

**MINUTES OF THE ORGANIZATIONAL MEETING  
OF BOARD OF DIRECTORS OF THE  
CALIFORNIA STATE UNIVERSITY SAN MARCOS UNIVERSITY FOUNDATION**

A California Nonprofit Public Benefit Corporation

June 10, 2009

**Members Present:**

David Bennett, Dan Calac, Ben Cherry, President Karen Haynes, Neal Hoss, Mark King, Michael McDonald, Nick Wagner, Elsie Weston.

**Members Absent:**

Linda Hawk, Ruth Mangrum, Ken Markstein

**Staff Present:**

Elizabeth Canavan, Melinda Newsome, Greg Svatora

**Proceedings:**

On June 10, 2009, and pursuant to California Corporations Code Section 5211(a)(6) for those attending by teleconference, an organizational and business meeting of the *California State University San Marcos Foundation* Board of Directors was called to order at 3:05 PM by Mr. Neal Hoss, Executive Director, who serves as temporary chair.

Neal Hoss introduced two new members to the Board of Directors, Dr. Daniel Calac from the Indian Health Council, Inc. and Mr. Michael McDonald from Urban Villages of San Marcos/The McDonald Group. He also asked the other members to introduce themselves.

President Karen Haynes greeted and welcomed them. She gave a brief update on the following:

- Commencement at the Del Mar Fairgrounds, with 2, 130 graduates was another successful event.
- Opening of the McMahan House in July
- SBSB building is back in construction and on schedule with a December 2010 completion date.
- Tom Seitz has been named the new Athletic Director, he will start on June 22. His first charge is to move Athletics into the NCAA Division II from the current NAIA Division.
- Farmer's Market has been well received and bringing good crowds to campus.

- Federal Stimulus money and a \$15 million dollar proposal to NIH for labs and research focused on health disparity, she mentioned the CSU System Comparative data report and that CSUSM is 5<sup>th</sup> in our system in NIH funding.
- University District is another upcoming project across Barham Drive which the campus is excited about. The University District will likely include student housing.
- Temecula Partners met in early June on how to move forward. Self-support courses through Extended Learning will be in the next phase of programs and support.
- Budget – the President will be talking to her leadership and the campus community regarding this issue.

## 1. APPROVAL OF MINUTES

After a brief discussion, it was moved and seconded, and unanimously carried that April 8, 2009 minutes were approved.

## 2. REVIEW OF POSSIBLE COMMITTEE STRUCTURE

Mr. Hoss provided a brief summary of possible committee structures that would be necessary to support the foundations activities:

**Membership:** This committee is responsible for identifying and recruiting distinguished community members and evaluating the organizational needs of the Board.

**Fundraising:** This committee will (1) have strategic oversight of campaign funding model; (2) oversee prospect identification, cultivation, and solicitation strategies (3) develop volunteer campaign governance structure; and (4) identify and recruit volunteer campaign leadership.

**Audit:** This committee shall represent the Directors with respect to their oversight of (a) the quality and integrity of the Foundation's financial statements, (b) compliance by the Foundation with legal and regulatory requirements, and (c) the independence and performance of the Foundation's external auditors.

**Finance and Investment:** This committee monitors financial reporting, sets investment policy, and evaluates investment performance.

After much discussion, it was decided that staff will provide detailed recommendations for possible committee structures, including committee charges at the September 17<sup>th</sup> Board meeting. Staff will provide the information for Board member review several weeks in advance of the meeting.

### **3. UNIVERSITY WIDE FUNDRAISING PRIORITIES PRESENTATION**

Mr. Hoss presented an overview of the University's fundraising priorities, including institutional priorities, those from various divisions, and those at the college level. For the University overall, priorities include: expanding the donor base; increasing discretionary funds; capital construction projects such as the University Student Union and athletic and recreation fields; naming colleges, schools, and divisions; and increasing the University's endowment.

### **4. UPDATE ON ORGANIZATIONAL FILINGS**

Mr. Hoss and Mr. Svatora provided an update on organizational filings which are in process or will soon be filed: Mr. Svatora provided clarification on the liability insurance.

1. Directors and Officers Insurance Update
2. Tax Exempt Status (was approved on 6/9/09)
3. Registry of Charitable Gifts
4. Notice of Domestic Nonprofit Corporation

### **5. REVIEW AND APPROVAL OF DRAFT 2009/2010 TRANSITION OPERATING BUDGET**

A copy of the proposed draft 2009/2010 Transition Operating Budget was provided to each Board member in the Meeting Agenda Packet.

Following a brief presentation, discussion and clarification on liability insurance, a motion was duly made, seconded, and unanimously carried, ACTION: to approve the proposed 2009/2010 transition operating budget as recommended.

### **6. OTHER BUSINESS MATTERS:**

#### **A. Adopt Donor Bill of Rights**

A copy of the proposed Donor Bill of Rights was provided to each Board member in the Meeting Agenda Packet.

After discussion and on motion duly made and seconded and unanimously carried the following action was taken:

ACTION: to adopt the *Donor Bill of Rights* as recommended.

**B. Resolution Authorizing Execution of Financial Signature Authority (No. BOD 06-09-01)**

A copy of the Delegation of Signature Authority document was provided to each Board member in the Meeting Agenda Packet.

Following a brief presentation, discussion, and on motion duly made, seconded, and unanimously carried, Resolution No. BOD 06-09-01 was adopted: Authorizing the Executive Director to delegate signature authority as described in the Delegation of Signature Authority Policy.


**7. Future Agenda Items**

- A. Nominations and Election of Board Officers
- B. Committee structure
- C. Establishment of Bank Account(s)
- D. Investment Policy
- E. Overview of the University, including organization structure, funding model, endowment status, and case statement for fundraising.

**8. ADJOURNMENT**

There being no further business, on motion duly made, seconded, and unanimously carried, the meeting was adjourned at 4:40 pm.

Dated: June 10, 2009



Secretary