

CAL POLY POMONA PHILANTHROPIC FOUNDATION (CPP-PF)
BOARD MEETING MINUTES
FEBRUARY 27, 2019

Agenda Item I: Call to Order

Larry Gates as CHAIR, convened the Meeting **9:05 AM**

- *Designated Natalie Graff to act as Recording Secretary.*
- *Larry stated that he was appreciative of everyone attending and asked for introductions to serve as roll call*
 1. **Appointed University Faculty, Student, & Alum Reps:** Walter Allen, Dr. Michael Cholbi, Winny Dong, Pasindu Senaratne,
 2. **Board Members Present:** Wen Chang, Soraya Coley, Earl Gales, Larry Gates, Michele Gendreau, Ron Gregoire, Susan Kellogg-Bell(Via Conference Call), Danielle Manning, Dan Montplaisir, Diane Miller, Doug Nelson, Pat Patel, Joan Robinson-Berry, David Singleyn, Kent Valley
 3. **Board Members Absent:** Kristin Crellin, Juliana Terian, Sean Yu
 4. **Designated Liaisons:** Sylvia Alva, Lea Jarnagin
 5. **Staff Present:** Kathy Foote, Natalie Graff, Gina Johnson, Diana Saldana
 6. **Guests Present:** None

Agenda Item II – President’s Report (Agenda Document **Item A)**

Dr. Soraya Coley, gave a university update with a focus on the California budget.

- There was discussion that the budget is not yet finalized, and we are looking forward to the revised version in May. In addition, we should consider adjusting the historical budgetary support figures for inflation thereby showing the investment since the economic collapse has been even lower with Board Members RON GREGOIRE, DAN MONTPLAISIR, DAVID SINGLEYN, MIGUEL SANTAN, and PRESIDENT COLEY. Dr. SYLVIA ALVA, JOAN ROBINSON-BERRY and PRESIDENT COLEY discussed the metrics for which CPP is responsible for as tied to the budget, and that the university is sharing data with its feeder high schools and community colleges presidents and superintendents as remediation courses are no longer offered at CPP. WEN CHANG stated that the government needs to balance the cost of higher education to keep tuition affordable.

Agenda Item III – Action Items (Agenda Document **Item B)**

Larry Gates —

- Approval of 11/7/2018 Meeting Minutes
 - **MOTION:** *Kent Valley*
 - **SECOND:** *Walt Allen*
 - **All in favor; none opposed**
- *“In accordance with Bylaws Article 5 Section 2, I hereby appoint the following Committee Chairs”:*
 - Chair of the Nominating Committee: *Diane Miller*

- Chair of the Finance Committee: *Sean Yu*
- Chair of the Audit Committee: *Ron Gregoire*
- Chair of the Development Committee: *Susan Kellogg-Bell*
- *“In accordance with Bylaws Article 5 Section 2, the Chairs of their respective committee nominate the following Members to serve on their Committee Assignments”:*
 - Nominating Committee: *Kristin Crellin, Miguel Santana*
 - Finance Committee: *David Singelyn*
 - Audit Committee: *Walt Allen, Pat Patel*
 - Development Committee: *Michelle Gendreau, Kent Valley*
 - *“We will continue to extend invitations for board members to serve on the committees and we plan to announce a full list of assignments at the May board meeting.”*
 - **MOTION:** *Michele Gendreau*
 - **SECOND:** *Wen Chang*
 - **All in favor; none opposed**
- New Members
- *“Consistent with the Bylaws, Dr. Coley, has appointed the following new members”:*
 - Miguel Santana, term ending June 30, 2021
 - Earl Gales, term ending June 30, 2021

Agenda Item IV – Information Items

Dan Montplaisir

- The organization has been working on agreements and legal authorizations to establish itself through **Formation Authorization and Agreements**
 - **State and Federal**
 1. 501 (c) 3 designation- IRS
 2. Domestic Non-profit corporation status- Ca. Sec of State
 3. Charitable Trust Registration- Ca. Attorney General
 4. State Tax Exemption Status- Ca. Franchise Tax Board
 5. Notification to the Registry of Charitable Trusts of receipt of transferred assets- Ca. Attorney General
 - **Chancellor’s Office and the Campus**
 1. Master Operating Agreement between us and CSU
 2. Executive Services Agreement
 3. Agreement on CSU employees working for the Foundation (percentage time annual memo)
 4. Request for Final Approval from the Chancellors Office
 - **Agreements with the Cal Poly Pomona Foundation**
 1. Fee for Services Agreement – book keeping and
 2. Transfer of Control Document
 3. Complete listing of all accounts and amounts transferred

