CAL POLY
Foundation

GOVERNANCE COMMITTEE MEETING
Tuesday, July 28, 2020, 10:00 A.m.
Zoom Video conference

MINUTES

Members Present:

| Jeffrey Armstrong | John Ronca | Bill Swanson |
| Laura Pickering | Ken Stone | Stan Van Vleck |

Members Absent:
John Salmonson

Staff Present:

| Stacy Cannon | Jessica Darin | Noelle Menigoz |
| Aaron Curti | Ericka Horn | Lisa Rockwell-Harpster |

Call to Order and Attendance
Governance Committee Chair Stan Van Vleck called the meeting to order and took attendance. Mr. Van Vleck announced a quorum of directors present and noted that the meeting, having been duly convened, was ready to proceed.

Approval of Minutes
Mr. Van Vleck asked members for corrections to the May 11, 2020, Governance Committee meeting minutes. None were identified; accordingly, a motion was made, seconded and approved to adopt the minutes.

Annual Compliance Documents
Mr. Van Vleck reminded the committee of the importance of three annual compliance documents to be submitted by each board member at the start of a new fiscal year. The Conflict of Interest form and questionnaire are distributed annually in compliance with Policy 201 – the Board of Director's Conflict of Interest Policy. Mr. Van Vleck noted that due to COVID-19, the documents will be sent to board members electronically via Adobe Sign after the August board meeting.

Per the recommendation of the committee item eight of the Statement of Understanding document will be modified to explicitly outline an expectation of all board members to contribute to the Cal Poly Foundation Fund for Students. Discussion ensued.

Nomination

The draft Slate of Directors is to be approved and presented by the Executive Committee to the Board of Directors at the August 29, 2020 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. Van Vleck reported that the Executive Committee has put forward one nomination to the Board on the draft Slate of Directors on page 14 of 16, and called on Chair of the Board Bill Swanson to provide a brief summary of qualifications and accomplishments of the nominee, Mr. Jim Marderosian. Mr. Van Vleck asked members for additional comments or corrections as to the proposed Slate of Directors. President Armstrong strongly endorsed Mr. Marderosian. A motion was made, seconded and approved to move the slate forward to the Executive Committee. President Armstrong reported to the committee that His Excellency Abdul Aziz al Ghurair has respectfully declined his appointment to the board during the June 20, 2020 meeting. His nomination remains in good standing should he be willing to serve in the future.

Fast Start Orientation

Virtual Orientation Proposal

Mr. Van Vleck reminded the committee that the Fast Start Orientation program was developed through the Governance Committee and first implemented for new board members in 2015, and, with the intention of hosting the program every other year, it was also held in 2017. However, the program was not held in 2019 because there were no new board members to enroll in the program. Mr. Van Vleck reported that with the passed slate of directors from the June 20, 2020 meeting, and if the proposed slate for the August 29, 2020 meeting is passed, two new board members will have need for the orientation program. University Development staff recommended the format be adapted to a virtual environment; staff members are to coordinate with veteran board members to record informative sessions for new members. Mr. Van Vleck asked the committee to identify two volunteers amongst themselves to serve as advisors to the staff during the preparation of orientation materials. Volunteers included Mrs. Laura Pickering, Mr. Bill Swanson, and Mr. Van Vleck himself.

Adjournment

With no further business to discuss, the meeting adjourned at 11:00 a.m.

Respectfully submitted,

Jessica Darin (May 18, 2021 16:51 PDT)

Jessica Darin
Interim Vice President for University
Development and Alumni Engagement
On behalf of
Governance Chair Stan Van Vleck