

GOVERNANCE COMMITTEE MINUTES

SSU Foundation Governance Committee

Tuesday May 21, 2024

3:00 – 4:30 p.m.

Location: Salazar 2043B or Zoom

Members present: Bob U'Ren (Chair), Mario Perez, David Felte (Z), Ian Hannah, Tom Isaak, Ali Pourghadir (Z), Travis Saracco, (Z)

Members absent: Joe Huang, Marcela Piedra, Maraskeshia Smith

Committee Staff present: Alicia Hodenfield

1. Opening Comments

Bob U'Ren opened the meeting at 3:00 pm and determined that quorum had been met. Mario Perez provided a campus update:

- Commencement occurred on May 18th. It was a joyfull commencement and although there was a group that provided a silent protest, they were able to exercise their rights without interruption. And that did not prevent us from graduating over 2,200 students that day! Many of these students did not have a proper high school graduation back in 2020 due to Covid restrictions. It was a very busy day, filled with stories and families and our staff did a fantastic job. There were two Honorary Doctorates bestowed, Larry Brackett and Greg Sarris. The Vice Chancellor of Human Resources and the Head of Legal Counsel at the Chancellor's office were present and gave huge complements to SSU's commencement activities.
- The encampment on campus has cleared and the Chancellor's office is evaluating Dr. Lee's statement/agreement with the protest group.
- Acting President Nathan Evans comes to SSU from the CSU Chancellor's Office. It is unclear how long he will be serving in this capacity or when an Interim President will be named. Perez expressed this is a challenging moment which slowed our progress, however he is confident with the team and individuals and they are all working hard to salvage and mend bridges, adding that the University is more than one person.

2. Approval of Minutes - 11/9/23
(see 5/21/24 meeting packet)

U'Ren asked if there were any suggested edits or objections to approving the minutes that were provided to the committee in advance of the meeting. There were none, and the minutes were approved.

3. Board and Committee Membership Changes
(see 5/21/24 meeting packet)

U'ren asked Ian Hannah to provide an update to the recommended Board and Committee membership changes to be submitted to the full Board at the 6/7/24 meeting:

- The FY 24/25 Board Membership and FY 24/25 Committee Membership lists were provided to the committee in advance of the meeting.
- New Student Rep Board Members:
 - Vanessa Sanchez – Associated Students (AS) President-elect
 - Asad "AJ" Franklin – incoming AS Vice President of External Affairs; originally appointed as AS Senator for DiversityHannah reported their onboarding meeting is currently being scheduled with Vanessa and AJ with hopes for both to be in attendance for the June Board meeting.
- Roles and Committee Changes & Succession Planning
 - The upcoming change to the Alumni Association representative on the Board – today is last Governance committee meeting and June will be the last board meeting for Travis Saracco. Travis has been the SSUAA representative on the Board. This position is to be filled by Libby Payan, outgoing SSUAA Board Chair – now immediate Past Chair; effective as of the September SSUF Board meeting. Her onboarding meeting is scheduled for later this week.
 - June will be the last Board meeting for David Felte as Board Chair and U'Ren as Board Vice Chair. The September Board meeting, U'Ren will step in as Chair and David as immediate past chair.
 - Ali Pourghadir has been identified as the new Vice Chair for FY 24/25 and likely 25/26. The Vice Chair also serves as the Chair for the Governance Committee; this role will likely go on to serve as Board Chair in 26/27 and 27/28.
 - Investment Committee Chair - Brent Thomas has agreed to continue to serve as the Investment Committee Chair until someone new is identified. With Ali moving into the Board Vice Chair and Governance Committee Chair, he will no longer be moving into the Investment Committee Chair position and will also be stepping off of that committee.
 - Hannah noted that multiple folks are scheduled to reach the end of their final term in June of 2026 and thus additional succession planning for both the Board and Committees will be needed going forward.

There were no objections to the membership/committee changes. The changes are approved to be recommended to the Board of Directors meeting on 6/7/24.

4. Board Prospect Considerations

Hannah continued providing information on new board prospect considerations. Three individuals are currently being considered to potentially join the Foundation Board. Meetings with Perez will be scheduled with each of them to gauge interest, fit, and next steps.

