



UFSS Governance Committee Meeting

California State University, Sacramento

Friday, May 9, 2025 at 1:30 PM

<https://csus.zoom.us/j/82217051658?pwd=echs7CZzObYIMHJAcFUGyGoSUqYlCm.1>

Agenda

I. Call to Order

II. Public Comments

Members of the public may speak for up to one minute

III. Approval of the May 9, 2025 Agenda

IV. Review and Approval of the January 30, 2025 Minutes

V. Discuss appointment of a UFSS Board Member to serve on the SSAA Board

VI. Overview of CSU boards

VII. Review of Committee Charter

VIII. Other Business

IX. Closed Session: Personnel Discussion

X. Adjournment



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at Sacramento State**
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**The University Foundation at Sacramento State
Governance Committee Meeting**
Thursday, January 30, 2025 – 8:30 a.m.
Zoom

Committee Members Present:

Bernice Bass de Martinez, *Committee Chair*
Margot Bach
Fred Baldini
Sue McGinty
Pam Stewart
Michael Reza, *Executive Officer*

Guests:

Alice Perez, *Board Chair*
Jennifer Barber, *Alumni Relations*
Sharise Harrison, *Advancement Services & Prospect
Management*

Advancement Staff:

Renee Siden

Committee Members Absent:

Vanessa Guerra, *Committee Vice Chair*
Ryan Murphy

MINUTES

- Chair Bernice Bass de Martinez called the meeting to order at 8:31 a.m. with a quorum
- Public Comments - none
- Approval of the January 30, 2025 agenda
 - Motion: Sue McGinty
 - Second: Fred Baldini
 - With no corrections or objections, the agenda was unanimously approved.
- Approval of the October 2, 2024 minutes
 - Motion: Fred Baldini
 - Second: Pam Stewart
 - With no corrections or objections, the minutes were unanimously approved.
- Board Recruitment Discussion
 - The Committee discussed the current need for recruitment as the committee's main objective and purpose.
 - The Committee discussed creating a new list of desired criteria for board members to address current board vacancies.
 - President Wood has approved reaching out to Lydia Ramirez, Lance Hastings and Pam Herman about joining the board.
 - The goal is to bring on six new board members by the Fall board meeting.

- President's Circle/Board Giving
 - Alice Perez led a discussion on UFSS board membership and the President's Circle.
 - The committee discussed board member gift expectations and opportunities.
- Review the draft UFSS Member Dashboard
 - Baldini reviewed the draft spreadsheet with the committee mentioning that the working group took into consideration what other CSU's use to track board member engagement.
 - Individual board member information will not be shared with the full board.
 - The information in the Dashboard will be useful in conversations with individual members that are no longer engaged.
 - A motion was made to approve the creation of a board dashboard and to send this motion to the full board for approval.
 - i. Motion: Sue McGinty
 - ii. Second: Pam Stewart
 - iii. The motion was unanimously approved.
- Review of the Governance Committee Charter
 - Chair Bass de Martinez asked the committee to review the charter and make recommendations for changes at the next meeting.
- Other Business
 - Bass de Martinez asked that at the next board meeting all board members would be asked to participate on a committee.
 - We need someone to fill Sonney Chong's place on the Audit Committee.
- Bass de Martinez adjourned the meeting at 10:01 a.m.
 - Motion: Pam Stewart
 - Second: Fred Baldini
 - i. The motion was unanimously approved.

Best Practices in Board Management



Committee Tally

- Finance/Investment (15)
- Executive (14)
- Audit (14)
- Governance/Nominations (9)
- Development (7)
- Philanthropy/Campaign (4)
- Advocacy (3)
- Membership/Board Membership/ Board Development (3)
- Stewardship/Donor Engagement (2)
- Athletics (2)
- Budget (1)
- Government & Community Relations(1)
- Arts (1)
- Public Affairs Committee (1)
- Committee on Directors (1)
- Donor Intention & Fulfillment (1)

