

Minutes of the meeting of the California State University San Marcos Foundation
April 8, 2009

Members Present:

David Bennett, Ben Cherry, Linda Hawk, President Karen Haynes, Neal Hoss, Mark King, Ruth Mangrum, Nick Wagner, Elsie Weston

Member Absent:

Ken Markstein

Staff Present:

Melinda Newsome, Heather Souders, Greg Svatora

Proceedings:

The regular meeting of the California State University San Marcos Foundation was called to order at 10:08 AM on April 8, 2009 in Craven Hall 5302 by Neal Hoss.

Neal Hoss thanked everyone for attending the first organizational board meeting of the California State University San Marcos Foundation.

President Karen Haynes greeted everyone and welcomed them. She briefly outlined the purpose of the board, including the history of philanthropy on the campus and looking forward in the context of the campus' twentieth anniversary that will be celebrated in 2010.

Neal Hoss invited members to introduce themselves.

Neal Hoss again welcomed and thanked members. He mentioned that the Foundation would have an emphasis on connecting the campus to the community, connecting the community to the campus, and helping to move the campus forward through philanthropic endeavors.

Review of Agenda Items:

I. Agenda Item #1: Actions of Incorporator

Mr. Hoss informed those present that the initial Articles of Incorporation of the corporation had been filed in the Office of the California Secretary of State and endorsed on February 23, 2009. The Articles named Mr. Neal Hoss as initial agent for service of process, and the sole Incorporator.

A copy of the filed Articles of Incorporation was provided to each initial Board member in the Meeting Agenda Packet. An additional copy was provided for the Secretary to insert in the book of minutes that will be kept at the principal office, along with the certified original when received from the Secretary of State.

In order to facilitate the organization of the corporation, Mr. Hoss, as Incorporator, after consultation with and approval by the University President, and pursuant to Section 5134 of the California Nonprofit Public Benefit Corporation Law, adopted the corporation Bylaws.

Section 5134 provides:

If initial directors have not been named in the Articles, the Incorporator or Incorporators, until the Board members are elected, may do whatever is necessary and proper to perfect the organization of the corporation, including the adoption of the Bylaws.

A copy of the adopted Bylaws has been distributed prior to this meeting to each initial Board member in the Agenda Packet.

Bylaws, Article II, Section 2, prescribe the number and composition of the Board of Directors. The following individuals are Ex Officio voting members for terms extending while holding their respective University Offices as specified in Sections 2(a) and (b): President, Karen Haynes, Vice President University Advancement, Neal Hoss, Vice President Finance and Administrative Service, Linda Hawk

In accordance with Bylaws Article II, Sections 2(c) and (d), the following individuals, qualified by composition category, are appointed as voting members of the Board of Directors for the terms indicated: David Bennett, Mark King, Ruth Mangrum, Kenneth Markstein, Elsie Weston, Bennett Cherry, Nicholas Wagner

II. Agenda Item #2: Ratification and Certification of Bylaws

After further discussion on the Bylaws adopted by the Incorporator, it was moved by Ben Cherry and seconded by Nick Wagner, and unanimously carried, to take the following action By Resolution 04-09-01:

RESOLUTION NO. BOD 04-09-01: that those Bylaws adopted by the Incorporator [with amendments by the Board] are ratified, and the Secretary of this corporation is authorized and directed to insert the original of these Bylaws [as amended] as the certified Bylaws in the book of minutes of this corporation, and to see that a copy of the Bylaws, similarly certified, is kept at the principal office for the transaction of business of this corporation.

III. Agenda Item #3 – Status of State and Federal Tax Exemption Applications

Mr. Hoss informed the Board members that they were nearing completion of the applications for State and Federal exemption. The Executive Director, working with Mr. Griffin, will execute and file the applications for State and Federal exemption and to pay the necessary filing fees.

IV. Agenda Item #4 – Fiscal Year for Corporation

Mr. Hoss proposed that the Board next consider adoption of corporation’s fiscal year. On motion duly made by Ben Cherry and seconded by Ruth Mangrum, the motion was unanimously carried and the following action was taken:

ACTION: that the corporation adopts a fiscal year as follows:

Date fiscal year begins: July 1
Date fiscal year ends: June 30

V. Agenda Item #5 – Statement by Domestic Nonprofit Corporation

Mr. Hoss reported that as Incorporator he will execute and with the Office of the California Secretary of State an initial *Statement by Domestic Nonprofit Corporation* required by the California Corporations Code.

