



UFSS Governance Committee Meeting

California State University, Sacramento

Thursday, April 30, 2026 at 2:30 p.m.

<https://csus.zoom.us/j/86347135796?>

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Agenda

I. Call to Order

II. Public Comments - Members of the public may speak for up to one minute

III. Approval of the April 30, 2026 Agenda

IV. Review and Approval of Minutes from April 16, 2026 meeting

V. Discussion of goals set at the October 2025 Board Retreat

VI. Discussion of Onboarding Process

VII. Discussion of proposed board meeting schedule for 2026-27 fiscal year

VIII. Closed Session: Discussion of Personnel

IX. Other Business

X. Adjournment



SACRAMENTO
STATE

**The University Foundation
at Sacramento State**

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**The University Foundation at Sacramento State
Governance Committee Meeting**

Thursday, April 16, 2026
Zoom

Committee Members Present:

Bernice Bass de Martinez, *Committee Chair*
Fred Baldini
Sue McGinty
Ryan Murphy
Pam Stewart
Michael Reza, *Executive Officer*

Committee Members Absent:

Vanessa Guerra, *Committee Vice Chair*

MINUTES

- Chair Bernice Bass de Martinez called the meeting to order at 9:01 a.m. with a quorum.
- Public Comments – none
- Approval of the April 16, 2026 agenda.
 - Motion: Sue McGinty
 - Second: Ryan Murphy
 - Approved
- Reviewed and approved of minutes from the January 29, 2026 meeting
 - Motion: Pam Stewart
 - Second: Ryan Murphy
 - Approved
- Reviewed and discussed the goals established at the October 2025 Board Retreat
 - Ryan and Sue will update the committee charter to ensure it accurately reflects the committee's current scope of work and responsibilities.
 - Ryan will review oversight responsibilities and action items related to the Conflict-of-Interest Policy and determine appropriate alignment within the Governance and Audit Committee charters.
 - Fred and Pam will research the Chancellor's Office policy regarding board member re-engagement.
 - All items noted above will be brought back to the committee for further discussion at the April 30 meeting.

- Recommendations for Legacy Board consideration
 - No recommendations at this time
 - Review recommendation and selection process
- The committee went into closed session to discuss personnel from 9:58 a.m. – 10:10 a.m.
- Other Business - none
- Meeting was adjourned at 10:00 a.m.
 - Motion: Stewart
 - Second: McGinty
 - Approved

Governance Committee

Charter & Structure:

- Review and update the Governance Committee charter.
- Remove Conflict of Interest (COI) oversight from Governance and formally recommend moving it to the Audit Committee.
- Ensure the charter reflects what the committee is actually doing and what it is expected to do.
- Confirm board re-engagement policy:
 - Explore whether former board members may return after a defined break (e.g., one year).

Board Education:

- Coordinate with Executive Committee to:
 - Have Alice or Ryan (or invite a consultant) present at a future board meeting on fiduciary responsibilities.
- Create and deliver board education on:
 - CSU auxiliary guidelines
 - Compliance expectations

Revised May 2023

**GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
THE UNIVERSITY FOUNDATION AT SACRAMENTO STATE
CHARTER**

REDLINE NOTE: Text shown in blue underline represents proposed additions. Text shown in ~~red strikethrough~~ represents proposed deletions. All changes are recommendations for Board consideration.

I. PURPOSE

The Governance Committee (the “Committee”) will assist the Board of Directors (the “Board”) of The University Foundation at Sacramento State (the “Foundation”) to:

- Formulate and provide to the board a description of skills and attributes to guide the composition of the board;
- Work with University Advancement to identify individuals qualified to become members of the Board, consistent with the criteria established by the Board;
- Lead the recruitment, proposing candidates to the President of the University to be nominated for election as Director at meetings of the Board;
- Facilitate orientation and training of new board members;
- Develop and conduct periodic performance review of the Board and Board members;
- Develop and recommend to the Board for adoption corporate governance guidelines applicable to the Foundation;
- Uphold the values and commitment of the University to be an antiracist and inclusive campus; and develop measurable annual goals for board diversity and inclusion, reporting progress to the full Board each year;
- Oversee the recruitment and engagement of the Legacy Board.
- Oversee board succession planning, including identification of future board leadership and maintenance of a pipeline of qualified director candidates;
- Annually review and report to the Board on committee composition, effectiveness, and charter compliance.

II. COMPOSITION

(a) Qualifications and Appointment of Governance Committee Members. The Board appoints the Chair and members of the Governance Committee. Members of the Governance Committee shall serve at the pleasure of the Board and for such terms or terms as the Board may determine.

(b) Committee Membership. The Governance Committee shall consist of no fewer than three (3) members, and each member shall be a member of the Board.

(b)(i) Independence Standard. A majority of Governance Committee members should have no material relationship with Foundation management or staff. Committee members shall promptly disclose any actual or potential conflict of interest related to a candidate under consideration and shall recuse themselves from any vote in which such a conflict exists.

(c) Delegation. When appropriate, the Governance Committee may designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee may direct.

III. MEETINGS

The Governance Committee shall meet as frequently as circumstances dictate, but in no event fewer than three (3) per year, and shall make a report to the Board at regular meetings the actions of the Committee.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Chair shall provide reasonable advance notice (not less than five (5) business days) for regular meetings, and such notice as is practicable for special meetings. The Committee Secretary or designated staff shall maintain minutes of all Committee meetings. The Committee may hold executive sessions without staff present as it deems appropriate.

