ADVANCEMENT
FOUNDATION
HUMBOLDT STATE UNIVERSITY

MINUTES OF THE GOVERNANCE COMMITTEE MEETING
November 7, 2013
Corbett Conference Room

Present:
Heather Bernikoff-Raboy (by phone)
Alisa Judge (by phone)
Alistair McCrone

Not present:
Gary Blatnick
Jason Ramos

Guests:
Mary Kay Hartman
Craig Wruck

1. Call to order

The meeting was called to order by Committee Chair Alisa Judge at 1:32 p.m.

2. Visitor comments

There were no visitors at the meeting.

3. Minutes of September 26, 2013 meeting

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Minutes of the meeting of September 26, 2013 are approved.

4. HSUAF Organizational Structure

The financial obligations to contribute $1,000 per year and $25,000 as a planned or estate gift have been clearly stated in the Organizational Structure document, but we have no mechanism in place to ensure the money is actually contributed. We are at an 85% contribution rate for the $1,000 contribution, but we are not doing as well for the planned or estate gift. Staff will make certain that Board members are asked toward the end of the year for a contribution. There will be a discussion of the planned gift with a Board member and a staff member. This might make it easier for Board members to understand what is involved. It is important for them to know they can set up the endowment at any point in their life. Although it is highly unlikely it will happen, technically one could reverse a planned gift once that person leaves the Board. Meetings are an

educational process, such as explaining charitable annuities, etc. to the Board members. It is important they know the endowment could be made up of several different kinds of gifts.

After making changes and upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the HSU Advancement Foundation Organizational Structure is approved with the following changes: On page 1, remove the third paragraph under "Board of Directors Membership." On page 2, remove the word "minimum" from paragraph 7 under "Responsibilities of Board Members."

5. New member recruitment

The intent is to begin recruiting now and ramp up in the spring because people will be rotating off the Board. We will need four to five recommendations. The Executive Director will talk to the Development staff, Alumni and administration, as well as the Deans, and ask them to make suggestions. The potential candidates will need to be screened to ensure they will enthusiastically accept the appointment. The list can be winnowed over the summer and vetted with the President. The burden is on the staff to produce the names, but that doesn't preclude Board members from adding to the list. It would be helpful to have a small packet and short training session for Board members to aid in interviewing potential members. It is easy to recruit when you have the materials and training, but not so easy when you don't. It was suggested that the Board member who approaches the person as a nominator could remain as a mentor, continuing the education process, always building on the process to bring current Board members up to date. This fits into the responsibility of the Governance Committee to provide orientation for new members. If the Committee does a good job with the recruiting process, the President will have more confidence in the selection. The timing will coincide with the arrival of the new President, who can be a co-author of this approach.

6. Foundation Structure Task Force

The charge to the Task Force was to look at four separate entities and ask if this was the most reasonable and efficient way to run the Foundations. It may be possible to make a recommendation to the President that some of the Foundations could be consolidated. The Advancement Foundation and Sponsored Programs Foundation have a lot in common. University Center has two parts: 1) Operations, which manages the day-to-day business of the UC, and 2) providing programs for students. The UC could be pulled apart, aligning the student portion with Associated Students, and then perhaps creating an umbrella organization with responsibility for the Advancement Foundation, Sponsored Programs Foundation and the University Center operations. If an umbrella organization is created, it will need a strong governance component, as well as an overview of legal guidelines that are controlling. The Task Force looked into other CSU's and learned that several are moving in this direction, such as Fresno. San Jose made the change at the direction of the President. These decisions will have to be somewhat settled before we are able to recruit people.

The meeting was adjourned at 2:11 p.m.