

Board of Directors Meeting

Friday September 18, 2020

12:30 – 2:30 pm

Video/Teleconference Meeting

BOARD MEETING MINUTES

# Call to Order

Mario Perez opened meeting at 12:33pm. He welcomed all guests in attendance; SSU Interim Provost, Dr. Karen Moranski, SSU School Deans (to be introduced later by Provost Moranski), and Bobby LaCour from Aldrich. He noted Mr. Jeremy Olsan would be attending a bit later in the meeting to conduct the annual review of the Nonprofit Integrity Act and Conflict of Interest requirements.

Perez continued to new Board Director Appointments for Board approval, Dr. Lynn Stauffer, who will replace Dr. John Kornfeld as the new Faculty Representative on the Board, and Mr. Joseph Huang who will be the first Alumni Association Representative on the Board as the Past President to SSU’s Alumni Association. Perez also noted a new Board Committee appointment for approval, Mrs. Jeannette Anglin who was recommended by the Governance Committee to become the newest member.

Perez called for motion to approve all three recommended appointments.

Motion: To approve Dr. Lynn Stauffer as new Faculty Representative to the Board; Mr. Joseph Huang as new Alumni Association Representative to the Board; and Mrs. Jeannette Anglin as new Governance Committee member.

Action: Board unanimously approved all recommended appointments.

# Public Comment Period

No public comments/requests were made.

# Consent Agenda

*(see 9.18.20 meeting packet)*

Perez called for motion to approve for following consent agenda items:

* June 5, 2020 Board Minutes
* Graystone Quarterly Endowment Performance Report for 6.30.20

Before approving, Board member noted some variance in name usage in minutes, requested better consistency going forward, Board staff made note of request.

Motion: To approve listed consent agenda items.

Action: Board approves listed consent agenda items with two abstentions from newest voted members (Stauffer and Huang) since they were not present at 6.5.20 Board meeting.

# University President’s Report

Sakaki provided a University updated to the Board on the following topics:

* The academic year began with a virtual Convocation on August 17th. Student housing has been made available for a smaller population of students to allow for social distancing and reducing risk of COVID-19 infections. Chancellor’s Office recently made an early decision and announced that the Spring 2021 Semester will continue with remote instruction to allow for students and family to plan accordingly. The primary focus is the health and safety of the students, faculty and staff and supporting the students as much as possible through the remote instruction environment to allow for their continued success.
* Due to current environment in dealing with the impacts of the COVID pandemic, campus leadership has had to make difficult cuts to meet the campus budget this year. The campus has been faced with less funding from the State and lower enrollment than previous years. Leadership is thinking strategically how to budget over the next few years in an effort to focus on key areas that will position the University to come out of the budget downturn in a positive way that moves the institution forward.
* Sakaki currently serves on a Governor task force with other representatives from the other CSU Campuses along with CSU students and Alums and current employers to envision how higher education will come out of the pandemic and how to educate students to create a more equitable and resilient workforce in California.
* Sakaki shared with the Board that a new AVP for Strategic Communications has been appointed, Mrs. Julia Gonzales and is happy to welcome her aboard to SSU.
* Sakaki announced SSU student, Therese Azevedo will be recognized at the next CSU Board of Trustees as one of the CSU Trustees’ Award for Outstanding Achievement recipients for 2020. Therese is a Sonoma State senior majoring in statistics and is a Stauffer Foundation Scholar. Sakaki welcomed the Board to watch the upcoming Board of Trustees meeting on September 23rd where the Award recipients will be recognized along with the announcement of the new Chancellor of the CSU system. Information on how to join the meeting will be given after the meeting.
* Lastly, Sakaki shared that although the campus has faced unprecedented challenges, the focus remains the same on the students and helping them complete their degrees. All of the Deans have worked tirelessly to ensure quality course delivery and student success. Sakaki proceed to introduce Interim Provost, Dr. Karen Moranski to the Board and spoke to her continued efforts in moving SSU forward in Academic Affairs.

# Introduction of Provost and Academic Deans

*(see 9.18.20 meeting packet)*

Moranski thanked the Board for having herself and fellow Deans join the meeting and to give them all a chance to introduce themselves. Moranski shared that she and all the Deans and Faculty have worked hard to create engaging remote learning environments for students during this time. Their efforts continue as they head into continuing remote learning during the Spring 2021 semester.

Moranski proceeded to begin her introduction of the School Deans in order of slide presentation;

* Dr. Troi Carleton, Dean of School of Social Sciences
* Dr. Hollis Robbins, Dean of School of Arts & Humanities
* Dr. Jean-Francois Coget, Dean of School of Business and Economics
* Dr. Laura Alamillo , Dean of Education
* Dr. Elisabeth Wade, Dean of Science & Technology
* Dr. Karen Schneider, Dean of University Library
* Dr. Robert Eyler, Dean of School of International & Extended Education

Each Dean shared a high level view of their associated School providing information of all the different departments, number of faculty and courses offered.

