CAL POLY POMONA PHILANTHROPIC FOUNDATION (CPP-PF) BOARD
MEETING MINUTES (DRAFT)
November 7, 2018

Agenda Item I: Call to Order

Dan Montplaisir as Sole Incorporator, convened the Meeting at 12:32 PM

- Designated Natalie Graff to act as Recording Secretary.
- Dan provided Brief Overview of Four University Affiliated Entities: ASI, Alumni Association, Business Foundation, and the new Philanthropic Foundation
  1. Philanthropic foundation will focus on fundraising
     - Goal of CPP-PF is to expand our network through the board members’ contacts/networks
     - Will partner with business foundation for accounting/banking, etc.
     - $100M endowment to start
  2. Business Foundation is a 509a3 Type 3

- ROLL CALL/Introduction of Guests
  1. Appointed University Faculty, Student, & Alum Reps: Walter Allen, Dr. Michael Cholbi, Winny Dong, Pasindu Senaratne,
  2. Appointed Initial Board Members Present: Wen Chang, Soraya Coley Kristin Crellin (Via Conference Call), Larry Gates, Michele Gendreau, Susan Kellogg-Bell, Danielle Manning, Dan Montplaisir, Doug Nelson, Kent Valley, Sean Yu.
  3. Board Members Absent: Ron Gregoire, Diane Miller, Joan Robinson-Berry, David Singelyn, Juliana Terian, Pat Patel
  4. Designated Liaisons: Sylvia Alva, Lea Jarnagin
  5. Staff Present: Kathy Foote, Natalie Graff, Diana Saldana
  6. Guests Present: None
  7. NOTE: DAN MONTPLAISIR drew attention to the bios in Item G and briefly named those who are on the board, but unable to attend.

Agenda Item II – Report of Sole Incorporator Actions

Dan Montplaisir, as Sole Incorporator:

- “The California Nonprofit Public Benefit Law provides a convenient way for a new nonprofit corporation to get organized. Until the initial governing board is named, a ‘Sole Incorporator’ may do whatever is necessary and proper to perfect the organization of the corporation, including filing articles of incorporation, adopting bylaws and selecting directors and officers.”

- “You have in your Agenda Packet my Memorandum Report (Document Item A) of actions taken as Sole Incorporator. Let me just briefly summarize them for the Minutes:
  - Articles of Incorporation (Agenda Document Item B).
• “The Articles of Incorporation were filed with and accepted by the Secretary of State on 10/18/2018. The Articles had received prior approval of President Coley and the Chancellor’s Office. My report outlines the main features of the Articles, including,

Establishing the Foundation as Nonprofit Public Benefit Corporation and setting up the organization to be a tax-exempt (Section 501(c)(3)) entity, as well as an auxiliary organization. The Articles represent the Foundation’s charter, and the Board should periodically review it to keep it current.”

• “The Articles also provide flexibility by delegating to the Bylaws the Board operational details.”

• We have two resources: a consultant and a designated rep from the Chancellor’s Office

  o **Initial Bylaws** *(Agenda Document Item C).*

    • “California law—and now our Articles of Incorporation -- requires corporate bylaws with specific and optional provisions.”

    • “These initial Bylaws were adopted as a key step leading up to this meeting, and they are effective until amended by the process stated in the Articles and Bylaws. The Bylaws have been structured to include all provision required by law, as well as those that unless otherwise stated would default to requirements unsuited for the Foundation. This is a document that will certainly be amended by the Board from time to time.”

    • The Bylaws are extensive, so I will pause at this juncture for any questions.

    • “Later in the Agenda you will be asked to ratify the Bylaws.”

  o **Auxiliary Organization Status** —from Chancellor’s Office *(Agenda Document D)*

    • “President Coley requested and received conditional approval from Chancellor White on October 15, 2018 establishing this Foundation as an auxiliary organization in good standing.”

    • “The University will seek final approval when tax-exempt status has been attained.”

    • “At this point are there any questions?”

  o **Initial Board Members and Officers** — *(Agenda Document Item E).* “Consistent with initial Bylaws, Dr. Coley, as University President, designated the following University officials to serve on the Board:

    • Daniel Montplaisir, Vice President for University Advancement
    • Danielle Manning, Vice President for Administration and Finance
    • Douglas Nelson, Associate Vice President for Development
and, with President Coley’s approval, the following initial members have been appointed:

- Faculty Representative: Michael Cholbi, term ending June 30, 2021
- Faculty Representative: Winny Dong, term ending June 30, 2021
- Student representative: Pasindu Senaratne, term ending June 30, 2020
- Alumni Association Representative: Walter Allen, term ending June 30, 2022

and, with President Coley’s approval, the following initial corporate officers will be appointed later in the meeting until the Board adopts a formal nomination and election process:

