



## GOVERNANCE COMMITTEE MEETING

MONDAY, MAY 11, 2020

Zoom Video conference

### MINUTES

#### Committee Members Present:

Jeffrey Armstrong

John Salmonson

Bill Swanson

Laura Pickering

Ken Stone

John Salmonson

John Ronca

Stan Van Vleck

#### Staff:

Marc Benadiba

Jessica Darin

Noelle Menigoz

Stacy Cannon

Ericka Horn

Lisa Rockwell-Harpster

Aaron Curti

#### **Call to Order and Attendance**

Governance Committee Interim Chair John Ronca called the meeting to order and took attendance. Mr. Ronca announced a quorum of directors present and noted that the meeting, having been duly convened, was ready to proceed.

Mr. Ronca announced Dick Bradshaw has stepped off the board for personal reasons. Mr. Ronca then announced that Stan Van Vleck has agreed to lead the Governance Committee going forward and will officially take over as Chair after the present meeting. His name will be updated on the Committee Roster for distribution at the annual meeting.

#### **Approval of Minutes**

Mr. Ronca asked members for corrections to the January 9, 2020, Governance Committee meeting minutes. None were identified; accordingly, a motion was made, seconded and approved to adopt the minutes.

#### **Draft Bylaw Revisions**

Mr. Ronca reports that the retirement of University Provost Kathleen Enz Finken in 2019 provided an opportunity to review current ex-officio board positions. Mr. Ronca explained that by removing the ex-officio position language, President Armstrong and Board leadership would be able to consider that nomination of university-related representatives based on demonstration of the characteristics outlined in the Foundation Statement of Understanding. Mr. Swanson commented that having directors on the board based on merit rather than position is in the Board's best interest, and maintains healthy governance

practices. Pending the approval of the proposed bylaw revisions and based on her exemplary service to date as a member of the Board, Cindy Villa will be placed on the Slate of Directors.

Additionally, Mr. Ronca noted the associated university represented position to serve on an ex-officio basis as Treasurer of the Foundation is inaccurate due to personnel changes. The proposed changed to Article VIII., Section 5 allows for flexibility in the position held by the Treasurer while maintaining the requirement that the position be filled by a university representative. In the past the Treasurer was a financial representative within University Development & Alumni Engagement. Marc Benadiba is, at present, the University Controller, and not a member of the University Development division, but works closely with Development personnel.

Additional non-material revisions to bylaws were summarized in the memo on page 5 of 60 of the meeting book.

## **Nominations**

### *Slate of Directors for Annual Meeting*

The draft Slate of Directors is to be approved and presented by the Executive Committee to the Board of Directors at the Annual Meeting. Since the establishment of the Governance Committee, the Slate of Directors is reviewed and considered by Governance prior to moving forward to the Executive Committee. Mr. Ronca called on Chair of the Board Bill Swanson for insights regarding the slate. Chair Swanson noted that each of the Board members listed on the slate for re-appoint had been contacted by Board leadership. Mr. Ronca reports that the Executive Committee has put forward two nomination to the Board on the draft Slate of Directors on page 50 of 60. Mr. Ronca highlighted the importance on continued recruitment of new members to the board. He also noted the importance of proper vetting and following governance procedures in these matters. Mr. Ronca asked members for additional comments or corrections as to the proposed Slate of Directors. None were identified; accordingly, a motion was made, seconded and approved to move the slate forward to the Executive Committee.

### *Slate of Officers for Annual Meeting*

Mr. Ronca called attention to the draft Slate of Officers on page 51 of 60. Current Chair of the Board Bill Swanson and Vice Chair of the Board Chuck Harrington, recused themselves from the vote, as their names appear on the Slate of Officers for approval. A motion was made and seconded, approving the draft Slate of Directors to move forward to the Executive Committee.

## **FY 2020-21 Committees Roster**

The Committees Roster was provided for informational purposes as it establishes official membership for each standing committee of the Board. Mr. Swanson also notes that for record-keeping purposes, the position relevant to ex-officio status was added to committee rosters. He then clarifies that the roster will also be updated to reflect Stan Van Vleck's agreement to serve as the new committee chair of Governance. The roster is

distributed annually. Mid-year changes are posted in the primary business office of the Foundation as well as updated in BoardEffect.

### **Schedule of Meetings**

Mr. Ronca stated that each of the Committee Chairs for the Board of Directors, Executive Committee, Investment Committee, Audit Committee, and Governance Committee are to review their respective schedules of proposed meeting dates prior to the annual meeting each year. Mr. Ronca asked the Governance Committee for input regarding the proposed meeting schedule for the Governance Committee. No additional comments were made. Executive Committee will review and consider meeting schedules for the Board and each

### **Adjournment**

With no further business to discuss, the meeting adjourned at 3:44 p.m.

Respectfully submitted,

*John A. Ronca*

John A. Ronca (Oct 19, 2020 15:06 PDT)

John A Ronca  
Interim Committee Chair,  
Cal Poly Foundation Board

# RONCA Development and Governance Committee Meeting Minutes

Final Audit Report

2020-10-19

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