

GOVERNANCE COMMITEE MEETING

MONDAY, JUL. 24 3 - 5 P.M.





GOVERNANCE COMMITTEE MEETING Monday, July 24, 2023, 3 p.m. AFC Room 406 Join Zoom Meeting

AGENDA

I. Call Meeting to Order
II. Approval of Minutes from April 13, 2023 [VOTE]
III. New Director Mentors
IV. Update on Director Orientation
V. Update Charters
VI. Update on Future Prospect Process
VII. Other Business
VIII. Executive Session (if needed)
IX. Adjournment

Debbie Flandro Debbie Flandro Debbie Flandro Debbie Flandro Paul Powell Paul Powell Debbie Flandro Debbie Flandro

Foundation Board of Directors Engagement Event is 8/10/2023, 5:30 – 7:30 p.m., Hemingway Center Next Foundation Board of Directors meeting is 8/11/2023, 9:30 a.m. - 1 p.m., AFC Ballroom/Zoom. The next Governance Committee meeting is 10/23/2023, 3 – 5 p.m., AFC 406/Zoom.



GOVERNANCE COMMITTEE MEETING Thursday, April 13, 2023 3 p.m.

Meeting Minutes

Directors in attendance Bruce Mohr, Committee Chair, Kenny Bolton, Debbie Flandro, Jim Martin, Kimberly Welsh, Glen Walker

> Staff in attendance Paul Powell, Matthew Ewing, Alison Bilgic

I. Call Meeting to Order

Bruce Mohr called the meeting to order. Matthew Ewing also shared the reason for this meeting taking place entirely on Zoom.

II. Approval of Minutes from January 23, 2023 [VOTE]

Mr. Mohr called for a motion to approve the minutes from the January 23, 2023 Governance Committee Meeting.

Motion by Glen Walker. Second by Kenny Bolton. Approved by unanimous vote.

III. Nomination of Officers and Committee Chairs [VOTE]

Bruce Mohr reviewed the Slate of Officers, in particular Executive Committee. Jim Martin shared a few additional comments on the nominations for what will be his Executive Committee before Mr. Mohr called for a motion to approve the slate and recommend it to Executive Committee and the Board. Motion by Debbie Flandro to recommend the Slate of Officers and the Executive Committee as presented.

Second by Glen Walker. Approved by unanimous vote.

IV. Nomination of Directors [VOTE]

Bruce Mohr noted that those up for reelection are continuing, and also shared some background on the proposed new directors. Paul Powell and Matthew Ewing commented on those who were not yet confirmed and the status of those asks. General discussion followed.

Action: Add Lisa Grow and Stacey Pearson to the list of proposed new Directors

Since many director prospects serve on other boards that may be on different fiscal calendar than the Foundation, Jim Martin asked if the bylaws would allow someone to join the board mid-year. Action: Review bylaws to see if we could add members mid-year.



Paul Powell also reviewed the honorary members. Action: Confirm whether Tracy Andrus will continue to represent the Andrus Center.

Mr. Powell pointed out that the Frank Church Institute was the only affiliated entity (the Foundation also has a contractual relationship with Frank Church Institute) without an honorary Director. Skip Oppenheimer is the current chair of the Frank Church Institute board of directors and would make an excellent honorary director. Mr. Powell said he had an initial discussion with Mr. Oppenheimer about this and he thought it was a good idea. After discussion the committee agreed to add an honorary position on the slate of directors for the Frank Church Institute.

Action: Add an honorary director position for the Frank Church Institute.

Matthew highlighted that Stacy Pearson is going to be doing some contract work for the university in the interest of transparency, and asked if anyone had concerns about conflict of interest. There was none.

Motion by Jim Martin to approve the slate of directors as amended and recommend those to Executive Committee. Seconded by Kenny Bolton Approved by unanimous vote.

There was also a suggestion from Kimberly Welsh and another from Jim Martin for additional prospects to add for future consideration.

Action: Bruce Mohr asked Paul and Matthew to reach out to staff, acknowledge the suggestions they have made in our recruitment process, and thank them for those contributions.

V. New Director Mentors

There was a short conversation around mentoring the new board members. Action: keep the discussion going and more formally assign at a later meeting.

VI. Other Business

Mr. Mohr asked if there was any additional business, and there was none. He asked the committee to continue to supply names of new director prospects to staff.

VII. Executive Session

An executive session was not held for this meeting.

VIII. Adjournment Bruce Mohr adjourned the meeting.

Minutes Approved:



Bruce Mohr, Committee Chair

The Foundation Board Social is Fri. April 28, 5:30 pm College of Health Sciences, NORCO Building The next Foundation Board of Directors meeting is Sat. April 29, 9:30 am – 1 pm. AFC Ballroom/Zoom. The next Governance Committee meeting is July 24 from 3–5 pm. Location AFC 406/Zoom.

