

**MINUTES OF THE ORGANIZATIONAL MEETING
OF BOARD OF DIRECTORS OF THE
CALIFORNIA STATE UNIVERSITY SAN MARCOS UNIVERSITY FOUNDATION**

A California Nonprofit Public Benefit Corporation

December 3, 2009

Members Present:

David Bennett, Dan Calac, Bennett Cherry, Maryann Edwards, Linda Hawk, President Karen Haynes, Neal Hoss, Ruth Mangrum, Michael McDonald, John Pettitt, Nicholas Wagner

Members Absent:

Mark King, Ken Markstein, Elsie Weston

Guests Present:

Charles Coradino

Staff Present:

Vic Calise, Donna Lutkus, Melinda Newsome, Greg Svatora

Proceedings:

On December 3, 2009, and pursuant to California Corporations Code Section 5211(a)(6) an organizational and business meeting of the California State University San Marcos Foundation Board of Directors was called to order at 11:00 AM by Mr. Neal Hoss, Executive Director, who serves as temporary chair.

I. Welcome, Updates & Announcements

Mr. Hoss introduced two new members to the Board of Directors. The first, Mr. John Pettitt, has been appointed as the Chair of the Board. The second new member introduced was Mayor Maryann Edwards. He also introduced Mr. Charles Coradino who was visiting the meeting.

Mr. Hoss asked that all members, guests and staff to introduce themselves.

President Karen Haynes greeted and welcomed them. She gave a brief update on the following:

- During tough economic times Cal State San Marcos continues to focus on the future, with an ongoing series of positive stories in the media, including as the opening of The McMahan House; we continue to take positive steps forward, establishing new Advisory Councils, and this new Foundation Board.
- January 2010 begins the celebration of our 20th Anniversary, with events and activities throughout the year
- The President's Holiday party will be held on December 13th at The McMahan House
- Dinner at her home in the spring of 2010

II. Presentation – University Overview: Organization and Funding Model

Mr. Hoss provided a presentation to update the Board on the Organization and Funding Model of the University.

III. Business

A. Approval of Minutes

Mr. Pettitt requested a motion to approve the previous meetings minutes, it was moved by Mike McDonald and seconded by Dan Calac, and unanimously carried that the June 10, 2009 minutes were approved. There were 3 abstentions (Maryann Edwards, Ruth Mangrum and Linda Hawk)

Break for lunch.

IV. Guest Presentation

At 12:00 pm a presentation was provided by Tom Seitz, Athletic Director and Jennifer Milo, Associate Director of Athletics.

V. Business (Continued)

B. Establishment of Committees

Mr. Pettitt asked Mr. Hoss to review the charges of the proposed Committees.

Mr. Hoss reviewed the Committees, noting that non-members and ex-officio members can be included in the Committees.

Finance and Investment Committee: This committee monitors financial reporting and operations, sets investment policy, and evaluates investment performance.

Nominating and Governance Committee: This committee identifies and recommends potential board members, and evaluates and makes recommendations regarding the organizational needs of the Board.

Fundraising Committee: This committee will (1) have strategic oversight of campaign funding model; (2) oversee prospect identification, cultivation, and solicitation strategies (3) develop volunteer campaign governance structure; and (4) identify and recruit volunteer campaign leadership.

The establishment of an Audit Committee will be addressed at a future meeting.

Mr. Pettitt initiated a motion to establish the Finance and Investment Committee, the Nominating and Governance Committee, and the Fundraising Committee as standing Committees of the Board of Cal State San Marcos Foundation.

It was moved by David Bennett and seconded by Maryann Edwards and unanimously carried that the Committees were approved. Dan Calac asked if verbiage was able to change in the future. It was agreed.

C. Committee Membership

Mr. Pettitt mentioned that prior to this meeting, Mr. Hoss had discussed the Committee charges with most of the Board members and their individual interest in participating on specific Committees.

Mr. Pettitt asked the following from each of the Committees:

Each committee should plan to meet prior to March

Each committee should appoint a chair

Each committee should create short term and long term goals before the next Board meeting

Mr. Hoss provided a list of the potential committee membership with the board, noting that the Chair and the President are ex-officio members of each Committee, except the future Audit Committee.

1. Finance and Investment Committee - Maryann Edwards, Linda Hawk, Nicholas Wagner.
2. Nominating and Governance Committee – David Bennett, Dan Calac, Bennett Cherry, Mark King, Ruth Mangrum
3. Fundraising Committee – Dan Calac, Mark King, Ken Markstein, Michael McDonald and Nicholas Wagner

D. Update on Filings

Mr. Greg Svatora provided an update on Filings

- i. AOA (CSU Association of Auxiliary Organization) Membership
- ii. CSURMA (CSU Risk Management Authority) Membership
- iii. California Attorney General Notice regarding asset transfer

E. Asset Transfer – Acceptance by CSUSM Foundation, *Greg Svatora*

Mr. Pettitt requested a motion to establish the Resolution Authorizing the Acceptance of Specified Donor-Funded Assets Transferred from the University Auxiliary and Research Services Corporation (No. BOD 11-09-01). It was moved by Mayor Maryann Edwards and seconded by Dr. Bennett Cherry and unanimously carried.

F. Directors and Officers Liability Insurance

Mr. Svatora provides an update Directors and Officers Liability Insurance.

Mr. Pettitt requested a motion to establish the Resolution Authorizing the Execution of the Joint Exercise Powers and Participation Agreements (No. BOD 11-09-02). It was moved by Mr. Mike McDonald and seconded by Mr. David Bennett and unanimously carried.

VI. Future Agenda Items

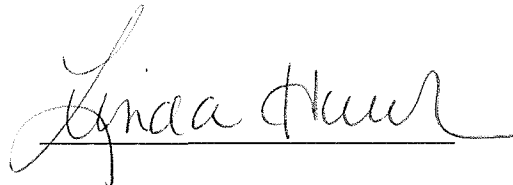
- A. Mr. Pettitt discuss future meeting dates and times. It was decided to move future meeting times to 7:30 am. It was noted that there is a conflict with the March 4th scheduled meeting. ACTION: to have Ms. Donna Lutkus coordinate the 2010 calendar.
- B. Mr. Hoss advised that invoices for Corporate Contributions can be provided as each Board member requires.
- C. Action Items: Mr. Pettitt provided the following action items for each Board Member:
 - i. Committees – Meet before March 4, Appoint Chair, Review Charges, Establish 6 month and one year goals
 - ii. Tour of Campus for Board Members that have not toured the campus or toured the campus recently
- D. Establishing Bank Accounts – staff will provide information prior to the next meeting
- E. Pro Forma Financial Statements – staff will provide information prior to the next meeting

VII. Adjournment

1. Prior to the adjournment of the meeting, Mr. McDonald noted that the presentation by Mr. Tom Seitz was very helpful in seeing the University's needs. He suggested there be future presentations by the University's Deans to keep the Board members engaged.
2. Mr. McDonald requested short and long term goals for the fundraising aspect of the 20th Anniversary. Mr. Pettitt advised that the University's strategic goals will be provided. Mr. Hoss advised the existing high level fundraising goals will be shared with the Fundraising Committee at their first meeting.

There begin no further business, Mr. Pettitt adjourned the meeting at 1:00 pm.

Dated: December 3, 2009


Secretary