



**MINUTES OF THE  
GOVERNANCE & STRATEGY  
COMMITTEE MEETING**

**April 13, 2017  
Nelson Hall West 213**

**Present:**

Alisa Judge (via ZOOM)  
David Kalb (via ZOOM)  
Craig Wruck

**Not present:**

**Guests:**

Duncan Robins (via ZOOM)  
Lola Alto

1. Call to order

The meeting was called to order by Committee Chair Alisa Judge at 10:16 A.M.

2. Visitor comments

There were no visitor comments.

3. Minutes of January 16, 2015 meeting

The nature of the workshop meetings on March 29, 2016 and April 30, 2016 was discussed. The Committee acknowledged that, while bylaws revisions were discussed during these meetings, they were convened as workshop meetings and minutes were not taken. It was acknowledged that the last formally convened meeting was held on January 16, 2015.

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

**RESOLVED**, that the Minutes of the meeting of January 16, 2015 are approved.

#### 4. Committee Restructuring

The Board of Directors has asked each committee to propose a written statement of its roles and responsibilities. Staff will compile each committee's work into a master document for consideration by the full board at its June 16, 2017 meeting.

Executive Director Craig Wruck noted that a new responsibility for the Governance Committee would be to develop and monitor a multi-year strategic plan for the Foundation. He suggested that Humboldt State University has a five-year strategic plan in place and that the Foundation plan should dovetail with the University's strategic plan and the operating plans of the Division of University Advancement.

The Committee reviewed the proposed roles and responsibilities of the Governance and Strategy Committee. Discussion centered on reordering the responsibilities section to emphasize an order of priority. The consensus was to forward the proposed statement with the reordering.

#### 5. Other Business

Wruck noted that it would be optimum to recruit two to three new independent Board members in each of the next two years in order to establish a regular rotation given the three-year terms. He explained that the Bylaws provide that Board Members are appointed by the University President with acknowledgment by the Board of Directors. Wruck will work with President Rossbacher and the Office of Philanthropy to identify and recruit potential candidates over the summer. As in the past, it will be helpful if Board members are willing to engage in the cultivation and recruitment of new members.

Discussion ensued regarding the appointment of students as Directors. Wruck noted that the Bylaws require at least one student to serve a one-year renewable term. Past practice has been to appoint a student from the Phone Jacks program because these students tend to be well-informed regarding advancement and are engaged with donors through their work as Phone Jacks. In addition, the Associated Students (AS) has proposed two or more students for consideration by the President, however the AS recommendation has been difficult to accommodate because the AS selection process is usually not complete in time for the Foundation Annual Meeting.

The meeting was adjourned at 11:02 AM