

## **SAN FRANCISCO STATE UNIVERSITY FOUNDATION**

Board Meeting Minutes  
Thursday, June 10, 2010  
San Francisco State University  
1600 Holloway Avenue  
NEC Room, 5<sup>th</sup> Floor, Administration Building  
San Francisco, CA 94132

Chair Don Scoble called the meeting to order at 3:20 p.m.

### **IN ATTENDANCE**

|                   |   |
|-------------------|---|
| D. Scoble         | Chair   |
| K. Bastida        | Director  |
| L. Blitch         | President/VP – University Advancement, SF State |
| L. Bridges        | Director  |
| M. Chan           | Director  |
| R. Corrigan       | Director/President, SF State                    |
| M. Grace          | Director  |
| P. King           | Director  |
| N. Nobari         | Director  |
| S. Rosser         | Director/Provost, SF State                      |
| D. Serrano Sewell | Director  |
| C. Smith          | Director  |
| Ling Tse          | Director/Student Rep                            |
| Will Weinstein    | Director  |

### **ABSENT AND EXCUSED**

|              |   |
|--------------|---|
| P. Casey     | Director  |
| D. Corvin    | Director  |
| J. Gemello   | Director  |
| J. Gumas     | Vice-Chair  |
| L. Morishita | Director/EVP&CFO – Administration and Finance, SF State |
| D. Nasser    | Director  |
| D. Sacks     | Director  |

### **OTHERS PRESENT**

|              |   |
|--------------|---|
| D. Blakemore | AVP – University Advancement, SF State      |
| D. Chaw      | Secretary and Treasurer                     |
| T. Driscoll  | Community Member and Potential Board Member |

R. Nava  
C. Nava

Incoming VP – University Advancement, SF State  
Community Member

### **CHAIR REMARKS**

Chair Scoble stated the importance of auxiliary organizations such as the Foundation to be as transparent as possible given the past transgressions of some of our other campuses foundations. Since some board members were not aware of these transgressions, Chair Scoble and Foundation President Blich reviewed the issues and problems arising from them. The board agreed that Foundation should avoid any such transgressions and achieve as much transparency as possible.

Chair Scoble yielded the floor to Foundation President Blich who read a 6/3/10 letter from Chair Scoble to, and accepted by, President Corrigan that addresses what actions the Foundation will take to achieve transparency as to the operations of the Foundation and separation of Foundation from the general operations of SF State.

### **APPROVAL OF AGENDA – Minute Action**

Chair Scoble 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 June 10, 2010 board meeting.

Motion by: Will Weinstein      Seconded by: Leona Bridges      Motion: Passed

### **APPROVAL OF MINUTES – Minute Action**

The board reviewed the February 10, 2010 board meeting minutes that was provided in the board packet and distributed in advance of today's meeting by Secretary –Treasurer Chaw.

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

MINUTE ACTION: that the board approves the minutes for the February 10, 2010 board meeting.

Motion by: David Sewell-Serrano      Seconded by: Phil King      Motion: Passed

## **NOMINATING COMMITTEE REPORT**

President Blich discussed the need to set the numbers of directors effective July 1, 2010.

Per bylaws, the board is required to set the number of directors for fiscal year 10/11. Following discussion and on motion duly made, seconded, and unanimously carried, RESOLUTION No. BOD 0601010-1 was adopted: That the fixed number of board of directors for fiscal year 2010-2011 be set at thirty (30).

Motion by: Lee Blich      Seconded by: Camilla Smith      Motion: Passed

## **SAN FRANCISCO STATE UNIVERSITY REPORT**

President Corrigan discussed Commencement 2010 highlights which included speeches by alumnus of the year Randy Hayes and community activist and leader Lateefah Simon, and the granting of honorary BA degrees to former Japanese American students whose college careers were forcibly disrupted during World War II when they were sent to internment camps. He mentioned that two Foundation board members – John Gumas and Don Nasser - were inducted into the Hall of Fame this year. Additionally, he gave a budget update and discussed the budget reduction impacts on the University.

## **SF STATE FOUNDATION REPORT**

### **A. Business Activity – Results of May 25 vote**

Chair Scoble reported the results of the May 25 email vote yielded unanimous consent to hold the meeting electronically and unanimous approval of the executive committee's recommendation and board resolution. Chair Scoble asked that the board ratify the May 25 vote via Minute Action for the board meeting minutes.

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

MINUTE ACTION: that the board ratify the May 25, 2010 electronic voting results.

Motion by: Phil King      Seconded by: Camilla Smith      Motion: Passed

### **B. President's Report**

#### **(i) Proposed Bylaw Changes**

This was addressed during the chair remarks. Lee stated that in order to implement the board member structure changes and other changes needed per Chair Scoble's 6/3/10 letter to President Corrigan, the Foundation's bylaws should be amended. Proposed changes will be drafted over the summer for approval at the October 2010 meeting. Changes will address removing the San Francisco State University President and Provost from the board, retaining Executive Vice President Administration & Finance/CFO as a non-voting member, and prohibiting the Foundation from investing in any operation where a board member has a financial interest for a minimum of 5 years after said board member has officially left the board. Another item under review will be the stated bylaw to set the fixed number of directors each fiscal year (i.e., this requirement may be removed since we already have a range.)

