****

Board of Directors Meeting Minutes

Friday June 7, 2024

In-Person at the Wine Spectator Learning Center Board Room or via Zoom

**ANNUAL MEETING MINUTES**

1. **Call to Order**

At 10:01am, David Felte, Board Chair, called the Annual Meeting to order as quorum was established. Felte welcomed Acting President Nathan Evans and the new student representatives serving on the board, Vanessa Sanchez, newly appointed Associated Students President and Asad “AJ” Franklin, newly appointed Associated Students Vice President of External Affairs.

Jeff Keating, Associate Vice President for Governmental Relations and Strategic Communications, who will be presenting today, was also welcomed.

Felte invited the members in the room and on zoom to introduce themselves.

1. **Approval/Confirmation of Board of Directors and Committee Membership Appointments for FY 2024/2025**

*(see 6/7/24 meeting packet)*

Felte noted the following Board member changes for the 2024/2025 academic year and an updated membership list had been provided to the board in advance of the meeting. The Board & Committee member changes requiring Board approval:

* + Bios for D. Nathan Evans, AJ Franklin, Libby Payan and Vanessa Sanches were provided in the agenda packet
	+ E*ffective immediately (per bylaws by position):*
		- Acting President Nathan Evans
		- New Associated Students reps: Vanessa Sanchez and AJ Franklin
	+ Changes *following today’s board meeting* (as recommended by Governance Committee)*:*
		- Today is Travis Saracco’s last meeting as he steps off the Board and completes his role as immediate past chair of the SSUAA. This also ends his service on the Governance Committee*.*
		- Libby Payan, the new SSUAA Board representative, is scheduled to serve a two year term. She will join the Philanthropy committee and her first board meeting will be at the September board meeting.
		- David Felte moves from Board Chair to Immediate Past Chair.
		- Bob U’Ren will move from the Vice Chair to the Board Chair.
		- Ali Pourghair will serve as the Vice Chair, beginning with the September meeting. He will move from Governance committee member to the Chair of Governance Committee and step off the Investment Committee.

**Action**: There were no objections and the new Board and Committee membership changes for FY 24/25 were approved, unanimously.

1. **Adjournment to Regular Meeting**

This concluded the business of the Annual meeting and at 10:08am, it was adjourned.

**QUARTERLY BOARD MEETING MINUTES**

1. **Opening Comments**

David Felte opened the quarterly Board meeting at 10:08am, with quorum having been met, including the newly confirmed members.

1. **Public Comment Period**

No public comments were noted.

1. **Consent Agenda**

*(see 6/7/24 meeting packet)*

Felte called for approval for the following consent agenda items:

* + March 15, 2024 Board Minutes
	+ Graystone Quarterly Performance Report
	+ Quarterly Financial Statement

Felte asked if there were any objections to approving the consent agenda items or if anything would need to be pulled out to discuss further.

Action: Board unanimously approved all consent agenda items.

1. **University Update**

Acting President Dr. Nathan Evans introduced himself to the Board. He noted he has been in the role since May 15th and comes to SSU with more than 20 years of experience in higher education, including community colleges and the University of California System in addition to the CSU, and most recently as the Chief Deputy for Academic Affairs and Student Affairs at the CSU Chancellor’s Office.

Dr. Evans acknowledged Dr. Lee’s service in the CSU as well as at SSU and his hard work in addressing the budget and enrollment challenges. Many related practices were seen as an example for other campuses to emulate. Moving forward, there will need to be a lot of listening to understand the implications of statements that were made. Dr. Evans confirmed the campus will lean into existing structures to listen, process, and move forward as outlined in a Path Forward communication to the campus community.

Dr. Evans affirmed that there is not a shift in direction for the University in the sense that the focus remains on rebuilding enrollment and pointed to the fact that SSU is currently 30% off its peak enrollment. He acknowledged that the CSU enrollment declines have hit the smaller and medium sized campuses harder. Many public and private institutions nationwide have had similar decreases in enrollment. In 2023, there was a slight uptick in new enrollment at SSU as progress has been made, though there is still an uphill climb. The academic reorganization efforts, as well as addressing changing workforce and educational needs are contributing factors.

State Budget is not expected to be particularly great for the next few years. SSU is facing mandatory cost increases in areas such as wages, energy, and health care. The CSU continues to look at shared services to build efficiencies and cited regional parking enforcement administration as an example.

He noted, while these are difficult times, the campus has surpassed its new student enrollment goal of 2,100. SSU will continue to build back over the next several years. There are currently 8 campuses in CSU that are below target in the double digits. There are also several CSU campuses turning away thousands of students and thus the CSU has implemented a 3% re-allocation in funding beginning next fiscal year.

