



## **UFSS Governance Committee Meeting**

California State University, Sacramento

Wednesday, July 8, 2026 at 10:00 a.m.

<https://csus.zoom.us/j/89060206240?pwd=ARWUgz6jMsxSA0eUOsWPltYE6Ni5Ey.1>

### **Agenda**

#### **I. Call to Order**

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

#### **III. Approval of the July 8, 2026 Agenda**

#### **IV. Review and Approval of Minutes from April 30, 2026 meeting**

#### **V. Governance Year Launch**

- Review Governance Committee Charter
- Establish Annual Governance Priorities
- Discuss 2026–2027 Governance Committee Work Plan

#### **VI. Board Referral: Resolution Supporting Student Scholarships**

- Review Associated Students resolution
- Review presentation from University Advancement
- Discuss guiding principles for a Foundation resolution
- Establish drafting process and timeline
- Assign working responsibilities

#### **VII. Annual Governance Calendar Development**

- Confirm Governance Committee meeting schedule
  - October 13 (1 - 2:30 pm)
  - January 28 (1 - 2:30 pm)
  - April 27 (10 - 11:30 am)
- Identify major annual governance activities, including:
  - Board appointments
  - Board reappointments
  - Officer nominations
  - Legacy Board appointments
  - Board self-evaluations
  - Committee self-evaluations
  - Annual committee charter reviews
  - Bylaws review cycle
  - Conflict-of-interest policy review

- Orientation and onboarding activities
- Succession planning activities
- Other governance priorities

#### **VIII. Board Composition Review**

- Board skills matrix
- Diversity and representation
- Attendance trends
- Term expirations
- Term limits
- Board activity review
- Committee assignments and leadership pipeline

#### **IX. Current Board Vacancy Analysis**

- Existing vacancies
- Anticipated future openings

#### **X. Executive Session: Recruitment Pipeline Update**

- Current prospective candidates
- Alignment with skills matrix
- Diversity and inclusion goals
- Geographic and alumni representation
- Fundraising and community engagement capacity
- Coordination with University Advancement

#### **XI. Governance Appointments and Liaison Roles**

- Appointment of UFSS Representative to the Alumni Association
- Legacy Board Update

#### **XII. Action Items and Assignments**

- Develop annual governance calendar – Committee Chair
- Update board skills matrix (if needed) – University Advancement
- Update board term tracking report (if needed) – University Advancement
- Prepare scholarship resolution – Working Group
- Update recruitment pipeline (if needed) – University Advancement
- Prepare Legacy Board recommendations – Working Group
- Establish timelines for future agenda items – Committee Chair

#### **XIII. Other Business**

#### **XIV. Adjournment**



SACRAMENTO  
STATE

**The University Foundation  
at Sacramento State**

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**The University Foundation at Sacramento State  
Governance Committee Meeting**  
Thursday, April 30, 2026  
Zoom

**Committee Members Present:**

Bernice Bass de Martinez, *Committee Chair*  
Vanessa Guerra, *Committee Vice Chair*  
Fred Baldini  
Ryan Murphy  
Pam Stewart  
Michael Reza, *Executive Officer*

**Guests:**

Jennifer Barber, AVP Alumni Relations

**Advancement Staff:**

Tatiana Azad  
Renee Siden

**Committee Members Absent:**

Sue McGinty

**MINUTES**

- Chair Bernice Bass de Martinez called the meeting to order at 2:31 p.m. with a quorum.
- Public Comments – none
- Approval of the April 30, 2026 agenda.
  - Motion: Fred Baldini
  - Second: Pam Stewart
  - Approved
- Approval of the minutes from the April 16, 2026 meeting
  - Motion: Baldini
  - Second: Ryan Murphy
  - Approved
- Discussed the goals established at the October 2025 Board Retreat
  - Reengagement Policy
    - i. Chancellor's Office is currently working on this and will send guidance in July to all auxiliaries

- Updating the committee charter
  - i. A red-lined version of the charter was reviewed
  - ii. A motion was made to approve this version of the charter on the condition that Ryan reviews the language to the entry purpose statement
    - 1. Motion: Baldini
    - 2. Second: Vanessa Guerra
    - 3. Unanimously approved
- Reviewed the Onboarding Process for new Board Members
- Discussed proposed board meeting schedule for FY2026-27
- Reviewed Board Reappointments List
  - A motion was made to advance the Board Reappointments List to the Executive Committee
    - i. Motion: Murphy
    - ii. Second: Stewart
    - iii. Unanimously approved
- The committee went into Closed Session to discuss new Board members from 3:38 - 3:49pm
  - A motion was made to advance the list of new Board members to the Executive Committee
    - i. Motion: Murphy
    - ii. Second: Stewart
    - iii. Unanimous approval
- Other Business - None
- Meeting was adjourned at 3:50 p.m.
  - Motion: Guerra
  - Second: Murphy
  - Approved