VI. Agenda Item #6 – Directors & Officers Liability Insurance Coverage

The Executive Director will secure appropriate Directors and Officers liability insurance coverage for the Board and officers when corporate assets are available.

VII. Agenda Item #7 – Other Business Items

A. Resolution authorizing execution of Operating Agreement with the CSU Board of Trustees (No. BOD 04-09-02)

A copy of the proposed Operating Agreement between the Foundation and the CSU Board of Trustees was provided to each Board member in the Meeting Agenda Packet.

Following a brief presentation, discussion, and on motion duly made by Elsie Weston, seconded by Ruth Mangrum, and unanimously carried, RESOLUTION No. BOD 04-09-02 was adopted: Authorizing the Executive Director to execute in substantially the form presented, and for Secretary to attest thereto thereon, if required, the *Operating Agreement* between the *California State University San Marcos Foundation* and the *Board of Trustees of The California State University*.

B. Resolution Authorizing Execution of a Business Service Agreement with the UARSC (No. BOD 04-09-03)

A copy of the proposed *Business Services Agreement* between the Foundation and the *University Auxiliary and Research Services Corporation (UARSC)* to provide accounting and other business services was provided to each Board member in the Meeting Agenda Packet.

Following a brief outline of the agreement, discussion, and on motion made by David Bennett, seconded by Elise Weston, and unanimously carried, RESOLUTION No. BOD 04-09-03 was adopted: Authorizing the Executive Director to execute in substantially the form presented, the *Business Services Agreement* between Foundation and the *University Auxiliary and Research Services Corporation*.

C. Action to Adopt Conflict of Interest Policy Statement

A copy of the recommended *Conflict of Interest Policy Statement* was provided to each Board member in the Meeting Agenda Packet.

Following a brief discussion, and on motion duly made by Ruth Mangrum, seconded by David Bennett, and unanimously carried, the following action was taken:

ACTION: to adopt the *Conflict of Interest Policy Statement* as recommended.

D. Action to Adopt Nondiscrimination and Affirmative Action Policy Statement

A copy of the recommended *Nondiscrimination and Affirmative Policy Statement* was provided to each Board member in the Meeting Agenda Packet.

Following a brief discussion, and on motion duly made by Elsie Weston, seconded by Ruth Mangrum, and carried, the following action was taken:

ACTION: to adopt the *Nondiscrimination and Affirmative Action Policy Statement* as recommended.

E. Action to Adopt Endowment Policy Statement

A copy of the recommended *General Endowment Policy Statement* was provided to each Board member in the Meeting Agenda Packet.

Following a brief presentation, discussion, and on motion duly made by Elsie Weston, seconded by Ruth Mangrum, and carried, the following action was taken:

ACTION: to adopt the *General Endowment Policy Statement* as recommended.

F. Action to Adopt Source and Use of Public Relations Funds

A copy of the recommended *Source and Use of Public Relations Funds Policy Statement* was provided to each Board member in the Meeting Agenda Packet.

Following a brief discussion, and on motion duly made by Mark King, seconded by Ruth Mangrum, and carried, the following action was taken:

ACTION: to adopt the *Source and Use of Public Relations Funds Policy Statement* as recommended.

VIII. Agenda Item #8 – 2009/10 Board Meeting Schedule

Board Meeting Schedule for balance of 2009 was reviewed with the stipulation that the locations may change to The McMahan House as early as June. It was also noted that the schedule is subject to change as board members schedules may change. Neal Hoss pointed out that there was an error with the date for the March meeting. It was mistakenly printed as March 4, 2009, but should read as March 4, 2010.

IX. Agenda Item #9 – Future Agenda Items

- A. Waiver of Notice and Consent to Meet
- B. Nominations and Election of Corporate Officers
- C. Establishment of Bank Account(s)
- D. Adoption of 2009/2010 Transition Operating Budget
- E. Financial Signature Authority
- F. Policy
 - 1. Investment Policy
 - 2. Ethics Policy
 - 3. Whistleblower Policy

X. Adjournment:

Meeting was adjourned at 11:03 AM by Neal Hoss.

Minutes submitted by: Heather Souders

Approved by:


Linda Hawk, Secretary/Treasurer

Date:

6-25-09