

SAN FRANCISCO STATE UNIVERSITY FOUNDATION

Board Meeting Minutes
Friday, October 28, 2011
San Francisco State University
1600 Holloway Avenue
NEC Room, 5th Floor, Administration Building
San Francisco, CA 94132
and Via Conference Call (336-7400)

Chair John Gumas called the meeting to order at 3:07 p.m.

IN ATTENDANCE

J. Gumas	Chair
K. Bastida	Director
L. Blich	Director
R. Bradley Brown	Director/Student Rep
M. Chan	Director
F. Fudem	Incoming Director
N. Hayes	Director/Interim VP Admin and Finance, SF State
M. Huss	Director
P. King	Director
J. Marcus	Incoming Director
D. Nasser	Director
R. Nava	President
L. Pitman	Director
D. Sacks	Director (via conference call)
D. Scoble	Director
J. Simmons	Incoming Director
C. Smith	Director
W. Weinstein	Director (via conference call)

ABSENT AND EXCUSED

L. Bridges	Director
P. Casey	Director
D. Corvin	Director
T. Driscoll	Director
J. Gemello	Director
H. Myers	Vice - Chair
W. Rose	Director
D. Serrano-Sewell	Director

OTHERS PRESENT

S. Axler	Dean – College of Engineering and Science (COSE), SF State
D. Blakemore	AVP – University Advancement, SF State
I. Bomar	Assistant to VP, University Advancement, SF State
D. Chaw	Secretary and Treasurer
R. Corrigan	President, SF State
S. Farrand	General Counsel
E. Griffin	Director, University Communications, SF State
G. LeBuhn	Associate Professor – Biology, SF State
J. Niedermeyer	Development Director – COSE, SF State
S. Rosser	Provost, SF State
L. Sunshine	Director – Government and Community Relations, SF State

CHAIR REMARKS

Chair Gumás welcomed everyone including our standing guests, President Corrigan and Provost Rosser, and our new board candidates.

APPROVAL OF AGENDA – Minute Action

Chair Gumás asked that the agenda, which was provided in the board packet and was distributed in advance of today's meeting, be approved. On motion duly made, seconded, and unanimously carried, the following Minute Action was taken:

MINUTE ACTION: that the board approves the agenda for the October 28, 2011 board meeting.

Motion by: Don Scoble Seconded by: Camilla Smith Motion: Passed

APPROVAL OF MINUTES – Minute Action

The board reviewed the June 17, 2011 board meeting minutes provided in today's board packet. On motion duly made, seconded, and unanimously carried, the following Minute Action was taken:

MINUTE ACTION: that the board approves the minutes for the June 17, 2011 board meeting.

Motion by: Lee Blitch Seconded by: David Sacks Motion: Passed

NOMINATING COMMITTEE REPORT

Committee chair Don Scoble introduced Judy Marcus and Jerry Simmons and provided a summary background on each person.

On motion duly made, seconded, and unanimously carried, the following Minute Action was taken:

MINUTE ACTION: that the board approves the election of Judy Marcus and Jerry Simmons to the Foundation's board of directors.

Motion by: Don Scoble Seconded by: Ken Bastida Motion: Passed

Committee chair Scoble also mentioned for the record that President Corrigan appointed Regan Bradley Brown as the student representative to the Foundation board per the Foundation's bylaws.

SAN FRANCISCO STATE UNIVERSITY REPORT

President Corrigan discussed the diversity and composite of the faculty and students; changes to his executive team; status of searches for dean and VP positions; the declining state support; and his impending retirement.

FOUNDATION PRESIDENT'S REPORT

Foundation president Robert Nava stated that SF State will be celebrating President and Mrs. Corrigan's impact to the university and community; he will keep board members in the loop on the activities. Nava discussed last fiscal year's fundraising results, Profiles in Giving features of SF State donors in the Business Times and the Foundation's new membership in the Association of Governing Boards.

Additionally, he reminded board members that per the Conflict of Interest Policy in Tab 3 of the board packet, each board member should complete and sign the Conflict of Interest Policy Statement for this fiscal year. Signed statements were collected at the end of the meeting.

EXECUTIVE COMMITTEE REPORT

A. Ratification and Certification of Amended Bylaws

Chair Gumas stated the executive committee discussed and has recommended changes to the Nominating Committee functions including renaming the committee to the Committee on Directors. He also stated the executive committee has recommended formally creating an Advocacy Committee as part

of the Foundation's bylaws. The proposed bylaw changes to the Foundation's board committee structure were provided in Tab 4 of the board packet with changes under Article VII Committees highlighted on pages 13 and 15.

After further discussion on the Amended and Restated Bylaws, it was moved and seconded, and unanimously carried, to approve Resolution No. BOD 102811-1 to Ratify and Certify the Amended Bylaws:

- 1) That the Bylaws appended hereto as Exhibit "A" are hereby amended to reflect changes to the board committee structure as recommended and approved by the Foundation executive committee; and
- 2) That the Foundation Secretary is directed to certify the amendment of said Bylaws by the Board of Directors, and to take other appropriate action in connection with said actions.