5. Bylaws Revisions (see 5/21/24 meeting packet)

Hannah provided context for the Bylaws revisions changes being recommended. They came from an CSU Auxiliary Organization Association (AOA) Committee Delegation Issue Brief from Robert Griffin, CSU Auxiliary Organization Association (AOA) Compliance Consultant, who also provided recommended changes specifically for SSUF's Bylaws upon request. The changes provide structure for the following guidance received by Griffin:

- Committees acting on behalf of the Board (example: Executive Committee): cannot include non board committee members
- Committees with delegated Board authority (example: Investment Committee) and advisory committees (example: Audit Committee, Philanthropy Committee, and Governance Committee): OK to include non board committee members

SSUF counsel also reviewed suggested edits and is in full support. Counsel also recommends all non board committee members complete Volunteer Non-Disclosure and Confidentiality Agreement. It is particularly important for any closed session meetings since that member does not have the fiduciary duty a Board member has. SSUF staff will provide to our current non-Board committee members to review and sign.

A resolution will accompany the bylaws revision for the June Board as it has been recommended to utilize formal resolution when updating bylaws or delegating authority to committees.

The Bylaw changes were approved by the committee and will be submitted as a recommendation with accompanying formal resolution to the board at the 6/7/24 meeting.

6. Self Disclosure / Background Checks Discussion

Hannah continued the conversation of whether we should conduct background checks on our new board members. He shared with the committee that we currently do perform research on our prospective board members. Ideas for other individuals to potentially inquire with were shared by some committee members.

At this time, none of SSU Foundation's peers are conducting any level of back ground checks on their boards, and the CSU background check policy and CSU Volunteer policy specify when a background check is to be conducted, which does not include

volunteers. If the board member would have direct financial decision authority or cash handling as part of their volunteer work, or if they were to work with minor children, then a background check would be required.

At this time, the committee is opting not to make a recommendation on conducting background checks on Board members.

Another consideration discussed would be to provide an opportunity for self disclosure, on the new member intake form.

Draft language for consideration: "Provide self-disclosure of any past infractions that may be seen as harmful to the Sonoma State University Foundation, the University or could result in a public relations or media issue. Also agree to disclose if a future transgression arises."

If disclosure made, then Foundation leadership to consult with SSU Human Resources. The committee suggested Perez reach out to colleagues for comment and whether including self-disclosure language would be considered a best practice.

7. Board Mentorship

Hannah provided that in 2018, draft Board Mentorship guidelines were developed and was discussed but not finalized and nothing has been formalized in this area since that time. Instead of a formal Board Mentorship program, a less formal "board buddy" idea was suggested and perhaps to narrow to mainly the Board leadership transitions. Recommend phasing in beginning 2024/2025: Phase 1 - focus on new officers for now and the Immediate Past Chair. Immediate Past Chair to connect and coordinate meetings with Board Chair and Board Vice Chair.

David Felte is the first Immediate Past Chair and commented that reaching out to all new board members seemed like the appropriate role of the Immediate Past Chair. Perhaps consisting of connecting one-on-one with new members, and meet up 15 minutes before meetings.

8. Off-Boarding

Hannah reported that the staff has been discussing what to consider doing to strengthen our off-boarding process. In part, to properly recognize and thank our departing Board Members, particularly those who have multiple terms/many years on the Board and may have strong committee participation such as serving as a Committee Chair. or at the end of their term that will be meaningful.

Ideas to date:

- Shorter term service – Parting gift/certificate/resolution
- Chair role or other volunteer/service contribution
 - SSUF branded certificate of appreciation
- For longer service – Board Resolution of appreciation recognizing service
 - In lieu of OR in addition to a parting gift

- Suggestions were made around potential leadership level gift/appreciation ideas

Discussion ensued but no consensus was reaching on parting items. It was also noted that conducting an exit survey and/or exit interview (potentially to be conducted with someone not on the Board) could provide valuable feedback as well.

9. Open Items

Hannah noted that the CSU just announced at their BOT meeting and went live on a website that provided additional guidance on the Governance Structure of CSU and Auxiliary Investments.

The meeting was adjourned at 4:41pm



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



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