



UFSS Governance Committee Meeting

California State University, Sacramento

Thursday, April 16, 2026 at 9:00 a.m.

<https://csus.zoom.us/j/83756017153?pwd=eJ9a4ZRpbxMa62dhmlM5s6NAbYC lzR.1>

Agenda

I. Call to Order

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

III. Approval of the April 16, 2026 Agenda

IV. Review and Approval of Minutes from January 29, 2026 meeting

V. Review and discussion of goals set at the October 2025 Board Retreat

VI. Recommendations for Legacy Board consideration

VII. Closed Session: Discussion of Personnel

VIII. Other Business

IX. Adjournment



UFSS Governance Committee Meeting Minutes

California State University, Sacramento

Thursday, January 29, 2026 at 3:00 p.m.

Committee Members in Attendance: Bernice Bass de Martinez, Ryan Murphy, Michael Reza, Fred Baldini, Sue McGinty, Pam Stewart and Vanessa Guerra

Guests in Attendance: Alice Perez, Colette Harris-Mathews and Jennifer Barber

I. Bernice Bass de Martinez called the meeting to order at 3:02 p.m. with a quorum

II. Public Comments – None

III. Approval of the January 29, 2026 Agenda

- A. Motion: Pam Stewart
- B. Second: Ryan Murphy
- C. Approved

IV. Review and Approval of Minutes from Sept. – Dec. 2025

- A. Motion: Pam Stewart
- B. Second: Ryan Murphy
- C. Approved

V. Closed Session: Discussion of personnel (3:07 pm – 3:46 pm)

VI. Other Business - none

VII. Meeting adjourned at 3:50 p.m.

- A. Motion: Sue McGinty
- B. Second: Fred Baldini
- C. 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

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

CHARTER

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.
- Oversee the recruitment and engagement of the Legacy Board.

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.

(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.

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.
- 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.
- 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.

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.

The University Foundation at Sacramento State

Emeritus Board Criteria

Emeritus means to serve out one's term; to earn, deserve, serve. Holding after retirement an honorary title corresponding to that held last during active service.

Maya Angelou: "I've learned people will forget what you said, people will forget what you did, but people will never forget how you made them feel."

Purpose: The purpose of the University Foundation at Sacramento State Emeritus Board is to

- Emeritus status allows continuing formal connection to Sac State and the Board—reserved for exceptional service
- Keep people connected, acknowledge service, maintain donor support

Membership criteria/qualification (perhaps meet X out of X items to be considered):

- Must have served on the Foundation Board for at least two terms
- Must join and be active members of President's Circle
- Legacy gift = emeritus sets example (estate gift)
- Significant giving history
- Leadership role on Board (officer; program/special project lead; campaign chair; corporate/community leader; college/unit advisory board)
- Faculty/staff member - how do we set the criteria for them?
- Sac State honorary distinction/award (DAA, President's Medal, Hall of Fame, etc.)

Nomination process:

- Bio
- Nomination by others
- Once a year

- Follow a similar process with Board member recruitment. Final decision/appointment lies with President, not at Governance (more honorific)
- Have agreement like the regular board - not an appointment; not like a regular board term where you term off (add two year review; ability to resign)

Expectations:

- Serve as University ambassadors.
- Attend and invite others to President's Circle events.
- Can serve on a committee (but need to check bylaws if they can vote or not; acknowledge appointments in bylaws).
- Regular communication touch points.
- Invited to Reception after Board Retreat.
- Champion a program/college or initiative