- Larry Gates as Chair of the Board
- Kent Valley as Vice Chair
- Winny Dong as Secretary
- Danielle Manning as Treasurer

and, later in the agenda, with President Coley’s approval, the following initial board members will be appointed:

- Wen Chang, term ending June 30, 2020
- Kristin Crellin, term ending June 30, 2021
- Lawrence Gates, term ending June 30, 2022
- Michele Gendreau, term ending June 30, 2020
- Ronald Gregoire, term ending June 30, 2021
- Susan Kellogg-Bell, term ending June 30, 2022
- Diane Miller, term ending June 30, 2020
- Ganpat Patel, term ending June 30, 2021
- Joan Robinson-Berry, term ending June 30, 2022
- David Singelyn term ending, June 30, 2020
- Juliana Terian, term ending June 30, 2022
- Kent Valley, term ending June 30, 2021
- Sean Yu, term ending June 30, 2022

- Initial **Statement of Information** filed with the Secretary of State
  - “California law requires new nonprofits to file brief initial statement identifying key officers and directors when incorporated. That initial form has been filed, and when the Board is fully constituted, a revised Statement will be filed.”
  - “A similar form is required biannually.”

- Federal Tax ID Number (FEIN) “An FEIN was requested & issued by IRS.”
o **Federal Tax-exemption (501(c)(3)) Application** – “This application requires extensive supporting documentation and we plan to file with the IRS in the new year.” It will be filed as early as possible in the hope that the IRS will issue a favorable determination letter by July 1 so that the transfer of assets from the existing Cal Poly Pomona Foundation Inc. can be accomplished at that time.”
  - “Board members are welcome to review the application documentation when it is available.”

o **California Tax-Exemption Application** – “Upon receiving a favorable federal tax-exemption determination letter form the IRS, an application will be filed with the California Franchise Tax Board for a state corporate tax-exemption.”

o **Registration as a Charitable Organization** – “California law requires we register with the Attorney General’s Registry of Charitable Trusts, and this registration will be filed within 30 days of first receiving charitable assets.”
  - “Are there any questions? Thank you.”
    o MICHELE GENDREAU: you’re trying to get this all done in FY18/19? DAN MONTPLAISIR: yes, we want to be operational by 7/1/19 taking gifts and with the assets transferred. We believe we can get this done by that time.

**Agenda Item III – President’s Welcome/Remarks**

**President Coley** —

- **Elements of Polytechnic slide:**
  - This is a pivotal time in our university. CPP aligns with my philosophy of education. We have a commitment to this region and be a continuous resource of growth and advancement.
  - This slide captures the answer of “what is a polytechnic education?” and we want to be the epicenter of creativity, discovery, and innovation.
  - I refrain from using the term of “soft skills” and instead call them “essential skills”
  - If you’re first generation, more often than not, you’re the first generation in your chosen profession. The same skills our students need to navigate this university, are what they’ll need in their profession after they graduate. Our responsibility doesn’t stop at the graduation stage. Our alumni need to navigate the disruptions of work and the world

- **Expanding Opportunity Slide**
  - Talent is equally distributed, but opportunity is not. We are seeking to remain accessible and provide that opportunity. We see CPP as an engine of opportunity and this fall we welcomed our largest incoming class. The demand for our education has never been higher. We received 54,000 applications this fall and this the fourth year in a row we’ve surpassed 50K applications. We were only able to admit 4,000 first time freshman and 3,000 transfers.

- **An Inclusive Polytechnic**
Demographic profile of our students: close to 50/50 male/female ratio. Nearly half of our enrollment is underrepresented minority students. Pell-eligible refers to students who meet federal guidelines that qualify them for financial aid – therefore low-income. 40% of our incoming freshman and more than half of incoming transfer students are Pell-eligible.

Graduation Initiative

System-wide initiative. The CSU is the largest higher education system in the country. Each CSU has been given a 2025 goal to move the needle on grad rates.

Why do we do this? When we look at demand, students could get through in 4 years, so we’re looking at ways we’ve created unintended barriers. For first-generation/Pell-eligible ability students to get into graduate school or employment needs to happen as soon as possible after graduating.

By 2030 we will need 1M more Bachelor’s grads than we’re currently producing

I am particularly pleased that Cal Poly Pomona was one of only two campuses to achieve progress in all six of the stated goals

DAN MONTPLAISIR: Approximately 80-85% of our students are working while they attend which is why graduating in 4-years is difficult.

MICHELLE GENDREAU: I have a clarifying question – is this is the graduation rate per 100 students? DR. COLEY: Yes, that is correct.

