

SAN FRANCISCO STATE UNIVERSITY FOUNDATION
Board Meeting
Friday, September 28, 2018
24 Willie Mays Plaza, Executive Meeting Room, San Francisco, CA

Board Meeting Minutes

IN ATTENDANCE

K. Brandon	Vice Chair	M. Rosenbaum	Director
L. Bridges	Director	T. Safford	Chair
P. Carter	Director/CFO	D. Serrano Sewell	Immediate Past Chair
	VP, Admin & Fin, SF State	A. Sherman	Director/Staff Rep
D. Corvin	Director	R. Stanley	Director
G. Cosko	Director	J. Summit	Director/Provost, SF State
D. Endo	Director	V. Thompson-Ramsay	Secretary & Treasurer
N. Fudem	Director	L. Wong	Director/President, SF State
S. Gen	Director/Faculty Rep		
J. Gumas	Director		
M. Huss	Director		
J. Marcus	Director		
H. Myers	Director (via phone)		
D. Nasser	Director		
R. Nava	President/VP, Univ. Advancement, SF State		
N. Nobari	Director		
D. O'Donnell	Director		
W. Rose	Director		

ABSENT AND EXCUSED

V. Anicetti	Director
W. Brown, Jr.	Director
V. Dolcini	Director
T. Griggs	Director
D. L. Simon	Director
D. Simmons	Director (on leave)
C. Smith	Director

OTHERS PRESENT

C. Johansson	Senior Director of Advancement Services, SF State University
M. Kelleher	Associate Vice President for University Development, SF State University
S. McLaughlin	Legal Counsel, SF State University Foundation
A. Sanders	Chief of Staff to the President, SF State University
J. Sobol	Executive Assistant to the Vice President of Advancement, SF State University
C. Sutherland	Principal, Sutherland-Edwards
P. Wong	First Lady, SF State University

MEETING CALL TO ORDER

Chair Taylor Safford called the meeting to order at 4:10pm. He welcomed the directors to a new academic year and welcomed a number of special guests, including Shirley McLaughlin (Foundation legal counsel), Sheldon Gen (incoming faculty representative), and strategic planning consultant, Christina Sutherland.

APPROVAL OF AGENDA

Safford asked that the agenda be approved. On motion duly made, seconded, and unanimously carried, the following Minute Action was taken:

MINUTE ACTION: that the board approves the agenda for the September 28, 2018 board meeting.

Motioned by: Marsha Rosenbaum Seconded by: Mary Huss Motion: Passed

APPROVAL OF CONSENT AGENDA

The board reviewed the consent agenda, which included the June 21, 2018 board meeting minutes. On motion duly made, seconded, and unanimously carried, the following Minute Action was taken:

MINUTE ACTION: that the board approves the consent agenda, as prepared.

Motioned by: Wade Rose Seconded by: Neda Nobari Motion: Passed

PURPLE & GOLD NUGGETS

Safford updated directors on a number of developments since the last board meeting: First, the College of Business had launched its first MBA for biotech professionals in partnership with the City of South San Francisco. The City approached the University in January 2017 to collaborate on a program to support the professional development of emerging leaders in the biotech field. Classes began at South San Francisco's City hall in late August. Second, SF State was included on the Hollywood Reporter's annual list of premier film programs for the fifth year in a row. The film industry trade publication ranked SF State 21 on its 2018 "Top 25 American Film Schools". Finally, "Rock the Vote" had partnered with Associated Students to register 3,000 SF State students, faculty and staff on campus through November 6, 2018.

SF STATE UNIVERSITY REPORT

SF State President, Leslie E. Wong reported that the academic year was off to a great start with the University reaching its enrollment target for the second year in a row. Wong mentioned that the number of new transfer students was down 300, possibly due to free tuition at City College, among other things. He said international enrollment continued to run low and attributed it to issues with obtaining visas.

Wong said the campus welcomed more than 300 faculty at convocation. In addition, the University named three new deans, including Sophie Clavier (dean of Graduate Studies), Lori Beth Way (dean of Undergraduate Education and Academic Planning) and Cynthia Grutzik (dean of Graduate College of Education).

Finally, Wong reported there were two construction projects underway: 1) The new Liberal and Creative Arts (LCA) building – the Tapia Triangle was prepped and ready and 2) the Holloway project - construction fence would go up the following week.

EXECUTIVE COMMITTEE REPORT

Foundation President Robert Nava provided the Executive Committee report.

Ad Hoc Committee member: Nava reported that the Executive Committee approved the addition of Steve Humphrey to the Committee on Athletics as an ad-hoc committee member. Nava said that he, directors John Gumas and Russ Stanley, along with Athletics Director, Stephanie Shrieve-Hawkins met with Steve Humphrey, an SF State alumnus, who expressed interest in supporting the Committee on Athletics in an advisory capacity. Nava said the Foundation Bylaws allow for individuals to serve as non-voting, ad-hoc committee members, with the approval of the Executive Committee.

