



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

**September 20, 2017  
Nelson Hall West 213**

**Present:**

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

**Not present:**

**Guests:**

Lola Alto

1. Call to order

The meeting was called to order by Committee Chair Alisa Judge at 3:15 P.M.

2. Visitor comments

There were no visitor comments.

3. Minutes of April 13, 2017 meeting

Upon motion duly made, seconded and unanimously passed by acclamation, it was

RESOLVED, that the Minutes of the meeting of April 13, 2017 are accepted.

4. Bylaws

Executive Director Craig Wruck reviewed a memorandum which he had shared with the Committee. The subject of the memorandum was bylaw amendment to prohibit University employees from serving as Board Chair.

On June 1, 2017 at the request of the University President, Duncan Robins, while serving as Board Chair, accepted a paid position as Interim Athletics Director at the University. At its

meeting on June 16, 2017, Chair Robins voluntarily passed the gavel to Vice Chair Alisa Judge and withdrew from the meeting room so that the Board of Directors could discuss the matter in his absence. During that discussion, Board Member David Kalb asked the Governance and Strategy Committee to consider an amendment to the Bylaws to prohibit an employee of the University from simultaneously serving as Chair of the Board of Directors.

The memorandum outlined current bylaws which included Article VI, Section 3-Limitations on Interested Persons; Article IX, Section 1-Officers; Article IX, Section 5-Chairperson duties; Article IX, Section 3-Removal and Resignation; Article VI, Section 8-Conflict of Interest and Article VI, Section 9 Duty of Care.

It was staff's recommendation to not amend the Bylaws at this time. The Bylaws provisions regarding conflict of interest and duty of care provide significant protection against malpractice by an employee serving as an officer and the Bylaws provide a clear method to remove an officer if it is in the best interests of the Foundation. Staff believes that the current situation is unique and an amendment to the Bylaws would unnecessarily limit future flexibility for the Foundation and the University to deal with extraordinary circumstances.

Upon motion duly made, seconded and unanimously passed by acclamation, it was

RESOLVED, that the Governance Committee bring this item out of committee and forward as a discussion item at the Oct. 6, 2017 Board of Directors Meeting.

#### 5. Strategic Planning

Wruck presented a packet with included goals and the Five-Year Business Plan prepared at the request of President Rossbacher. The Committee agreed that they needed additional time to review this material. The Committee recommended to table this item at this time and will contact each other, via email, for further discussion.

#### 6. Board Member Recruitment Update

Wruck reported that outreach to potential new board members has been successful. Mr. Kurt Fraese, HSU Alumnus from Seattle, Washington, and Mr. Manolo Platin, HSU Alumnus from Sacramento, CA have agreed to join the HSUAF Board. President Rossbacher continues her outreach efforts with a few additional people who have not yet committed. Due to term limits several current board members will be leaving in October 2018 and it is important to build a strong board membership.

Wruck reported that new HSUAF Board Officers will be Jason Ramos, Chair; Alisa Judge, Vice Chair; Jenny Harris, Treasurer and Craig Wruck, Secretary.

The meeting was adjourned at 3:47 PM