WEN CHANG: is the funding better now so these students can get their classes? DR. COLEY: we have worked with the legislature to receive dedicated funding to remove the academic roadblocks.

State General Fund and Student Enrollment

Shows that funding went down while enrollment went up.

This was our first year since 2007/2008 we’ve been up in state general funding

CPP Budget

As the general fund declined, tuition and fees began to rise.

WEN CHANG: asked question about budget strategy. DR. COLEY: we’re piloting a multi-year budgeting process. We’re trying to be more strategic in our planning and how we can use our dollars across a multi-year profile so we can encumber dollars for future use. Used to have “state compacts” that guaranteed a certain level of funding, but when we moved into the recession that was wiped out. But, we’re opening new conversations with legislators.

Academic Programs of Distinction

Trying to raise our profile. People give to the places they know about and the priorities and the goals that they hold dear. We want to continue to tout the great work that is happening in the university.

Call your attention to the fourth bullet: social mobility index which measures the extent to which a university educates economically disadvantaged students at lower tuition, so they can graduate and obtain good paying jobs.

New Branding

After a year-long campus exploration process, surveying and focus groups, the university unveiled a new logo that links to the elements of a polytechnic education. We also added the color blue to green and gold in order to distinguish ourselves from SLO.
• Please see the Chronicle of Higher Education article using CSULA as a poster university for the challenges of a state/regional university.

• WEN CHANG: how can we serve the underserved based on the pie chart? DR. COLEY: CSUs were free to recruit from wherever, but 10-12 years ago we were told we had to recruit in our designated area. If you look at our designated areas and the demographic shifts, we need to be more intentional about our outreach. We’ve hired an AVP for Enrollment Management so we can focus on a strategic demographic enrollment plan. We are having conversations to remove our designated areas so we can recruit state-wide. WALT ALLEN: that’s great as I was in Oakland in college when I learned about the CPP Urban Planning program. DR. COLEY: we have the opportunity to be more intentional. SLO does not have a regional service area. GENDREAU: Does the Chancellor’s Office have to agree to that? DR. COLEY: Yes. The UC has a similar pattern, but you can cultivate if students apply to your institution, but the question is how do they know to apply to your institution? GENDREAU: I know two students who have applied, but were turned down because they were outside of the designated region. DR. COLEY: this is a very different experience for Humboldt or Chico because the growth in California is Southern and East. UC recruited internationally and out of state and that boomeranged and now they need to recruit more in state, which I think broadens the education in state. We have not done much out of state or international recruitment. CHANG: we want to offer more opportunities to those underserved in the community. DR. COLEY: a university can apply to be impacted or have specific programs that are impacted. When I arrived there was a request to be an impacted campus and I wanted to reconsider that. You impact programs when you don’t have sufficient faculty. So, a big focus has been on trying to hire more faculty and we have now un-impacted 9 programs. We had 29 when I arrived and now we only have 20. YU: the number here that goes from 5% to 15% is a big change, did we lower our academic standard? DR. COLEY: no, we found we had policies and procedures that were contradictory. Example being requiring a student to declare a major by certain timeframe, but the department may not tell them they’re accepted until after that timeframe. We have created these unintentional barriers and our team is working together so we can see ways to remove these unintentional barriers. Students would change majors multiple times because we required them to declare early. MANNING: we took a closer look at our procedures and how the school’s policies coordinated with particular programs and colleges in order for the students to move through the system efficiently. We’re focusing on getting students graduated. DR. COLEY: a good example was this past summer; we went from quarters to semesters. We identified all students that had 0-8 units left to graduate and we provided them housing, meal plans, and the courses they needed to graduate over the summer. 280 were Pell-eligible and they could not have attended summer school otherwise. When I arrived, summer school was priced out of reach for many of them. YU: is grade inflation happening on this campus? Is average GPA going higher and higher? COLEY: I use talking to employers as an indicator. When they talk about the quality of education our students have and see the caliber of the grad schools our students go to I would say that our faculty are sticking to the ideals of a quality education.

Agenda Item IV – Appointment and Designation of Board Membership

• See bios and directory
Agenda Item V – Appointment and Designation of Initial Officers

President Coley –

- “I hereby appoint the following:
  - Larry Gates as Board Chair
  - Kent Valley as Vice Chair
  - Dan Montplaisir as Chief Executive Officer
  - Doug Nelson as Chief Operating Officer
  - Danielle Manning as Chief Financial Officer and Treasurer
  - Winny Dong as Secretary
- Thank you all for accepting these appointments.