*Revised May 2026*

**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;
- Committed to inclusivity, student success, and community engagement, the Foundation reflects the core values in the mission and strategic initiatives of the University.
- 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.
- Assist in executive transition planning by maintaining, in coordination with the Board Chair and Foundation President, a CEO/Executive Director succession framework that is reviewed at least every two years.
- 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.

## **Governance Committee**

The Governance Committee oversees aspects of the organization's functions on behalf of the board; recruits and nominates new board members; monitors governance policies, practices procedures; ensures compliance with the bylaws. The committee typically meets three weeks prior to the board meetings.

- Fred Baldini - *Governance Committee Chair*
- Bernice Bass de Martinez – *Immediate Past Committee Chair*
- Vanessa Guerra- *Governance Committee Vice Chair*
- Sue McGinty
- Ryan Murphy – *Board Chair*
- Kristen Tudor- *Interim Executive Officer*
- Pam Stewart
- GUESTS
  - Alice Perez – *Immediate Past Chair*
  - UA Managers: Jennifer Barber, Sharise Harrison, Mike Izzi
  - UA Staff: Tatiana Azad, Renee Siden

Date: 4/8/2026

Author: Kaur, Maciel

Subject: Resolution in support of a hybrid scholarship utilization model.

Legislation No: 2025/2026-04-109

Approved 4.8.2026

WHEREAS, California State University, Sacramento is committed to providing students with access to an affordable, high-quality education and to supporting student success through financial assistance and institutional resources; and

WHEREAS scholarships are a critical tool in advancing affordability and ensuring that students have the financial support necessary to pursue and complete their education; and

WHEREAS, many scholarships, especially those administered at the college or department level, have eligibility requirements, administrative limitations, or lack of awareness that may result in funds remaining unawarded each academic year; and

WHEREAS recent efforts have improved scholarship utilization from approximately 60 percent to 71 percent for the 2025-2026 academic year; however, the long-term goal is to achieve at least 95 percent utilization; and

WHEREAS unused scholarship funds represent missed opportunities to support students facing rising costs of tuition, housing, food, and other educational expenses; and

WHEREAS the current decentralized scholarship awarding process may contribute to inefficiencies, delays, and inconsistent outreach to eligible students; and

WHEREAS improved coordination between academic departments, Financial Aid & Scholarships and University Advancement can help ensure that available scholarship resources are fully utilized for their intended purpose of supporting students.

WHEREAS the authors of the resolution have engaged in preliminary discussions with campus leadership from Academic Affairs, University Advancement, and Strategic Enrollment Management regarding the feasibility of implementing a hybrid scholarship utilization model; and

THEREFORE, BE IT RESOLVED, that Associated Students, Inc. at California State University, Sacramento calls for improved reporting on departmental scholarship utilization, including transparency on unawarded funds; and

BE IT FURTHER RESOLVED that the University implement a hybrid scholarship utilization model, in which departments award scholarships by a firm deadline, after which unawarded



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funds are redistributed through a centralized scholarships or Financial Aid office to students as applicable per scholarship gift agreement and eligibility requirements; and

BE IT FURTHER RESOLVED that the Office of Strategic Enrollment Management strengthen coordination between departments, Financial Aid & Scholarships, and University Advancement to reduce barriers, improve outreach, and ensure efficient distribution of scholarship funds; and

BE IT FURTHER RESOLVED that the Office of Enrollment Management shall incorporate ongoing student input, through Associated Students, Inc. (ASI), in the evaluation and continuous improvement of scholarship utilization policies and practices; and

BE IT FURTHER RESOLVED that all redistribution processes prioritize the best financial outcomes for students; and

BE IT FURTHER RESOLVED that this resolution be distributed to Sacramento State President, Luke Wood; Senior Vice President of Academic Affairs and Provost, Erika Cameron; Vice President for University Advancement, Michael Reza; Vice President for Strategic Enrollment Management, Matt Ward; Chair of Faculty Senate, Carolyn Gibbs and further distributed to deans, associate deans and department chairs.