# Conflict of Interest / Non Profit Integrity Act Annual Presentation

*(see 9.18.20 meeting packet)*

Hannah reviewed with Board an introductory letter and resume from Jeremy Olsan, SSUF Counsel, as he has transitioned from Perry Law Firm to his personal law firm Olsan Law, Inc. Hannah proceeded to welcome and introduce Olsan to provide the annual presentation of Conflict of Interest rules and the Non Profit Integrity Act.

Olsan proceeded with review with the Board. It was noted that all Board members need to sign and return the letter/agreement to Board Staff for appropriate record keeping. Hannah reinforced that having annual copies of signed agreements is an auditable item and is necessary for Board members to be prompt in signing and returning.

# Committee Reports

*(see 9.18.20 meeting packet)*

Perez informed Board that there was a slight change in order of Committee reports and that Executive Committee report would be given first and then all others would follow in order of Agenda.

## Executive Committee Report

Hannah informed Board that one of the main items reviewed by Committee was a draft of a new Confidentiality Policy & Agreement for all Board members to sign once finalized. Perez noted that with transitioning to a more philanthropic board, the policy outlines various standards with respect to donor confidentiality and privacy. The policy was developed by Robert Griffin, Legislative & Compliance Special Consultant for CSU Auxiliaries and reviewed by Olsan as well. Presenting the draft as a first reading will allow Board members to provide feedback as well as have the opportunity to ask questions and allow Board staff to attend to any concerns. The policy and agreement will be brought back to Board for final approval before all Board members sign.

## Governance Committee Report

David Felte reported to the Board that the Committee met August 20th and discussed ideas and strategies on working with current Board members to identify who would be able to be a part of fundraising either by donating themselves or if they could connect with other networks who have an interest in SSU and would like to support certain initiatives. Perez added that Governance and Philanthropy Committee will work to help identify new Board members and to continue the move of a more philanthropic Board. Perez along with other Committee members from both Governance and Philanthropy will look to reach out to any suggested Board prospects to gauge interest and capacity to participate on a philanthropic Board.

Lastly, new Board nominations were reviewed and recommended to President for ratification and for Board approval. In addition, Anglin attended as a guest and will be now be a participating Committee member.

## Philanthropy Committee Report

Perez gave a brief report to Board of Committee’s first meeting. He noted Committee discussed working in unison with the SSU’s Annual Giving program to help build a pipeline of donors for the institution and to help create consistency in fundraising efforts. Committee reviewed the Annual Giving calendar supplied by the Sr. Director of Annual Giving, Tiffany O’Neil. Perez said ideally every Board member would participate in annual solicitations, giving what is reasonable to them. Perez noted that Advancement is making efforts in prioritizing their Donor database to have good data that can be used to drive fundraising efforts.

Terry Atkinson added his review of his experiences in fundraising efforts as San Diego State University (SDSU) and where he felt SSU currently stands in relation to where SDSU was when he began his efforts there.

## Investment Committee Report

Mike Sullivan reported to Board highlights from the most recent Committee meeting. Graystone’s quarterly update as of 6.30.20 resulted in an overall 4% return for Fiscal Year 19/20 despite extremely high volatility.

Hannah also noted that Graystone produced a high level slide deck on Endowment Investment Portfolio Overview to act as an overview for current and or new donors. The report will be useful particularly in working with new donors to give them a better reference point in understanding SSU’s endowment.

## Audit Committee Report

Randy Pennington covered with Board that the Audit Committee met and reviewed the 19/20 Audited Financial Statements recommended to Board for approval (to be presented by Bobby LaCour from Aldrich).

Committee also conducted their annual review of Audit Committee Charter and no changes were recommended.

# Action Items

*(see 9.18.20 meeting packet)*

Pennington provided a quick intro for LaCour to begin his presentation of the 19/20 Audited Financial Statements to the Board.

LaCour proceeded to review the results of the audit process and noted there were no major issues to report and that they had full cooperation with management. He stated that the only potential obstacle and difference for this year’s audit is that all work was done remotely, but communication was consistent with management and the full scope of the audit was able to be completed successfully.

After review of the report to the Board and the audited financial statements, Perez requested for a motion from Board to approve the 19/20 Audited Financial Statements provided by Aldrich.

Motion: To approve 19/20 Audited Financial Statements from Aldrich.

Action: Board unanimously approved.

# University Advancement Report

*(see 9.18.20 meeting packet)*

Perez reviewed the 19/20 FY Philanthropic Summary Report with Board and reported SSU reached $7.5M in gift commitments vs. their $9.5M target goal. He noted that the last quarter was challenged by Covid-19 environment and hampered fundraising efforts. Perez also provided a brief review of the last 3 fiscal years of gift commitments which demonstrated some ups and downs with fundraising efforts due to period of leadership changes over the past few years, but that SSU fundraising was mostly positive and meeting or exceeding goals for each year. Perez shared his vision of building consistency in fundraising efforts moving forward by building up the Annual Fund as well as Alumni giving. Advancement has started off strong in the first quarter, giving this fiscal year a good start.