**(ii) Minute Action to Adopt Records Retention Policy**

A copy of the recommended *Records Retention Policy* was provided to the board in Tab 4A of the board packet.

Following a brief presentation, discussion, and on motion duly made, seconded, and carried, the following Minute Action was taken:

MINUTE ACTION: to adopt the *Records Retention Policy* as recommended.

Motion by: Will Weinstein Seconded by: Leona Bridges Motion: Passed

**(iii) Minute Action to Adopt Whistleblower Policy**

A copy of the recommended *Whistleblower Policy* was provided to the board in Tab 4B of the board packet.

Following a brief presentation, discussion, and on motion duly made, seconded, and carried, the following Minute Action was taken:

MINUTE ACTION: to adopt the *Whistleblower Policy* as recommended.

Motion by: Leona Bridges Seconded by: Camilla Smith Motion: Passed

**C. Treasurer's Report**

Debbie stated the report provided at the Annual Board Meeting, which preceded this board meeting, is the same. She also mentioned that she will be completing the Foundation's FY 09/10 Conflict of Interest Compliance Report due to SF State's executive vice president/CFO on June 15.

**D. Committee Assignments**

Don Scoble reviewed the board committee assignments for 2010/2011.

**E. Board Meeting Schedule for 2010/2010**

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

MINUTE ACTION: to set the 2010/2011 Board of Directors Regular Meeting Schedule as follows –

- Friday, October 29, 2010
- Friday, February 25, 2011
- Friday, June 17, 2011

All meetings will begin at 3:00 pm at either SF State's main campus or the downtown campus.

Motion by: Will Weinstein                      Seconded by: Michael Grace                      Motion: Passed

**FINANCE AND INVESTMENT COMMITTEE REPORT**

**A. Investment Manager Selection - Briefing**

Committee Chair Phil King described the RFP process the committee just went through in the selection of our new investment and money managers. Having reviewed 23 responses and interviewing 8 firms, the committee selected 4 companies: UBS, Profit, Loomis Sayles and Sage. Criteria achieved with the selections are 1) lowered expenses from 80 bps to approximately 40 bps; more transparency; better social responsibility screening; and more accountability of the investment/money managers. The University Corporation, SF State was also involved in the selection process and will be partnering with us. Phil state he is planning to develop a quarterly communications memo depicting our financial results with the expectations that this will eventually help with fundraising.

**B. Minute Action to Adopt Net Assets Reserve Policy**

Debbie informed the board that CSU requires the Foundation as an auxiliary to have A net assets reserve policy. A copy of the recommended *Net Assets Reserve Policy* was provided to the board in Tab 4C of the board packet.

Following a brief presentation, discussion, and on motion duly made, seconded, and carried, the following Minute Action was taken:

MINUTE ACTION: to adopt the *Net Assets Reserves Policy* as recommended.

Motion by: Lee Blitch      Seconded by: Camilla Smith      Motion: Passed

**C. Minute Action to Adopt the SF State Foundation Provisional Operating Budget for Fiscal Year 2010-2011**

A copy of the *2010/2011 Provisional Operating Budget* was provided to the board in Tab 6 of the board packet.

The contents of the Budget were summarized and discussed. On motion duly made, seconded, and carried, the following Minute Action was taken:

MINUTE ACTION: to adopt the recommended SF State Foundation Provisional Operating Budget for fiscal year 2010-2011. (See attachment A for approved budget.)

Motion by: Michael Grace      Seconded by: Ken Bastida      Motion: Passed

**DEVELOPMENT COMMITTEE REPORT**

Donna Blakemore provided the committee report. The committee met prior to the board meeting and discussed fundraising opportunities and reviewed the new alumni fundraising brochure (work done pro-bono by John Gumas.) Year-to-date, university development has raised \$15.64M or 121% of goal (\$12.9 M goal) despite the challenges of the current economy and furloughs. Donna has been meeting with committee and board members to determine how they can get engaged or assist with hosting or qualifying prospective donors. A fall event (for the evening before board meeting) is being planned for the new Creative Arts Center.

**AUDIT COMMITTEE REPORT**

Audit Chair David Sacks could not join via conference call because of a major house fire so Debbie gave the committee report. The auditors did some preliminary fieldwork in the middle of May – Debbie met with them – and they will be back in August to perform their normal audit fieldwork so that the audit can be completed by the end of August or beginning of September. As committee chair, David has had phone conversations and email exchanges with the auditor. A draft copy of the audit engagement letter will be sent to David shortly. A copy of a letter addressed to the Board regarding the planned scope and timing of the audit was handed out at the meeting.

**OTHER**

Chair Scoble acknowledge Provost Rosser and student representative Ling Tse and thanked them for their board service this past fiscal year.

\* \* \*

**ADJOURNMENT**

There being no further business, on motion duly made, seconded, and unanimously carried, the meeting was adjourned at 4:52 p.m.

Motion by: Leona Bridges      Seconded by: Camilla Smith      Motion: Passed

Dated: June 10, 2010

---

Secretary, Debra P. Chaw