, SSU*