Motion by: Frank Fudem Seconded by: Judy Marcus Motion: Passed

B. Board Committee Assignments

Chair Gumas referred to the board committee assignments in Tab 6 of the board packet. Board members should let him know if they would like a different assignment.

C. Minute Action to Adopt the Use of a Consent Agenda

Chair Gumas stated the executive committee agreed to a proposal to adopt the use of a consent agenda for future meetings:

- a. A consent agenda allows the board to approve routine items such as: approval of minutes, appointment to committees, reports provided for informational purposes only and correspondence requiring no action; together without discussion or individual motions.
- b. A consent agenda may be presented by the foundation president at the beginning of a meeting. Items not removed may be adopted by general consent without debate. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda at the discretion of the board.

On motion duly made, seconded, and unanimously carried, the following Minute Action was taken:

MINUTE ACTION: that the board approves to adopt the use of a consent agenda for future board meetings.

Motion by: Don Scoble Seconded by: Camilla Smith Motion: Passed

D. Board Meetings and Retreat

The board discussed having a board retreat in 2012. General suggestions included having a specific agenda with a facilitator; possibility of a fundraising session or workshop; ½ day versus 1 day retreat due to time constraints; and using a location with breakout rooms such as downtown campus or Romberg Tiburon Center. Staff will send out a retreat survey to obtain date preferences and agenda items.

FINANCE AND INVESTMENT COMMITTEE REPORT

A. Year-to-Date Investment Summary

Committee chair Phil King stated that the Foundation's portfolio was down 6% for the quarter; down 4% for the calendar year. The sub-committee has been meeting with fund managers to review their performances versus the benchmarks and to ensure they are following the strategy which they initially communicated to us. The initial review of Profit was not favorable – Phil stated that the committee most likely will recommend a switch to a different equity portfolio manager in the beginning of 2012. He also stated that it is highly likely that the Foundation will move funds out of a couple of the underperforming and nonresponsive alternative investment funds.

Chair Gumas thanked the sub-committee (Phil, Leona and Will) for their efforts and time to review the various fund managers on behalf of the finance and investment committee and board.

B. Year-to-Date Financial Results

Treasurer Chaw reviewed the financial reports for the quarter ending September 30, 2011. She also reviewed the list of major transactions (contributions and distributions) for the quarter.

ADVOCACY COMMITTEE

Committee chair Lee Blich reviewed SF State's government relations structure, functions and activities. He stated that SF State's unit was recognized as the model government relations team in the CSU. SF State's team has been instrumental in

assisting the CSU with establishing a measurement system for advocacy plans and metrics.

DEVELOPMENT COMMITTEE REPORT

Committee member Camilla Smith reported that development had raised \$6.1M year-to-date and was 54% of goal (\$11.2M.) The majority of the amount raised was in planned gifts from an emeriti faculty member (\$1.5M); a former librarian (\$1.18M); and an alumna (\$1.0M). Current President Circle members totaled 350. Ms. Smith encouraged all board members to consider making SF State a priority. She also reported that the committee had reviewed and approved the plans for the campaign for student support. Associate vice president Donna Blakemore shared a presentation on the campaign to raise \$12M or more for student support by June 30, 2014. She invited the board to help create a catchy name for the campaign.

AUDIT COMMITTEE REPORT

Audit Chair David Sacks briefed the board on the Foundation's fiscal year 2010/2011 audit, which was sent out electronically to the board prior to the meeting. He reported that the committee had a conference call with the Hood and Strong auditors on September 16 to review the audited financial statements for the period ending June 30, 2011 and the auditor's report to the board. He reported there were no significant deficiencies or control deficiencies found and that the Foundation received a very clean audit (thanks to Tammie and Debbie.) The two recommendations made by the auditors have been addressed by management as stated in the management's response to the audit. The MOU between Foundation and UCorp has already been approved by the Foundation's executive committee and has been signed by both parties.

Committee chair Sacks asked that the board accept the auditor's report. On motion duly made, seconded, and unanimously carried, the following Minute Action was taken:

MINUTE ACTION: that the board accepts the auditor's report for the Foundation's audited financial statements ending June 30, 2011.

Motion by: Don Scoble Seconded by: Camilla Smith Motion: Passed

Treasurer Chaw mentioned that hard copies of the audited financial statements, report to the board, and management response were available at the meeting. The audit report will be posted on the Foundation's web site also.

PRESENTATION ON CREATING A BUZZ: USING CITIZEN SCIENCE TO CONSERVE POLLINATORS

Sheldon Axler, dean of College of Engineering and Science, introduced associate professor of biology Gretchen LeBuhn. Dr. LeBuhn gave a presentation on her project which involves “citizen scientists” to count bees (pollinators) for research purposes. This project has received national attention and has also helped to get young students and elderly persons involved and excited about science.

CHAIR CLOSING REMARKS

Chair Gumas thanked everyone for attending and expressed his excitement to lead the board this year.

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ADJOURNMENT

There being no further business, Chair Gumas adjourned the meeting at 5:05 p.m.

Dated: October 28, 2011

Secretary, Debra P. Chaw