



SONOMA STATE UNIVERSITY
FOUNDATION

GOVERNANCE COMMITTEE MINUTES

SSU Foundation Governance Committee
Wednesday August 14, 2019
Salazar Hall - Administration and Finance, Conference Room A
3:00 – 4:30 p.m.

Members Present: David Felte (Chair), Ian Hannah, Gordon McDougall,
Randy Pennington (*tele.*), Sam Brown

Committee Staff Present: Kyle Bishop-Gabriel

Members Absent: Terry Atkinson, Tom Isaak

I. OPENING COMMENTS

Meeting opened at 3pm.

Hannah started off meeting by addressing a follow-up item from last meeting. He informed committee that adjustments have been made to give more assistance in the area of Board member recruitment, putting more of the work on Advancement's Directors of Development to find and nominate top candidates. Further discussion will occur in the meeting upon reviewing the revised Committee Charter.

II. APPROVAL OF THE MINUTES

(see 8.14.19 meeting packet)

Action: Minutes for 5.7.19 meeting unanimously approved.

III. GOVERNANCE COMMITTEE CHARTER REVIEW

(see 8.14.19 meeting packet)

Hannah led Committee through suggested changes to the Governance Committee Charter, noting changes in the Committee Purpose and Committee Responsibility.

Committee Responsibility reflected changes in focusing more on the Governance of the Board such as review of Board Bylaws, administering process of Board Assessment, establishing an on-boarding and mentoring process for new Board members, and approval of new Board member nominations. Additional updates put less focus on recruitment and nomination of new Board members as University Advancement will add more assistance in that area.

Committee engaged in some discussion regarding updates.

Action: Committee approved changes to the Governance Committee Charter and recommend to the Board for final vote and approval.

IV. CURRENT BOARD MATRIX AND PARTICIPATION

(see 8.14.19 meeting packet)

Committee reviewed updated Board member matrix which outlines attendance, term dates, and potential Board membership end dates.

Hannah noted that many members are in their third year of first term and will be up for review of continued membership prior to the next annual Board meeting in June 2020. Several have also self-identified as ready to step down at that time.

V. POTENTIAL NEW BOARD AND COMMITTEE MEMBERS

(see 8.14.19 meeting packet)

Advancement's Directors of Development have been largely assisting in identifying prospective Board members to nominate. Hannah reported to the Committee that the original list has been changed to show recruitment timelines rolling out from 0-12 months, 12-24 months, and 24-36 months.

Committee reviewed and discussed short list of potential candidates to move forward in the next 0-12 months.

VI. NEW BOARD MEMBER NOMINATIONS

(see 8.14.19 meeting packet)

Committee reviewed new Board member nomination for Robert "Bob" U'Ren.

Action: Committee approved nomination for Presidential Ratification and to move to Board for final vote and approval.

VII. BOARD SELF-ASSESSMENT RESULTS

(see 8.14.19 meeting packet)

A high level summary was provided to Committee of the recent Board Self-Assessment results. Committee reviewed and commented.

Key take-aways and items to consider were:

- Increase opportunities for Board engagement.
- Consider creation and charter development for new Development/Philanthropic Committee.
- Review and implement more thorough new member on-boarding process.
- Provide training and clarification on Board member roles.

VIII. STRATEGIC PLANNING SESSION RESULTS/THEMES
(see 8.14.19 meeting packet)

Hannah reviewed LEAP Solutions Strategic Plan Discussion Key Learning and Data summary with Committee. Hannah highlighted the overall themes identified by LEAP and informed Committee the information will be used to create strategic plan goals for the Foundation.

A blank strategic plan goal template was handed out to Committee members to take home and brainstorm ideas for goals in the Foundation's Strategic Plan.

IX. POTENTIAL CREATION OF NEW COMMITTEE – PHILANTHROPY/DEVELOPMENT COMMITTEE
(see 8.14.19 meeting packet)

Hannah brought up discussion about creating an additional committee to the Foundation Board which would focus on Philanthropic/Development efforts. A "Philanthropy and/or Development" Committee would play a key part in preparing and guiding the Foundation Board to partake in Sonoma State University's first comprehensive campaign.

A Philanthropic/Development Committee Charter specific to Sonoma State University Foundation defining the committee's role and focus will need to be drafted for the Governance Committee to review and provide feedback on before presenting to the Board for final approval. The addition of a new committee would require a Committee Chair to be appointed and the SSUF Bylaws to be updated accordingly.

X. OPEN ITEMS

Hannah shared a few additional items with Committee for their information:

- The Foundation will be putting forth for Board approval to add additional workman's comp coverage through the Foundation's insurer, CSURMA/AORMA.
- The Foundation's Purpose and History will be presented to Board for a 2nd reading and approval. Committee members were encouraged to provide feedback before then for any fine tuning.
- The CSU Compliance Audit that was to be tri-annual has changed to take place periodically following a risk assessment.

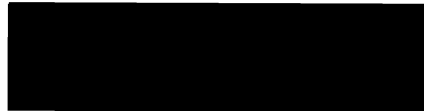
McDougall also added a couple items:

- An introduction to discussions about the management of research at SSU and a possible integration into the Foundation.
- It is being discussed to add additional potential changes to the Alumni Board representation to the Foundation Board to have better integration between the two boards and to provide Alumuni updates in Board meetings.

Meeting adjourned at 4:34pm.



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



Minutes Prepared by:
Kyle Bishop-Gabriel
Advancement/Foundation Analyst, SSU