There have also been signicifant changes with federal financial aid FAFSA process/application resulting in delays. At SSU, the business processes established and forward thinking by the Financial Aid and Strategic Enrollment Management offices have allowed financial aid packages to be turned around in 2-3 weeks, which represents a streamlined process and key accomplishment.

Dr. Evans stated that he will be transparent, authentic and honest as SSU moves forward. He was appointed by the Chancellor’s Office on a short term acting appointment and has since expressed his interest in the interim role, which will be voted on at the July CSU Board of Trustees meeting. He will keep the Board and campus informed. The SSU President search will likely be the only President search in FY 24/25 following recent appointments or launched searches on other campuses.

Regarding information in the media as it pertains to the merging of Cal Maritime and Cal Poly San Luis Obispo, this work has no bearing for SSU. Dr. Evans was part of a team that recommended Cal Maritime come under the CalPoly SLO umbrella. With an operating budget or $55 million and less than 700 students, it was not sustainable to continue as an independent campus. The work has begun and full integration of the campuses is anticipated by the 2025-2026 academic year.

Board members thanked Dr. Evans for stepping up in a difficult environment at SSU and noted the impact SSU has on our surrounding community. It was noted that SSU continue to expand dialogues with SRJC. Talking points for board members were also requested based on the recent statements and media stories.

1. **Closed Session**

Hannah and Perez explained what Closed Session meant and the process to enter: The Board must vote to move into closed session for a confidential discussion; any action in closed session would be required to be voted upon in open session. All guests, excluding staff serving the Board, would be asked to leave the room temporarily.

* + Action: Approval of entering into closed session regarding SSU Foundation investment matters pursuant to Education Code Section 89923 was unanimously approved by the Board at 10:40am.

The Board returned to regular session/business at 11:22am. There were no action items discussed or brought forward in closed session to be voted on, however, there was general consensus from the board to work on a plan to move forward for the Foundation to address concerns and feedback brought up during the closed session.

1. **Student Update**

Vanessa Sanchez provided the student update.

Sanchez announced that the Associated Students have completed a reorganization. JUMP (Join Us in Making Progress), the arm of AS’s offerings to participate in community services has been disbanded and resources will be refocused on the Student Basic Needs Initiative including Lobo’s Pantry & CalFresh to focus on serving our own students. Associated Students Presents (ASP) has been expanded and the student government team has been restructured with new positions to better serve the student body and campus.

1. **Alumni Association Update**

Travis Saracco provided the Alumni Engagement Report.

Saracco confirmed the close out of the spring semester with the celebration of the Class of 2024 graduates. Spring is always a busy time and this year was no different.

* + Recently the Alumni Relations and University Engagement department relocated from the President and University Advancement suite to an outward facing space in Salazar Hall. It's been great having a space where our graduating students and alumni are able to stop in, say hello and reconnect. Please stop by and say hello. The office is located in Salazar Hall, suite 1053.
	+ In April, Tiffany traveled to Washington DC with University leadership for an alumni event with east coast alumni and supported advocacy efforts while there.
	+ The scholarship selection committees convened in April and May to select the 2024/25 recipients for the Heart of SSU Alumni Scholarship and the Ambrose R. Nichols, Jr. Scholarship.
		- 34 applications were received for the Heart of SSU Alumni Scholarship,of which eight were finalists. After follow-up interviews with the eight finalists, Sabikun Prioty was identified as the award recipient for 2024/25. Prioty is a third-year student pursuing a degree in applied mathematics and computer science. She aspires to be a professor one day. Award amount is $8,600, a full year of tuition & student fees.
		- The Ambrose R. Nichols, Jr. Scholarship received 40 applications. After interviews, the scholarship was awarded to Michelle Jones, a graduate student who is pursuing her degree in English (literary criticism) with a goal of teaching. The award amount is $4,000.
		- Currently the committee is in the process of awarding the Logsdon Legacy scholarship, which is a $500 scholarship to a first-year student who has one parent who is a graduate of SSU and is a member of the Alumni Association.
	+ Celebrating graduates last month included:
		- Toast of the Town May 15. One of the largest ones yet. Over 500 students registered for the event and enjoyed a live deejay as well as champagne that was graciously donated by Jackson Family Wines.
		- SSUAA supported the commencement festivities and were present at the grad check in space and handed out alumni lapel pins after the graduation ceremony.
	+ This summer SSUAA has a summer fun series which includes several ways for SSU’s alumni community to come together. From popup social events, baseball (including alumni night at the San Francisco Giants and Healdsburg Prune Packers and a fundraising event at a winery there are a lot of fun things planned. All events can be found online at [www.ssualumni.org](http://www.ssualumni.org).
	+ The SSUAA summer retreat is scheduled for Saturday, August 24. The board gathers once a year each summer to strategize for the upcoming academic year. The SSUF Board is invited to join for lunch that day. More information will be coming out in the near future.
	+ July 1, the leadership of the board transitions. A huge thank you to Libby Payan who has led the alumni board through a pandemic and helped keep things moving forward for the organization. There is extreme gratitude for all she has done with the board. She will be transitioning into the alumni representative with the Foundation as well.
1. **Special Presentation: Strategic Communications**