Resolution to Amend Bylaws: Nava mentioned that he had been having conversations with members of the Advocacy Committee, especially its chair Wade Rose, who felt the focus of the committee should be local issues. Nava said the Committee wanted to advocate on behalf of the way and felt that "advocacy" did not adequately capture what they were trying to accomplish as public affairs was more than advocacy. Nava said the Committee thought that "Public Affairs" was a better description of its role, especially with the opportunities presented with the new Mayor of San Francisco. Nava said the past couple years had shown that community relations was key. He said, as such, he was proposing that the Bylaws be amended to change the name of the Advocacy Committee to the Public Affairs Committee. On motion duly made, seconded, and unanimously carried, the following Minute Action was taken:

MINUTE ACTION: that the board adopts Resolution BOD # 092818-1 to amend the Bylaws to change the name of the Advocacy Committee to the Public Affairs Committee.

Motioned by: David Serrano Sewell Seconded by: Don Endo Motion: Passed

Resolution to Amend Scholarship: Foundation legal counsel, Shirley McLaughlin mentioned that the College of Nursing was seeking board approval to change the restrictions on an endowed fund. McLaughlin said there was no gift documentation indicating that the funds were to be used solely for scholarships and that the only living and available donor stated that the funds were never to be permanently endowed or used solely for scholarships. McLaughlin said the funds were currently held in an "interest-bearing" account, which the board no longer establishes. McLaughlin said the Foundation never reported the funds as "permanently restricted" as it would have with donor-imposed legal endowments. McLaughlin said given all these factors, there was no reason to not approve the request from the College of Nursing. On motion duly made, seconded, and unanimously carried, the following Minute Action was taken:

MINUTE ACTION: that the board adopts Resolution BOD # 092818-2 to amend the Elizabeth C. Clark Memorial, Brenda Spiegel, Irene Boback and Others Scholarship Endowment Fund to be used for unrestricted purposes for the College of Nursing.

Motioned by: Don Nasser Seconded by: Greg Cosko Motion: Passed

Resolution to Approve Financial Interest: McLaughlin mentioned that Morgan Stanley's Compliance Department was requesting a waiver letter from the Foundation regarding director Kimberly Brandon's relationship with the Foundation and any potential conflict of interest given the fact that the Foundation held investments with Morgan Stanley. McLaughlin explained that the investment with Morgan Stanley was prior to Brandon joining the Foundation and that the investment was a residual holdback from an investment that was already terminated by the Foundation. McLaughlin said that by approving the resolution the board was agreeing that Brandon's financial interest in the investment was not material and as such was not a self-dealing transaction; that the investment was not a prohibited transaction because Brandon was not a party to the investment nor have the requisite proprietary interest in Morgan Stanley; and that the investment was reasonable, just and fair to the Foundation. On motion duly made, seconded, and unanimously carried, the following Minute Action was taken:

MINUTE ACTION: that the board adopts Resolution BOD # 092818-3 for approval of financial interest of director Kimberly Brandon.

Motioned by: David Serrano Sewell Seconded by: Don Nasser
Abstained by: Kimberly Brandon Motion: Passed

Nava then shared that, due to health reasons, director Dottie Simmons had requested and been granted a one-year leave of absence from the board.

Finally, Nava reminded directors that the Alumni Hall of Fame was on November 9, 2018 at the San Francisco Ritz Carlton. He said he was particularly pleased and impressed with the nominees, including award-winning author, Rebecca Solnit; professor and physician-scientist, Dr. Esteban Burchard; writer, actor, rapper and Oakland deputy sheriff, Jinho Ferreira; and author, activist, artist, actor, and athlete, Kitty Tsui.

COMMITTEE REPORTS

Safford reminded directors that written committee reports were included in their packets and encouraged them to reach out to Robert Nava if they had any questions.

STRATEGIC PLANNING PRESENTATION

Christina Sutherland, founding partner of Sutherland-Edwards addressed the board. Sutherland introduced her firm and its focus supporting philanthropic and charitable organizations with strategic planning,

organizational development and board governance. She said she was excited to lead the strategic planning process for the Foundation and walked through the 9-month timeline, which includes three key phases: 1) project planning; 2) research and data collection and 3) plan implementation. Sutherland said an important part of the process was the creation of a strategic planning committee (SPC) to serve as a working group (subset of the Board). Sutherland said the Executive Committee would serve in this capacity and would meet about five times before the project wraps up. Sutherland said that two important meetings before the year ended were the SPC kick off meeting (to be followed by stakeholder interviews) and the December 13th board meeting (to review the data and discuss mission, vision and values).

DIRECTORS' OPEN FORUM

Sheldon Gen, faculty representative, led the Open Forum with an idea he said he wanted the board to think about. Gen said the high costs of living in the Bay Area had caused massive attrition within the faculty body. As such, he believed that a program where the Foundation set aside funds for loans to faculty members who were first-time home buyers would curb attrition. He talked about similar programs with churches to retain ministers and suggested possible partnerships with unions.

CLOSED SESSION

The board moved into executive session.

ANNOUNCEMENTS:

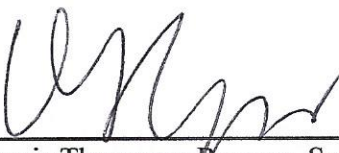
Safford announced that the next board meeting and holiday reception was scheduled for Thursday, December 13, 2018 on campus.

ADJOURNMENT

There being no further business and with Brandon motioning and Cosko seconding, Safford adjourned the board meeting at 5:45 pm.

Dated: September 28, 2018

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Venesia Thompson-Ramsay, Secretary