

# MINUTES OF THE BOARD OF DIRECTORS OF THE CALIFORNIA STATE UNIVERSITY SAN MARCOS FOUNDATION

A California Nonprofit Public Benefit Corporation

June 16, 2021

**Directors Present:** Sarah Aragon, Kyle Casement, Sam Clarke, Tommy Friedrich, Ron Gerevas, Emilie Hersh, Neal Hoss, Tony Jackson, Julie Jameson, Nathaniel Keifer-Wheals, Carleen Kreider, Barbara Mannino, Lou Monville, President Neufeldt, Esther Phahla, Jason Simmons, Taylor Sutherland, Steve Wagner and Leon Wyden

**Directors Absent:** Joe Bear, Tony Pack, Toni Ritchey, and Jack Raymond (Emeritus Director)

**Staff Present:** Margaret Chantung, Donna Day, Tere Mendoza and Jocelyn Wyndham

## Proceedings:

On June 16, 2021, and pursuant to California Corporations Code Section 5211(a)(6) a business meeting of the California State University San Marcos Foundation Board of Directors was called to order at 8:33 am by Major General Anthony Jackson, Chair of the Board.

### I. Welcome, Updates & Announcements:

- Chair Jackson welcomed everyone to the meeting. He advised that Leslie Braun and David Wilson have resigned from the Foundation Board.
- Getting Acquainted through Brief Bios: Leon Wyden shared his brief bio with the Board.

### II. President's Remarks: President Ellen Neufeldt provided the following update:

- Recruitment:
  - Leon Wyden has been serving as the Vice President of Finance and Administrative Services and Secretary and Treasurer of the CSUSM Foundation Board.
  - Jessica Berger will be serving as the Vice President of University Advancement and will serve as the Executive Director of the CSUSM Foundation Board beginning mid-July.
  - Aswad Allen will be serving as the Chief Diversity Officer beginning in August.
- Expired Terms: Chair Jackson and Mr. Gerevas have fulfilled their three terms of service for the Foundation Board. President Neufeldt thanked them for their exemplary service to the University and on the Board.
- Retirement: Mr. Hoss and Ms. Mendoza will be retiring from the University over the summer.
- Commencement: In May the University celebrated commencement on campus for the class of 2020 and 2021. 3,000 of the 4,600 eligible students walked across the stage, including Steve Wagner who received an Honorary Degree.
- Fall Semester: The majority of classes are planned to be held in person during the Fall semester, with most staff returning to campus over the summer.
- The Shiley Institute for Palliative Care is taking the next step in fulfilling the naming process requested by the donor and will be presented as the Shiley Haynes Institute for Palliative Care at the July CSU Board of Trustees meeting.
- Faculty Highlights:
  - Associate Professor of Biological Sciences Arun Sethuraman received a National Science Foundation CAREER Award that will provide over \$600,000 in grant funding to implement a program for San Diego County high school teachers providing basic programming skills for biology and chemistry classes.

- Communication professor Andrew Spieldenner was selected to the U.S. delegation to the United Nations High Level Meeting on HIV/AIDS to review progress on commitments made by the UN to end the AIDS epidemic.
- The electrical engineering program is among 17 teams from colleges and universities selected to participate in the “2022 Marine Energy Collegiate Competition: Powering the Blue Economy” hosted by the U.S. Department of Energy. The competition provides students with real-world experience and industry connections that will prepare them for careers in the marine energy sector and the “blue economy” which is the sustainable use of ocean resources for economic growth, improved livelihoods and jobs.
- Message of thanks: President Neufeldt thanked the Foundation Board Directors for their continued support.

**Business:**

**III. Consent Agenda:** Chair Jackson requested a motion to approve the consent agenda which included the previous meeting minutes, Committee Reports, Investment Performance, Financial Statements, Quarterly Report, Trust Designation Memo, Advisory Committee Procedure, Investment and Distribution of Endowment and Similar Funds Policy Statement; it was moved by Mr. Monville and seconded by Ms. Mannino and approved by all.

