



GOVERNANCE COMMITTEE MEETING

Thursday, July 8, 2021, 2:00 p.m.

Zoom Video conference

MINUTES

Members Present:

Jeffrey Armstrong
John Ronca

Ken Stone

William H. Swanson

Members Absent:

Laura Pickering

John Salmonson

Stan Van Vleck

Board Member Present:

Marc Benadiba

Staff Present:

Aaron Curti

Audrey Lariz

Lisa Rockwell-Harpster

Ericka Horn

Call to Order and Attendance

In the absence of the Governance Committee Chairman, Stan Van Vleck, Board of Directors Chair William H. Swanson called the meeting to order and took attendance. Mr. Swanson announced a quorum of directors present and noted that the meeting, having been duly convened, was ready to proceed.

Approval of Minutes

Mr. Swanson asked members for corrections to the April 8, 2021, Governance Committee meeting minutes. None were identified; accordingly, a motion was made, seconded and approved to adopt the minutes.

Annual Compliance Documents

Mr. Swanson reminded the committee of the importance of the annual compliance documents to be submitted by each board member at the start of a new fiscal year. Mr. Swanson noted that due to COVID-19, the documents will be sent to board members electronically via Adobe Sign after the August board meeting.

Draft Bylaw Revisions

As noted in the memo on page 13 of 40, President Armstrong and Chair Swanson reported that a detailed review of Cal Poly Foundation Bylaw revisions term limits was conducted by staff. The Review Team recommends approval of the proposed bylaw revisions to Article V, Sections 4.2. and 4.3 as outline in the memo and the attached redline copy of proposed updates on page 21 of 40. Upon approval of the revisions, a staggering of terms will be enacted to ensure progressive transition of expiration of terms limits with consideration to college and unit representation. A motion was made and seconded approving to move forward Cal Poly Foundation Bylaw revisions to term limits to the Executive Committee for consideration of approval.

CSU Master Operating Agreement Compliance Confirmation

Treasurer Marc Benadiba reported that after a standard review by University staff, the Foundation is in compliance with the Memorandum of Understanding. A letter of confirmation was sent from University President Armstrong to the CSU executive vice chancellor/chief financial officer certifying that the review has been conducted. The next review will be in 2026. As a matter of record, the Governance Committee acknowledged the review was conducted by the University.

CSU Open Meeting Protocols

A periodic review and update of the Foundation Public Comment is conducted utilizing the CSU Open Meeting protocol guidelines. It was noted that although there is not a legal requirement for public comment at Foundation Board of Directors meetings, it is common practice at the CSU Board of Trustee meetings and allows for open communication. Requests for public comment shall be submitted to the Cal Poly Foundation business office prior to the meeting date. Staff will develop the protocol for submission for review by the Executive Committee. Requests for public comment must include the corresponding agenda item or subject matter for consideration. The Board will allow public comment on topics under the purview of the Board. A maximum time of twenty minutes will be allotted on the agenda for public comments at the end of the meeting. Time is to be split equally among registered visitors. Each visitor may speak for no more than three minutes.

Board Biography Updates

Chair Swanson noted that he initiated a review and update of Board member bios on the Cal Poly Foundation website. The form provided for review and feedback provides a consistent format for directors to review and update individual bio and contact information. Chair Swanson asked for any comments or recommendations regarding the form. A director recommended that Board members self-identify their college or unit association or alignment. The form will be updated for final review by the Executive Committee.

Adjournment

With no further business to discuss, the meeting adjourned at 2:31 p.m.

Respectfully submitted,


William H Swanson (Nov 9, 2021 11:10 PST)

William H. Swanson
Chair, Cal Poly Foundation Board
On behalf of
Governance Chair Stan Van Vleck

BOD Meeting Minutes (8.7.2021), Executive Committee Meeting Minutes (7.27.2021), & Governance Committee Meeting Minutes (7.8.2021)

Final Audit Report


2021-11-09


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"BOD Meeting Minutes (8.7.2021), Executive Committee Meeting Minutes (7.27.2021), & Governance Committee Meeting Minutes (7.8.2021)" History

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