- **Resolution to Accept Gift-by-Transfer from CPPF Inc. (Agenda Document [Item C](#))**
 - Yesterday the CPP Business Foundation approved a similar resolution that allows for their board to prepare for the assets to be transferred using their due diligence process, review by the CPA firm, to identify the philanthropic assets of that can be moved. We are working together on this process and have reviewed all of the 600 accounts. This resolution will come before the board for final approval in May.
 - A Board Member asked if there will there be an audited financial statement to which the answer was 'yes' by a Board Executive. A Board Member asked who is the attorney that represents us and has that person looked at the resolution to which the answer was that our general university counsel has reviewed by a Board Executive. A Board Member stated we also need to ensure that we're paying a "market rate" if accounting is being handled by another because it can get 501c3 in trouble, to which the answer was 'yes, this has been reviewed and will be shared with Finance Committee as well' by a Board Executive.
- **AORMA and Director's Insurance (Agenda Document [Item D](#))**
 - All together the CSU's have approximately 100 official axillary organizations and they are governed by laws and policies established by the legislature under the Education Code and CSU. These organizations are each built to represent a specific group of people (ASI) or manage a financial aspect of the university. Together they are members of a professional association and work with a high level of transparency and are subject to CSU audits in addition to their own annual audits. As a public institution we have a high standard to maintain to ensure the public trust.
 - Maintaining appropriate insurance for the organization and the board is a standard set by the CSU. An organization was formed many years ago to assist with a uniform and reasonable policy to address the proper and safe protections for you are volunteers.
 - Additional protections – CA law also provide certain protections as a board member of a non-profit to encourage volunteers in their roles.
- **Upcoming University Events (Agenda Document [Item E](#))**
 - These events are in part to provide an opportunity to engage alumni, community leaders, parents, friends and corporate executives in the life of the university. You will see me highlighting our major events and ask that you select a few that you will personally attend and use it as an action step to invite interested others to these events as a way to engage them more personally.
 - People are very busy – and your personally outreach is significant in many cases. Your phone call and invite will go a long way.
 - Maximizing these events allows us to follow up, set up side meetings with Dr. Coley or a dean, introduce them to a development staff person.

Agenda Item V – Future of Work, Human & Civic Engagement (Agenda Document **Item F**)

Lea Jarnagin - Due to time constraints this agenda item was pushed to the afternoon, but a brief initial overview was provided

- Asking fundamental questions: are we providing the pathway for success for our students after they graduate? At minimum one-year post graduation – are we helping them understand what they're capable of doing in the workforce?
- 6 major findings will be reviewed this afternoon. What do we need to know as an institution about your industries and your work and the world of your work that will help inform what we do moving forward to ensure students have a career-ready experience? We need to even out the variability that exists on the campus presently. We don't want the history student to feel less prepared than the civil engineering student. Our inclusive polytechnic model does not exist anywhere else.
- A Board Member asked a question re. statistics; do you know on your student surveys if they have major declaration on the 63% you referenced - how many are liberal arts versus business? DR. LEA JARNAGIN: I will look into that and we should have it broken down by college, if not major."

Agenda VI – Discussion Items

Larry Gates – asked Dan to discuss the two items being presented on behalf of the University

- **Conflict of Interest Policy** (Agenda Document **Item G**)
 - This policy addresses the requirements of the Philanthropic foundation (reference sections). We wanted you to see this today, but we will be sending you the actual version and ask you to sign and return it in May.
- **Zero Tolerance Sexual Harassment Policy** (Agenda Document **Item H**)
 - This is a statement that my advancement team has reviewed and discussed and agreed to adopt. Univ. Advancement has several situations where power between donors, volunteers, young staff, etc. and important to be sensitive to these issues and let the team know that we will not lower our standards or put a staff person in harm in order to accept a gift.
 - A Board Member asked if a signature was need for Conflict of Interest policy to which the reply was 'yes, we will email it to you' by a Board Executive.

Agenda Item VII – Open Forum/Public Comment – there were no guests and no public comments

Agenda VIII – Adjournment

Larry Gates –

- *Thank you all for a great meeting. May I have a motion to adjourn?"*
- *Ask for **Motion** (and second) to adjourn.*
 - ***Motion:** Ron Gregoire*
 - ***Second:** Pat Patel*
 - ***All in favor; none opposed***
 - ***Meeting adjourned at 10:35AM***