*(see 6/7/24 meeting packet)*

Jeff Keating, AVP for Governmental Relations and Strategic Communications presented:

Keating’s focus upon arriving at SSU has been to tell the story of SSU. When he arrived he had a very small staff and engagement on social media and other modalities was very low. His task was to build the department back up to functioning. He presented a slideshow of the Strategic Communications Strategic Plan to increase content, promote news releases, distribution to media, and how Strategic Communications has started to proactively tell the stories of SSU students and increased engagement on social media as well as other forms of communication, including the Insights magazine. It was noted that SSU has more than 65,000 followers on Linked In. Work over the summer will include revamping the SSU website (sonoma.edu). The slideshow was shared with the Board meeting materials.

Keating also provided a link to a newly created and published video promoting SSU, which is available on the CSU BOT website among all the other CSU campus created videos. The SSU video is set up so that it can be shared for different audiences and snippets can be used when appropriate instead of in its entirety.

1. **Committee Reports**

*(see 6/7/24 meeting packet)*

Executive Committee Report

Hannah provided the Executive Committee Report.

The committee met to prepare for the Board meeting and to review the future Special Presentation topics schedule. The upcoming September Board meeting will include the typical annual topics of:

* + Annual Conflict of Interest/Non Profit Integrity Act presentation/letter
	+ Annual review of Audited Financial Statements

Also discussed was the Board Retreat Planning, to be held on August 13, 2024 and likely to include a board assessment activity. This will be held offsite at Richard’s Grove at La Crema Winery Estate in Windsor.

The Executive Committee also discussed board leadership transition and succession planning for board and committee membership.

Audit Committee Report

Randy Pennington provided the Audit Committee report.

The committee met on May 9th to discuss the audit plan and timeline for the 2023/2024 audit with external financial auditors, Aldrich. The final report and financial statements to be presented at the September Board meeting. An overview of the audit plan as discussed was provided to the Board with the meeting materials.

Philanthropy Committee Report

There was no report as the committee did not meet.

Governance Committee Report

Bob U’Ren turned to Hannah to provide the Governance Committee Report:

The Committee met on May 21st to review the Membership/Committee changes which were presented at the beginning of today’s meeting. Additionally the committee discussed a few potential prospective Board members which may result in recommended nominees at a future board meeting.

Also discussed were the recommended Bylaws revisions and accompanying resolution on which the board will be asked to take action on later in today’s agenda. These changes were initially recommended by the CSU Auxiliary Organization Association’s (AOA) Compliance Consultant, Robert Griffin, clarifying appropriate use of non-board committee members. It is okay for committees with delegated Board authority or advisory committees but not okay with committees acting on behalf of the Board (ex. Executive Commitee). It was also recommended that a formal resolution be adopted when updating bylaws or delegating authority to committees. A draft resolution was provided with the meeting materials to accompany the revised byalws and be voted on under the action items portion of the agenda. SSUF counsel also reviewed the suggested edits and is in full support.

Investment Committee Report

Brent Thomas provided the Investment Committee Report.

The Committee met on May 1st. Graystone presented the 3rd QTR (3/31/24) performance report. This was included in the consent agenda.

The SSUF Operating Budget for 2024/2025 was reviewed with the Committee. Items of note in the Budget:

* + Revenue side based on 1% of market value annual assessment to endowment earnings (per policy)
	+ Expenses consist primarily of operating expenses to Foundation and support to Advancement division and University.
	+ Key items/changes from 2023/2024 Budget:
		- Revenue increase due to endowment growth
		- Considerable increase in insurance costs
		- Planned summer retreat cost
		- Contractual services increase due to OCIO review/eval contract with Northpier

The Board will be asked to take action on this item, following the committee reports.

The Pooled Endowment Distribution for 2024/2025 was provided with the Board meeting materials and also reviewed at the meeting. The recommended distribution of just over $2 million is a continued annual increase from prior years and a record distribution for SSUF. Amount is based on spending policy of 4% of five-year rolling average of pooled endowment market value. Distribution will be distributed as follows: 68% to various campus programs and 32% to various student scholarships, all based on donor intent.