**IV. Annual Meeting Business**

- A. Succession Planning: The succession plan as notated below was sent as a recommendation for approval by the Governance Committee. Chair Jackson requested a motion to approve the succession plan; it was moved by Ms. Kreider and seconded by Ms. Mannino and approved by all.
  - 1. Steve Wagner ~ Chair as of July 2021
  - 2. Emilie Hersh ~ Vice Chair as of July 2021
- B. Class of 2021 Term Renewal: Barbara Mannino, Jason Simmons and Lou Monville are serving as the Class of 2021. The Governance Committee recommends renewing their term of service to the Foundation Board. Chair Jackson requested a motion to approve renewing a term of service for the Class of 2021; it was moved by Mr. Wagner and seconded by Mr. Friedrich and approved by all. The Directors were welcomed as the class of 2024.
- C. Appointments:
  - 1. Executive Director, Secretary, Treasurer: President Neufeldt has appointed the following Directors based on the positions they hold at the University.
    - Leon Wyden, Vice President of Finance and Administrative Services serving as Secretary and Treasurer of the CSUSM Foundation Board since May 28, 2021.
    - Jessica Berger will serve as the Vice President of University Advancement and the Executive Director of the CSUSM Foundation Board beginning July 12, 2021.
  - 2. Faculty: The following faculty Directors were appointed by President Neufeldt:
    - Julie Jameson to serve an additional one (1) year term as faculty representative.
    - Sam Clarke to serve an additional one (1) year term as faculty representative.
  - 3. Student: The following student Director was appointed by President Neufeldt:
    - Sarah Aragon to serve an additional one (1) year term as student representative.
  - 4. Advisory Committee Representation: President Neufeldt has appointed Tony Jackson to serve as the inaugural Advisory Committee Representative from the Cougar Athletic Council for a one (1) year term. Based on procedure, Chair Jackson requested a motion to approve the appointment; it was moved by Ms. Hersh and seconded by Ms. Kreider and approved by all.
- D. Elected Director Assignment: There is a pause in assignments until the new cohort of Directors and the Executive Director are onboard.

- E. Annual Signature Items: The following items were provided:
- Conflict of Interest Statement: Directors were asked to sign the Conflict of Interest via AGB OnBoard e-signature.

**ACTION ITEM:** Directors to sign the Conflict of Interest via AGB OnBoard.

- Confidentiality Agreement: Directors were asked to sign the Confidentiality Agreement via AGB OnBoard e-signature.

**ACTION ITEM:** Directors to sign the Confidentiality Agreement via AGB OnBoard.

- Personal Commitments: For those that attended last year's annual meeting, the personal commitments from 2020 will be mailed.
- Expectations for CSUSM Foundation Board Directors: Directors will be mailed two copies of the Expectations form. Once completed, it is to be placed in the envelope provided and mailed to staff. All forms will be placed into the lock box to be opened at the 2022 annual meeting. The other copy is for the Directors reference.

**ACTION ITEM:** Directors to complete their Expectation's form and mail to staff.

- The Donor Bill of Rights and CASE Principles of Practice for Fundraising Professionals at Educational Institutions were also provided.

## V. Governance Update:

- A. Prospective Elected Directors: The Governance Committee recommended the nomination of Daniel Epstein and Simon Kuo as Foundation Board Directors. Bios of each were provided. After some discussion, Chair Jackson requested a motion to elect them as Directors of the CSUSM Foundation Board; it was moved by Mr. Keifer-Wheals and seconded by Ms. Mannino and approved by all.
- B. Recruitment of New Directors and Call for Nominations: There are currently five vacancies on the Board. The call for nominations highlights the focus for recruitment as well as expectations of Board Directors. The Board was asked to share nominations of prospective Directors with Mr. Wagner or staff, with an emphasis on adding diversity to the Board composition. All nominations are kept confidential while staff vet prospects before presenting to the Governance Committee, the Board and then interviewing candidates

## VI. Finance and Investment Update

- A. Draft Fiscal Year 2021/2022 Budget: The Board was provided a draft budget recommended for approval by the Finance and Investment Committee. In order to provide additional flexibility and help to manage expectations, and with impending changes in leadership positions for the Vice President University Advancement/Executive Director and Vice President Finance Administrative Services/Secretary-Treasurer, a subsequent review of the 2021/2022 Foundation budget is planned. Any resulting suggested changes will be reviewed by the Finance and Investment Committee and presented to the Board for approval. After no further discussion, Chair Jackson requested a motion to approve the budget; it was moved by Mr. Sutherland and seconded by Ms. Hersh and approved by all.