# Student Update

Melissa Kadar gave a brief update to the Board an all Associated Students (AS) efforts for the start of the school year and during this time of remote learning. AS is focusing on efforts to support the college experience for students given that their experience will be vastly different. They are also focusing efforts on Student Basic Needs as well as Student Budget Advocacy.

In collaboration with Student Affairs, they are also putting focus on setting up emergency grants and emergency housing for students in need and on Lobo’s Pantry, which gives a place for students facing food insecurity to go to pick up food at no cost.

Emily Miller also contributed a brief report noting she has been primarily focusing on student civic engagement and voter registration.

# Alumni Association Update

Joe Huang reported to the Board the following Alumni Association updates:

* In May, the Alumni Association was able to offer complementary life memberships to the Alumni Association for the Spring 2020 grads. Over 700 graduates opted in to become life members. Historically the Alumni Association offered discounted life memberships at $99 and grads would receive a complimentary swag bag. But due to current circumstances surrounding COVID there was a switch to offer complimentary memberships and the swag bags were sold to grads at a reduced cost. Over 130 bags were purchased and shipped directly to SSU grads.
* Three new board members have been voted in to the Alumni Board:
  + Jason Carter, '19 Violence Prevention Manager with the City of Santa Rosa
  + Caroline Neyman, '10 Director of Artistic Administration with the Green Music Center
  + Rich Shayewitz, '00 Director of Basketball, Sonoma State
* Along with the SSU virtual environment The Alumni Association has moved to virtual engagement opportunities. Recent events include the following:
  + August 25 was the first program Tackling the Job Search in the Age of COVID-19.
  + September 9th, Alumni Association hosted Weathering a Financial Storm, tips to strengthen your financial standing during trying times.
  + Two additional upcoming programs: Latinx Heritage Month alumni panel (in partnership with Student Involvement) on September 24 and Leveraging your LinkedIn Network on September 29.
* Alumni Association continues to build their presence on social media. They’ve identified during COVID, SSU alumni are actively participating and engaging on social media.
* Lastly, the 2020 scholarship recipients have been identified:
  + Gabriela Davila Barajas, 2020 recipient of the Heart of SSU Alumni Scholarship, Women's and Gender Studies major
  + Melina Mattos, 2020 recipient of the Ambrose R. Nichols, Jr. Scholarship, Math major

# New Business / Announcements / Adjournment

No new business. Meeting adjourned at 2:53pm.

Kyle Bishop-Gabriel – Redacted Signature

Ian Hannah – Redacted Signature

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Minutes Approved by: Minutes Prepared by:

Ian Hannah Kyle Bishop-Gabriel

*Chief Operating Officer & Advancement/Foundation Analyst, SSU*

*Secretary, SSUF*

**Record of Attendance**

September 18, 2020

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| --- | --- | --- |
| **First** | **Last** | **Attendance** |
| Jeannette | Anglin | Present *(video)* |
| Terry | Atkinson | Present *(video)* |
| Jean Bee | Chan | Present *(video)* |
| Anita | Christmas | Present *(video)* |
| David | Felte | Present *(video)* |
| Tom | Gillespie | *Absent* |
| Ian | Hannah | Present *(video)* |
| Joseph | Huang | Present *(video)* |
| Tom | Isaak | *Absent* |
| Melissa | Kadar | Present *(video)* |
| John | Kornfeld | *Absent* |
| Dan | Libarle | *Absent* |
| Joyce | Lopes | Present *(video)* |
| Emily | Miller | Present *(video)* |
| Andréa | Neves | Present *(video)* |
| Randy | Pennington | Present *(video)* |
| Mario | Perez | Present *(video)* |
| Irwin S. | Rothenberg | Present *(video)* |
| Judy | Sakaki | Present *(video)* |
| Lynn | Stauffer | Present *(video)* |
| Michael | Sullivan | Present *(video)* |
| Brent | Thomas | Present *(video)* |
| Robert | U’Ren | Present *(video)* |
| Amanda | Visser | Present *(video)* |

Members Present 20

Members Absent 4

Board Quorum 13 Article IV, Section 6, Bylaws

*Staff/Guests Present:*

Ms. Kyle Bishop-Gabriel – Advancement Operations/Foundation Analyst, SSU

Mr. Bobby LaCour – *Aldrich*

Mr. Jeremy Olsan – *SSUF Counsel*

Dr. Karen Moranski – Interim Provost, SSU

Dr. Troi Carleton – Dean, School of Social Sciences, SSU

Dr. Hollis Robbins – Dean, School of Arts & Humanities, SSU

Dr. Jean Francois-Coget – Dean, School of Business & Economics, SSU

Dr. Laura Alamillo – Dean, School of Education, SSU

Dr. Elisabeth Wade – Dean, School of Science & Technology, SSU

Dr. Karen Schneider – Dean, University Library, SSU

Dr. Robert Eyler – Dean, School of International & Extended Education, SSU