IV. RESPONSIBILITIES AND DUTIES

The Governance Committee shall, among other things:

- Recommend to the Board criteria for selecting qualified candidates for election to the Board.
- Lead the search with University Advancement for qualified candidates to serve on the Board.
- Recommend to the Board policies and procedures regarding consideration of Director candidates.
- Identify individuals qualified to become members of the Board consistent with criteria established by the Board and those identified by the President of Sacramento State, and propose nominees for election as Directors at meetings of the Board to fill any vacancies.
- Work with University Advancement to develop and maintain an open-ended list of prospective qualified Board candidates for a continual search and identification process for all identified skill sets and attributes of the Board composition using a formal Board Skills Matrix that is reviewed and updated at least annually.
- Develop and recommend to the Board a set of governance guidelines.
- Oversee self-evaluation of the Board and establish the procedures by which the evaluations will be conducted.
- Actively participate in the orientation and training of new Board members.
- Provide input and evaluation of updated orientation and training materials for new Board members.
- Review and update the Foundation's Conflict of Interest Policy.
- Review and update the Foundation's Bylaws biannually and review and update this Charter annually, with formal notation of approval by the Committee even when no changes are made.
- Periodically review and assess the adequacy of this Charter and make recommendations regarding changes.

- Conduct an annual performance evaluation of the Committee and report its finding to the Chair of the Board.
- Review and recommend to the Board policies regarding Director term limits and board tenure, to promote board vitality and renewal of perspectives.
- Recommend nominees for officer elections (Chair, Vice Chair, Treasurer, Secretary, and other officers as applicable) to the Board for approval.
- Develop and maintain an annual governance calendar that ensures all required Committee and Board activities are planned and executed proactively.
- Oversee the recruitment, onboarding, engagement, and annual evaluation of the Legacy Board, including recommending to the Board any governance policies specific to the Legacy Board.
- Retain outside search firms, governance advisors, or other consultants as needed to fulfill its duties, subject to budget authorization by the Board. The Foundation shall provide adequate staff support through University Advancement to assist the Committee in carrying out its responsibilities.

Nothing in the foregoing list is intended to be, or shall, limit the scope of activities the Committee may undertake in the fulfillment of its purposes, as noted above. The Committee may perform such other or additional activities as it deems necessary or desirable consistent with this Charter and the Foundation's bylaws and governing law, or as may be delegated to it by the Board of Directors of the Foundation.



University Foundation at Sacramento State
New Member Onboarding
Wednesday, September 6, 2023
Dinner/Meeting Agenda

Dinner Served - 5:00 PM

Welcome and Land Acknowledgment – 5:05 PM

We acknowledge, with respect, the land our campus is on today was, and continues to be, the homelands of the Indigenous people of this area, the Nissim-Pawenan, Nisenan, and Miwok. The larger Sacramento area and its rivers serve as a gathering place for many local tribes from the surrounding valley and foothills including the Southern Maidu, Patwin, and Wintun.

We recognize these lands and riverways as unceded traditional territories of these Native peoples. I further recognize these California Native nations and respect their sovereignty. By offering this land acknowledgement, we affirm a commitment to build relationships and foster a university environment of success to better serve Native nations and communities.

Introductions - 5:25 PM

- *Icebreaker – respond to question of “how would you describe your connection to Sacramento State in 30 seconds or less?”*

Review of Structures - 5:30 PM

- **Cabinet:** *How many Vice Presidents do we have? How many interim VP's do we currently have? (7/4)*
- **University Advancement:** *How many areas make up University Advancement? (7)*
- **UFSS Board:** *How many voting members currently on the board? (28)*

Board Commitment – 5:40 PM

- Mission Statement
- Board Member Responsibilities and Expectations – in folder/complete and sign
- Board Engagement Form – complete and sign

Review General Resources – 5:55 PM

- University Foundation Website
- Giving to Sac State
- Campaign Impact Report
- **Auxiliaries:** *How many Auxiliaries does Sac State have? Can you name them? (5: ASI, CPR, UFSS, UEI, UU)*
- Policy Manual
- Annual Checklist and Calendar
- Gift Processing Flow Chart

BREAK – 6:05 PM

Review General Principles – 6:15 PM

- Donor Bill of Rights
- CASE Statement of Ethics – *What does CASE stand for and who are they? (Council for Advancement and Support of Education – world leader in helping advancement professional in colleges, universities, and schools make data-informed decisions.)*
- Principles of Practices for Fundraising Professionals
- UPMIFA

Financial Information – 6:20 PM

- **Financial Information and Auditors' Report** – *draft going to committee on 9/7, to entire board for vote on 9/11. New auditing firm – CLA – beginning 2023*

The Foundation – 6:25 PM

- **Articles of Incorporation** – *What year did the Foundation first exist? What year did it become UFSS (1986/2006)*
- **Bylaws, Conflict of Interest Policy** – *emphasize that the ultimate approval of who becomes a board member lies with the President who appoints members, and the board ratifies. Candidates are selected to represent diverse views and experiences and to serve the entire university as a whole.*
- **Committee Charters - Audit/Finance/Governance/Executive** – *importance of every board member serving on a committee*
- **Investment Policy**
- **Purchasing Information**
- **Operating Agreement/Accounting Agreement**

Foundation Board Member Resources (Campus and CSU data) – 6:40 PM

- New for 2023 - Strategic Plan
- Notable – 75th Anniversary Site
- Student Body Data – work of Jim Dragna
- Alumni Demographics (needs to be updated) – *Who are Sacramento leaders w/Sac State degrees?*
- Sac State Fact Book
- CSU Donor Support Report 2021-22

OnBoard Tool – 6:50 PM

- Quick review by Amanda
- Sign-up & login info to be sent by Renee