**ACTION ITEM:** Secretary Wyden and President Neufeldt's final approval of the Foundation's 2021/2022 budget.

After some discussion about the Foundation's financial statements, Directors asked for a training session and a more detailed look at the financial statements.

**ACTION ITEM:** A training session about the Foundation's financial statements will be scheduled.

**VII. Student Update:** Ms. Aragon shared the following report:

- A. Student Philanthropy Council: The last SPC meeting of the year was held June 1 where the council had the opportunity to bid farewell to four graduating seniors. Recruitment for the 2021/2022 year has begun. Ms. Aragon provided a special thank you to Foundation Board Directors, Mr. Wagner and Mr. Keifer-Wheals, for attending SPC meetings where they connected with students and shared perspectives of the Foundation Board's mission.
- B. One CSUSM: On May 4th the University embarked on a 24-hour campaign to raise scholarships for students resulting in over \$57,000. SPC members participated as donors, shared social media content, and were ambassadors.
- C. Class Champions Package: 350 Class Champion Packages were purchased this year that provided Alumni Association membership and a \$20 gift towards the Student Philanthropy Endowed Scholarship.

**VIII. Survey Results:** The Board was provided a summary of the survey results. Chair Jackson, Mr. Wagner and Ms. Hersh reiterated their encouragement to bring thoughts, ideas and concerns to the table or directly to the Vice President, Chair, Vice Chair or staff.

**IX. Advancement Update:**

- A. Goal Update: Ms. Mendoza shared a special thanks to the Foundation Board for achieving 100% philanthropic participation amongst Directors. The Foundation is very close to achieving its \$5M fiscal year fundraising goal. There are currently over \$6.4M in pending solicitations, some which will close this fiscal year and assist in achieving this year's goal as well as some begin counted towards next fiscal year's goal. Notable gifts this year include: \$1.7M planned gift to fund a College of Business Administration professorship, \$509k to resurface the athletic track, \$250k supporting the innovation lab, \$177k supporting student success, \$100k supporting the Alliance.
- B. Gift of Land: Ms. Mendoza shared that a pending gift of land is being discussed with a donor. The Board was asked to create and convene a Gift Acceptance Committee (GAC) that would be charged with reviewing and accepting gifts of land on behalf of the University. Upon receiving a formal recommendation from the GAC, the Board would vote on accepting the gift of land. The GAC would consist of: Vice President of Advancement / Executive Director of CSUSM Foundation (Tere Mendoza / Neal Hoss), Vice President of Finance and Administrative Services / Secretary and Treasurer of CSUSM Foundation (Leon Wyden), Foundation Board Director (Jason Simmons), Executive Director of CSUSM Corporation (Bella Newberg), Presidential Chief of Staff (Sarah Villarreal), Interim Associate Vice President of Development (Jocelyn Wyndham). After some discussion, Executive Director Hoss requested a motion to approve creating and convening a Gift Acceptance Committee; it was moved by Mr. Sutherland and seconded by Mr. Monville and approved by all. Ms. Mendoza noted that Mr. Friedrich also supported the process and is on standby for additional support.
- C. Recruitment: A Director of Advancement Services and a Major Gift Officer were hired earlier this year to support the efforts in Development.
- D. Peer Screening: Mini-peer screenings were conducted over the past quarter. Chair Jackson, Ms. Hersh and Mr. Wagner were thanked for sharing their connections with staff.

E. Consultants: With a focus on the growth of Foundation Board, staff is currently engaging consultants to review the Foundation's policies and procedures.

X. **Take Away**: At the conclusion of the meeting Chair Jackson requested a take away from several directors.

**Adjournment**: There being no further business, the meeting adjourned at 10:04 am.

Minutes submitted by: Donna Day

Dated: June 16, 2021



Leon Wyden 01/21/2022 15:49 PST

Secretary