The Board will be asked to take action on this item, following the committee reports.

1. **Action Items**

*(see 6/7/24 meeting packet)*

Felte asked for Board approval of the following items:

* + 2024/25 SSUF Operating Budget, at the recommendation of the Investment Committee.
	+ Fall 2024 Pooled Endowment Distribution, at the recommendation of the Investment Committee.
	+ Bylaws Revision with Resolution, at the recommendation of the Governance Committee.

**Action:** Board unanimously approved all action items, as presented.

1. **University Advancement Report**

*(see 6/7/24 meeting packet)*

Mario Perez provided the University Advancement Report.

Quarterly Philanthropic Summary Report was provided to the Board with the meeting materials and reports as of March 31, 2024. Gift commitments totaled $5.2M through Q3 of FY 23/24. As of April 30, we are still lagging our annual goal and have raised $5.8M. Recent activity/challenges and leadership change have impacted momentum on some significant gifts and thus have had to hit pause and likely will result in this being the first year not to hit or surpass our goal in the last few years. Our Advancement team members are bridge builders and are creating a path forward to re-set conversations but it still presents a challenge to close some recent large gifts which had been near closure.

Following a successful April 2024 Giving Day, key data points and results were provided:

* + $430,117 total dollars were raised
	+ 1,123 gifts made
	+ 326 first-time donors
	+ 157 funds were supported
	+ 321 gifts were made by alumni

The Allied Healthcare Project is still a priority for the University. Dr. Evans is committed to this project. We have identified a champion for this cause who has agreed to reach out and connect us with potential donors who may serve as pillars.

Beginning discussions with Academic Affairs side to reshape convocation to transform to a more community engagement event rather than more strictly academic.

In addition to FDN Board retreat, there are plans for an Academic Leadership and Deans meeting likely in the Fall focusing on philanthropy.

Discussion ensued around ideas for changing the culture to get more alumni to donate and looking at other ways of measuring alumni success. Board members also challenged other board members to attend more alumni related events.

1. **New Business / Announcements / Adjournment**

Felte acknowledged the service of Saracco on the SSUF Board and his contributions to the Alumni Association, SSUAA Board, and having even served as Lobo recently at Commencement.

Updated meeting list/dates for 2024/2025 is with today’ meeting materials.

Perez also thanked Felte for his dedicated service as Chair of the Board for the last few years.

The meeting was adjourned at 12:20pm.

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 and Foundation Operations, SSU*

*Record of Attendance*

*June 7, 2024*

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | ***First*** | ***Last*** | ***Attendance*** |
| 1 | Mr.  | Monir | Ahmed | Present - late |
| 2 | Dr. | Frank | Chong | Present |
| 3 | Ms. | Anita | Christmas | Present |
| 4  | Dr. | Nathan | Evans \* | Present \* |
| 5  | Mr.  | David | Felte | Present |
| 6 | Mr. | Asad “AJ” | Franklin \* | Present \* |
| 7 | Mr. | Tom | Gillespie | Present - zoom |
|  8 | Mr. | Ian | Hannah | Present |
|  9 | Mr.  | Joseph | Huang | Present |
| 10 | Mr.  | Tom | Isaak | Present |
| 11 | Dr. | Brigitte | Lahme | Present - zoom |
| 12 | Dr. | Andréa | Neves | *Absent* |
| 13 | Mr. | Ernesto | Olivares | Present - late |
| 14 | Mr. | Randy | Pennington | Present |
| 15 | Ms. | Marcela | Piedra | *Absent* |
| 16 | Mr.  | Ali | Pourghadir | *Absent* |
| 17 | Dr. | Mario | Perez | Present |
| 18 | Ms.  | Vanessa  | Sanchez \* | Present \* |
| 19 | Mr.  | Travis | Saracco | Present |
| 20 | Ms. | Maraskeshia | Smith | Present |
| 21 | Mr.  | Mike | Sullivan | Present – zoom |
| 22 | Mr. | Brent | Thomas | Present |
| 23 | Mr.  | Robert | U’Ren | Present |
| 24 | Ms. | Amanda | Visser | Present |

Members Present 18 at start of meeting; plus 3 added in Annual meeting\*

 Members Absent 3

 Board Quorum 11 of 21 (start of meeting) *Article IV, Section 6, Bylaws*

 13 of 24 (once new members voted in)

 \* New members as of completion of the Annual Meeting

Staff/Guests Present:

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

Mr. Jeff Keating - *AVP Governmental Relations and Strategic Communications, SSU*