Agenda Item VI – Business Matters

Larry Gates –

- Agenda Item VI.1. – Ratification and Certification of Bylaws
  - MOTION: Walt Allen
  - SECOND: Michele Gendreau
  - All in favor; none opposed

- Agenda Item VI.2-9. – Motion to Authorize Corporate Officer Actions
  - MICHELE GENDREAU: clarified that CPP-PF is the authority over these accounts. CPPF Inc. will only handle the back-office functions.
  - SYLVIA ALVA: will we change the CPPF Inc Foundation name? DR. COLEY: we will be discussing that.
  - MOTION: Pasindu Senaratne
  - SECOND: Wen Chang
  - All in favor; none opposed

- Agenda Item VI.10. – Management Delegated Authority
  - “In order for the Philanthropic Foundation to carry out routine administrative functions, a more general delegation of authority is requested from the Board.”
  - MOTION: Michele Gendreau
  - SECOND: Wen Chang
  - All in favor; none opposed

- Agenda Item VI.11. – Liability Insurance Coverage through AORMA: Resolution 18-01
  - “The CSU has established a risk management joint powers authority (IPA). The JPA includes a sub-entity composed of auxiliary organizations that have a pooled risk management program (AORMA). This resolution will authorize the Philanthropic Foundation to join AORMA for its liability insurance needs, including appropriate Directors & Officers coverage.”
  - MOTION: Michele Gendreau
  - SECOND: Kristin Crellin
  - All in favor; none opposed

Agenda VII – Other Formation Matters
Dan Montplaisir –

- **Board Committees:**
  - “Please take a look at the available committees and you can serve on two. We’ll be reaching out to see which one(s) you’d like to serve on.” Are there any questions? Thank you.”

- **Additional Board Candidates:**
  - “Please let us know what other representative employment areas may need to be here, SCE is a good example as we need someone from the Energy sector. So please think about that and let us know.

- **Upcoming University Events**
  - “We’ll be having a groundbreaking for our new Rose Float lab. We also have Deco Day where we actually work on the floats. Please let me know if you’re interested in attending any of these. This next section in March, we have some anniversaries. If you haven’t been to Uncorked then please attend. Our Hall of Fame event happens every two years. Our CBA is having their 50th anniversary. In April we have our alumni awards gala at the Pacific Palms. Any and all of these have sponsorship opportunities, you can purchase a table and bring colleagues. We have events at both Angel stadium and Dodger stadium. Last one I’ll mention is the Tasting and Auction we’d love to have you as our guest or if you’d like your company to sponsor the event that’s great. We hope you’ll participate in that. Also, tomorrow night, CPP is being recognized by the LA EDC at their annual Eddy awards. Susan is going to come as our guest and we’ll have 3-4 tables representing the university. American Airlines is the corporate partner and it’s a great honor for the university.”
  - DR. COLEY: next Friday I’ll be representing the university at the Milliken event in Santa Monica.

Doug Nelson –

- **Future Meeting Survey**
  - “In your binder you will find a survey asking you about the best days and times for the Board and the committees to meet. We expect that there will be 4 Board Meetings per year. We want to do everything possible to allow you to participate in the meetings. We know that sometimes there will be a conflict but we want to avoid them if we can. Please also let us know if there are times or days that absolutely won’t work for you. Please get the surveys back to Natalie as soon as you can.”

- **Timeline and Working Groups:**
  - “Included in your binder is a timeline of activities and decisions that need to be made to create the new Philanthropic Foundation. These are the tasks that we believe are necessary to reach our goal of accepting gifts and transferring assets on July 1, 2019. A number of the items listed are some of the required legal findings that Dan mentioned earlier.
  - To accomplish these tasks, and to make sure that we stay on target, we created 5 working groups, which are also listed for you. Each group meets weekly and has a number of assigned tasks to complete. Group members come from a
number of areas across the University and from the Cal Poly Pomona Foundation. A Steering Committee reviews and approves the policy recommendations made by the working groups.

- Are there any questions?”

  Orientation Meeting

  - “We want to do everything we can do make you as knowledgeable about the University as we can. You may know a great deal about a particular college, but not other parts of the University. An orientation program will help to make you University spokespeople, with a good understanding of each college and their priorities. We need to make you “university spokespeople.” It is also important for you to meet the Deans and other campus leaders. We will create background information for you to have as a reference and we’ll come back to you with a date for an on-campus orientation in the first half of 2019.”

- “Are there any questions? Please note, do not take these binders home with you. You can, however, take the contents. Thank you.”

Agenda Item VIII – Adjournment

Larry Gates–

- Thank all for participating in the inaugural formation meeting, and
- Ask for Motion (and second) to adjourn.
  - Motion: Michele Gendreau
  - Second: Kristin Crellin
  - All in favor; none opposed
  - Meeting adjourned at 2:30PM