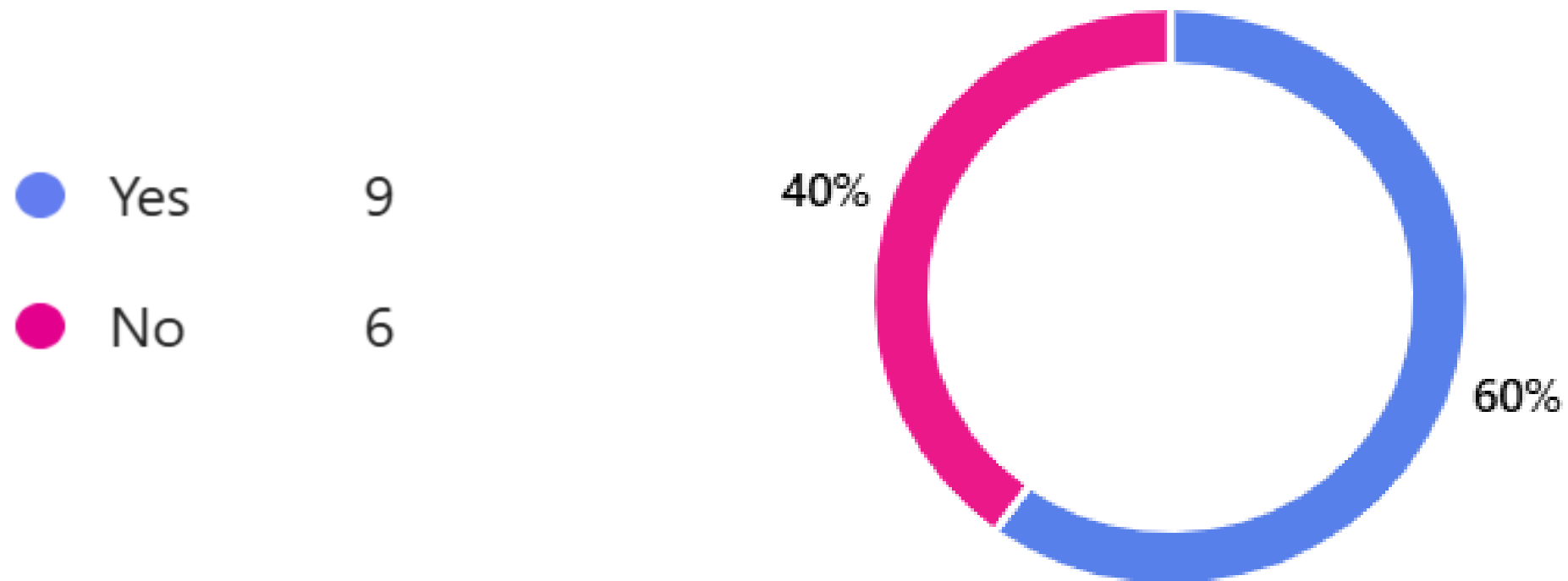
New Committee Considerations

- **Dormant Functions Reemerge:** Some campuses are reactivating committees (e.g., Governance & Strategy, Philanthropy & Advocacy) to enhance donor networking based on insights from recent campaigns.
- **Emergence of Donor Stewardship:** New groups focused on campaign acknowledgements and donor follow-up are emerging to deepen engagement.
- **Specialized Governance Models:** A few campuses are establishing dedicated nominations and governance committees to further bolster board decision-making.
- **Enhanced Community Connections:** Exploration of community relations committees is underway to strengthen bonds with industry and local partners.
- **Leadership-Influenced Timing:** Some initiatives are on hold until new leadership (vice-president level) provides further direction.

Restructuring Existing Committees

- **Evolving Arts Focus:** The Arts Committee is being redefined to spotlight fundraising and creative revenue generation.
- **Athletics Realigned:** Observations reveal a restructuring of the Athletics Committee into focused segments—competitive success, career development, and support for women's athletics.
- **From Public Affairs to Alumni Engagement:** Some campuses are shifting the emphasis of Public Affairs committees toward strengthening alumni relationships.
- **Integrated Donor Engagement:** Enhancements within existing committees now increasingly incorporate donor stewardship.
- **Status Quo Elsewhere:** In several instances, current committee structures remain unchanged, pending further leadership input.

Required Minimum Annual Contribution



Annual Contribution

- 9 campuses (of 14 respondents) require a minimum board contribution.
- Among these:
 - 3 campuses require \$10,000
 - 3 campuses require \$5,000
 - 1 campus requires \$1,000
 - 1 campus requires \$1,500
 - 1 campus requires approximately \$8,458 (based on tuition/fees)



GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
THE UNIVERSITY FOUNDATION AT SACRAMENTO STATE

CHARTER

I. PURPOSE

The Governance Committee (the “Committee”) will assist the Board of Directors (the “Board”) of The University Foundation at Sacramento State (the “Foundation”) to:

- Formulate and provide to the board a description of skills and attributes to guide the composition of the board;
- Work with University Advancement to identify individuals qualified to become members of the Board, consistent with the criteria established by the Board;
- Lead the recruitment, proposing candidates to the President of the University to be nominated for election as Director at meetings of the Board;
- Facilitate orientation and training of new board members;
- Develop and conduct periodic performance review of the Board and Board members;
- Develop and recommend to the Board for adoption corporate governance guidelines applicable to the Foundation;
- Uphold the values and commitment of the University to be an antiracist and inclusive campus.
- Oversee the recruitment and engagement of the Legacy Board.

II. COMPOSITION

(a) Qualifications and Appointment of Governance Committee Members. The Board appoints the Chair and members of the Governance Committee. Members of the Governance Committee shall serve at the pleasure of the Board and for such terms or terms as the Board may determine.

(b) Committee Membership. The Governance Committee shall consist of no fewer than three (3) members, and each member shall be a member of the Board.

(c) Delegation. When appropriate, the Governance Committee may designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee may direct.

III. MEETINGS

The Governance Committee shall meet as frequently as circumstances dictate, but in no event fewer than three (3) per year, and shall make a report to the Board at regular meetings the actions of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The Governance Committee shall, among other things:

- Recommend to the Board criteria for selecting qualified candidates for election to the Board.
- Lead the search with University Advancement for qualified candidates to serve on the Board.
- Recommend to the Board policies and procedures regarding consideration of Director candidates.
- Identify individuals qualified to become members of the Board consistent with criteria established by the Board and those identified by the President of Sacramento State, and propose nominees for election as Directors at meetings of the Board to fill any vacancies.
- Work with University Advancement to develop and maintain an open-ended list of prospective qualified Board candidates for a continual search and identification process for all identified skill sets and attributes of the Board composition.
- Develop and recommend to the Board a set of governance guidelines.
- Oversee self-evaluation of the Board and establish the procedures by which the evaluations will be conducted.
- Actively participate in the orientation and training of new Board members.
- Provide input and evaluation of updated orientation and training materials for new Board members.
- Review and update the Foundation's Conflict of Interest Policy.
- Review and update the Foundation's Bylaws biannually.
- Periodically review and assess the adequacy of this Charter and make recommendations regarding changes.

- Conduct an annual performance evaluation of the Committee and report its finding to the Chair of the Board.

Nothing in the foregoing list is intended to be, or shall, limit the scope of activities the Committee may undertake in the fulfillment of its purposes, as noted above. The Committee may perform such other or additional activities as it deems necessary or desirable consistent with this Charter and the Foundation's bylaws and governing law, or as may be delegated to it by the Board of Directors of the Foundation.