

**GOVERNANCE COMMITTEE MINUTES**

SSU Foundation Governance Committee  
May 20, 2025  
3:00 – 4:30 p.m.  
Hybrid format

*Members Present:* Ali Pourghadir (Chair), Davis Campbell (zoom), Ian Hannah,  
Mario Perez, Marcela Piedra, Markaskeshia Smith (zoom)

*Members Absent:* David Felte, Joseph Huang

*Committee Staff Present:* Alicia Hodenfield

*Guest Present:* Robert U'Ren

1. Opening Comments

Ali Pourghadir opened the meeting at 3:01pm with quorum having been met. Pourghadir noted that Board Chair Bob U'Ren was attending as a guest. U'Ren, Mario Perez and Ian Hannah have been discussing terms dates, succession planning and a focus around increasing board member engagement & participation – much of this to be covered in item #5.

Perez provided a campus update. The Presidential search is underway and the campus is working on transition planning, including what needs to happen and who do they need to meet with in the first 100 days. Pourghadir and U'Ren are serving on the Search Advisory Committee as is community member Henry Hansel, among others.

Our fundraising as of April 30 is at \$8.4M and the expectation is we will reach, if not surpass our \$10M goal for this fiscal year, leveraging Advancement's small but mighty team.

Approximately 1,900 graduates walked at our five Commencement ceremonies over the weekend.

Hannah provided information on impacted endowment funds and bequests. Following lift of court ordered Temporary Restraining Order (TRO), staff returned to the process for re-designated use for specific impacted endowment funds and bequests. There are many nuances for each fund and it will be a lengthy process.

Marcela Piedra joined the meeting at 3:08pm.

2. Approval of Minutes

Pourghadir asked for the approval of the Governance Committee minutes from November 7, 2024.

There were no objections and the minutes were approved.

### 3. Board & Committee Membership Changes

Pourghadir noted the FY 25/26 Board & Committee Membership documents were provided in the agenda packet.

Pourghadir provided the nomination of a new community director, Patrick Teixeira, to join the Board and also the Investment and Audit Committees. Teixeira is a business owner and alumnus. He currently lives in Austin, TX, but travels to Sonoma County frequently.

The new Associated Student representatives joining the Board are Madelyn Boyd, AS President and Vanessa Mendoza, AS VP for External Affairs.

The Philanthropy Committee Chair position was a temporary position for Tom Isaak and we will need to find a new chair. This will be discussed more as part of item 5.

It was noted that ideally changes would be taking place annually as part of the cycle for the new academic year, rather than changes occurring throughout the year.

### 4. New Board Prospects/Recommendations

Hannah discussed the term dates sheet, which identifies when directors joined and when they are expected to end their terms. Each community board members is appointed for up to three 3-year terms. Seven members will be reaching the end of their terms at the end of the 2025/2026 academic year.

Hannah reviewed our current Board Make-up Sheet/Board Prospect Considerations for consideration when identifying new board members.

Hannah discussed the short list of Prospective Board members and considerations for continued outreach. We also continue to look for way to keep folks engaged during and/or after their time on the Foundation board.

### 5. Board/Committee Structure and Engagement

Hannah and Perez discussed the governance and philanthropy committee structures and regularity of meetings.

The recommendation to have the Governance Committee meet quarterly from just twice a year was met with approval by the committee. This will allow for the committee members to be more engaged with the work they are doing.

The recommendation for the Philanthropy Committee is to incorporate Advocacy/Community Engagement and Stewardship, at least informally and perhaps later change the name to encompass broader work (example "Community Engagement Committee"). Tom Isaak has served as the committee chair for the last year, and a new chair will need to be identified. Discussions with Ernesto Olivares have been occurring.

The Governance Committee also recommends changing the Philanthropy Committee schedule to quarterly as well, and to have one of those meetings be joint with the Governance Committee.

Thoughts on promoting Advocacy/Community Engagement and Stewardship on the Committee include:

- Encourage board engagement (events, etc.)
- Invite relevant from University Advancement team to committee meetings as needed
- Appropriate changes to the name and purpose would require Charter & Bylaws edits

Perez mentioned Chair Bob U'Ren's letter to donors as a way of stewarding relationships with our donors and constituents.

Hannah and Perez discussed the overall board assessment, AGB survey and group discussion exercises from the retreat last August, there were a few high level take-a-ways, which should help provide a bridge to help focus the board in leau of an outdated campus and Foundation Strategic Plan and leadership transition:

- 1) making the Foundation more visible
- 2) celebrating the Foundation's 50th anniversary
- 3) enhancing communication with the board
- 4) clarifying individual expectations and engaging board members more in ways that best utilize their time, talent, and treasure
- 5) focus on succession planning efforts for Board and committees

The plan following the retreat was to roll out personal engagement plans and annual status reports, however the process was not completed. Thus, Board Chair, Bob U'Ren, created a draft engagement survey/questionnaire to present to the Board members and the plan is to request all board directors complete by June 30, 2025. This survey/questionnaire is geared more toward how we can assess and plan individual board member participation and engagement and help with future one on one meetings with board members and SSUF CEO and/or board chair. The committee reviewed the draft, provided feedback, and approved moving this document forward to present at the June 13, 2025 board meeting.

(Maraskeshia Smith left the meeting at 4:26pm)

## 6. Open Items

Hannah provided the committee with the Revised CSU Auxiliary Orgs Policy which had removed the five-year activity review from Section I-A-2 and incorporated a similar requirement into the annual report provisions in Section I-B. Revised Appendix B – Operating Agreement Template to preclude term modification by amendment.

There was no significant impact to SSUF, and noted SSUF is in compliance.

Signed by Ian Hannah  
Signature Redacted

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

Signed by Alicia Hodenfield  
Signature Redacted

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