

GOVERNANCE COMMITTEE MINUTES

SSU Foundation Governance Committee

November 7, 2024

3:00 – 4:30 p.m.

Location: Salazar 2043B or Zoom

Members present: Ali Pourghadir (Chair), Mario Perez (zoom / late), Ian Hannah, Marcela Piedra, Markaskeshia Smith (zoom)

Members absent: David Felte, Joseph Huang, Tom Isaak

Committee Staff present: Alicia Hodenfield

1. Opening Comments

Ian Hannah opened the meeting at 3:06pm, noting that quorum had not initially been met as there were only 4 of the 8 present.

Hannah welcomed Ali Pourghadir as the new Chair to the committee.

2. Approval of Minutes from 5/21/24

The minutes were held until the committee had reached quorum and were approved with no objections or edits at 3:21pm when quorum was met.

3. Governance Committee Charter Review/Updates

Pourghadir and Hannah presented the minor, recommended edits to the Governance Charter, last reviewed and approved by the Board on 9/2/2019.

The SSUF Governance Committee Charter complements applicable sections of the SSUF Bylaws.

The committee authorized moving forward recommendation of the revised charter to the Board for approval.

4. Board & Committee Membership

- a. Board Recruitment and Nomination Process updates
Hannah reviewed the Board Recruitment and Nomination Process. Hannah noted there were a few minor edits recommended to reflect the current process. This is only to be used as a guide, with case by case adjustments, since each new individual has a different relationship with the University.

Mario Perez joined the meeting via zoom at 3:16pm

- b. New Board Member Recommendations
Hannah presented the nomination of Davis Campbell for a position on SSUF Board of Directors to the Committee. Campbell has expressed interest in joining the Governance Committee or potentially the Philanthropy Committee. He met with Perez and Board Chair, Bob U'Ren and when asked what he thought he would bring to the board he mentioned his experience with the UC Davis Board and wanting to make an impact. He was able to help their board grow and formulate structures and he is excited about being involved. He's a champion of the Seawolf Scholars program, supporting foster youth, and an advocate and alumnus of SSU.

All were in favor of moving Davis forward as a recommendation for approval as a new Board member and new member of Governance Committee at the next Board meeting.

- c. Board make-up and Succession Planning
Hannah reviewed the current Board Make-Up Sheet; a high level look at our current Board make up, based on industries/professions represented, gender, etc. for consideration as we look to fill positions and grow the board.

Hannah also reviewed the Board Term Dates, a current snapshot of individuals on the board, their current committee participation and their term status/anticipated end date, highlighting the need for on-going succession planning as many board members are reaching the end of their terms in June 2026.

Based on this term dates sheet, there are committee and/or Industry gaps and potential prospects. Some thoughts for outreach:

- Where are our alums employed? The LinkedIn SSU alumni webpage gives a snapshot of where SSU alumni are geographically and employed.
- Does our board have representation from some of the top businesses in the NorthBay or SSU alums at key businesses? Northbay Biz top 500 list provides a sense of these businesses.

Discussion of specific individuals to move forward with appropriate next steps ensued.

5. Emeritus Board members

Hannah presented the draft Procedures for Selecting Emeritus Directors. The SSU Foundation bylaws account for naming Emeritus Directors and include the selection criteria: they have been an officer or committee chair; they have served 3, three-year terms, community member, and provided exemplary service.

Will need to decide how to recognize – by resolution, post on web, etc. Hannah provided the Sonoma County Community Foundation as an example of how they honor their Emeritus members on their website.

A draft Nomination form was also provided to the committee. Hannah noted there were four potential recommendations he would suggest initially considering for nomination for Emeritus Director. Two of the individuals are now deceased, however recognition would be bestowed upon their surviving spouse. The 50th SSUF Anniversary celebration, currently postponed until the Spring, would be an opportunity to recognize any of these potential nominees.

Also important to note, in 2026 there will be several board members terming off with 20+ years of service, including as a committee chair or executive and exemplary service and thus may be added in for consideration.

The committee agreed that all three individuals should be moved forward to the Executive Committee for consideration of which to recommend to the Board.

6. Board of Directors Status Report / Personal Engagement Plans

Pourghadir and Hannah discussed the recently updated Board of Directors Statement of Understanding document, outlining roles and responsibilities for all board members.

Hannah presented the draft SSUF Board of Directors Status Report and draft Engagement Plan which would provide board directors information about their participation on the SSU Foundation including:

- Shows attendance/participation; giving – history
- Additional individual plan – goals
- Incorporate mentorship needs
- Acknowledgement and inclusion of the Statement of Understanding

These documents could be used in conjunction with one on one meetings with the Foundation CEO. The committee liked the idea of having a status report to help focus them and providing information that they could use to change their course – needing to make a greater effort to attend meetings, make their contributions, and stay engaged.

The committee felt revisiting the conversation in the future around a Board member giving minimum would be worthy. There are lots of needs in the community, and having a minimum may provide focus and help with planning. An annual minimum dollar amount was not discussed, and perhaps that would be part of their individual Engagement Plan.

7. Board Orientation

Hannah noted that in the Charter, the Governance committee “will advise on orientation and Board mentorship process for on-boarding new Board members”. The committee was provided an opportunity to review what was being presented and shared with our newer members. Marcela Piedra and Maraskeshia Smith both recent additions to the Board, mentioned that orientation they went through was very thorough and important information was provided.

8. Open Items

Hannah sought input on planning for periodic Board Retreats, and plans to discuss at the Executive Committee meeting as well. Every three years, the Governance committee is tasked with performing an assessment, which was accomplished at the 2024 retreat. The

Committee thought every other year a full retreat with activity and deep dive would be appropriate for creating a long term strategic review.

Hannah also discussed open meetings, public comments, and recordings as there has been increased interest in these meetings throughout the CSU campuses. This is new territory and SSU has not had the interest that other campuses have, and it is important to consider and be aware of what our options might be, should there be increased demand by the public to attend our board and committee meetings. A suggestion to attend another CSU campus foundation board meeting via zoom might be helpful for reference.

Perez reiterated that the SSUF 50th Anniversary Luncheon would not be happening on December 6 and a gathering would be postponed to the spring.

The meeting was adjourned at 4:27pm.

Signature redacted



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

Signature redacted



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