DIRECTOR ORIENTATION AGENDA Friday, September 8, 2023

10:30 General Session

10.50	I.	Welcome, Introductions and Purpose	(5min)	Jim Martin	
	П.	Vision for Advancement at Boise State	(15min)	Matthew Ewing	
	111.	 The Team a. University Development b. Advancement Services c. Foundation d. Alumni & Constituent Engagement e. Boise State Alumni Association f. Bronco Athletic Association 	(60min) t	Argia Beristain Joseph Boeke Paul Powell David Johnston Lisa Gardner Cody Gougler	
	IV. Affiliate Operating and Service Agreements (10min)			Paul Powell	
12:00	0 Break / Lunch				
12:15	Found I.	dation Session/Working Lunch Board Structure and Expectations	(5min)	Jim Martin	
	١١.	Committee Overviews and Key Informatic a. Investment b. Finance and Audit	on to Know (60m	nin) Mike Mers Glen Walker	
		c. Governanced. Real Estatee. Campaign		Debbie Flandro Dave Wali Randy Hales	
	111.	d. Real Estate	ources (10Min)	Dave Wali	

1:30 Adjourn



Memo

TO: Boise State Foundation Governance DATE: Committee REFERENCE: CC: FROM: Paul Powell Executive Director Boise State University Foundation MEETING: SUBJECT: Governance Committee Charter

Background:

In keeping with board policies to review Charters at least once every three years, most of our Committee Charters are due for review and possibly revision within this fiscal year. In reviewing our current Charters, we noticed inconsistencies with format and level of detail which we believe should be addressed through the revision process. It may also be necessary to update objectives to fit with the current needs of the Board, the Foundation, and the University.

The attached redline version of the Governance Committee Charter highlights discrepancies between the language used in the Bylaws and what was written in the Charter. Suggested edits will show cohesion of those documents. By including "Policies," it makes clear the role this committee is intended to play in managing governing documents and evaluating processes. Lastly it suggests edits that remove redundancies and bring the document up to date with current staffing.

We recommend the following timeline for continuing the review, and updating of all Committee Charters.

Proposed Timeline:

- July Committee Meeting: initial review of all Charters; discussion and recommendations for formatting and clarity on level of detail for consistency.
- October Committee Meetings: review redline versions of Committee Charters in the corresponding committee meetings.
- January Governance Committee meeting: review for final edits and/or approval of Committee Charters.

BOISE STATE UNIVERSITY FOUNDATION, INC. GOVERNANCE COMMITTEE CHARTER

MISSION:

The Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the Board utilizing best practices in board governance. The Committee <u>overseesensures</u> regular reviews of the Bylaws and Articles of Incorporationgoverning documents; assesses the needs and performance of the Board of Directors; recruits and nominates directors and officers; ensures compliance and oversees the orientation of new directors.

APPOINTMENTCOMPOSITION:

The Committee Chair and its members are appointed by the Foundation Chair. Additional Committee membersmay be appointed by the Committee Chair with the concurrence of the Foundation Chair. Membership shallinclude at least four members of the Foundation Board of Directors. The Board shall appoint a Governance Committee comprised of at least five (5) Directors, including the Committee Chair, as mandated by the Bylaws.

<u>COMMITTEE OBJECTIVES</u>:

- 1. Lead in the assessment of the current, anticipated and diverse needs for board composition. Identify and recruit board members with the knowledge, attributes, skills, abilities, influence, and access the board needs to consider the issues that will arise in the foreseeable future.
- 2. Lead the board in regularly reviewing and updating the board's statement of its role and areas of responsibility, and the expectations of individual directors.
- 3. Establish and guide the process of recruitment and orientation.
- 4. Periodically review the board's governance and structures to ensure that they are effectively designed for competent decision making.
- 5. Review and maintain the Articles of Incorporation, and Bylaws and Policies at least every three years.
- 6. Review the board's practices including director participation, conflict of interest, ethics, confidentiality, compliance and voting records annually and suggest improvements as needed.
- 7. Periodically and comprehensively assess the board's performance and that of individual board directors.
- Working with the chair of each standing committee, develop a clear <u>mission</u> statement of <u>purpose and</u> <u>mission</u> <u>and</u> committee objectives for <u>and</u> how the committee serves the needs of the Foundation and the University.
- 9. Ensure written procedures are established and maintained for committee reporting, terms, voting, attendance requirements, and performance expectations.

ROLE OF CHAIR:

- 1. To provide leadership to the Committee in fulfilling its role, and to work with the Foundation and University Advancement staff on Committee activities.
- 2. To participate in determining meeting agenda and preside at Committee meetings.
- 3. To serve as a member of the Foundation and report to its Executive Committee and Board of Directors on Committee business at their meetings.

<u>STAFF</u>:

Primary staff support for the Committee is provided by the Executive Director-and, Vice President for University Advancement and Director for Foundation and Board Operations.

BOISE STATE UNIVERSITY FOUNDATION, INC. EXECUTIVE COMMITTEE

MISSION:

As a standing committee under the Amended and Restated Bylaws (the "Bylaws") of the Foundation, Executive is authorized to exercise all powers of the Board between the meetings of said Board, except it may not take any of the following actions: (i) authorize distributions, (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Foundation's assets, (iii) elect, appoint, or remove Directors or fill vacancies on the Board of Directors or any of its committees, or (iv) adopt, amend, or repeal the Articles or Bylaws.

APPOINTMENT. MEETINGS. AND REPORTING TO THE BOARD:

Appointment of members, meeting rules, and Board reporting are defined in the Bylaws.

STAFF:

Primary staff support for the Executive Committee is the Executive Director of the Foundation.

EXECUTIVE COMMITTEE OBJECTIVES:

- 1. The timely communication of its actions to the Board.
- 2. Provide for review of all items of business which require Board action and determines its recommendation for Board action.
- 3. Provide for the annual review of all Foundation Board policies.
- 4. Provide for the review of any Foundation Strategic Plan to ensure alignment with Boise State University's Strategic Plan.
- 5. Provide for the review and approval of legal contracts (including, but not limited to, memoranda of understanding or agreement; service agreements; loaned employee agreements; insurance policies; consulting contracts; real estate contracts; vendor contracts; unusual gift agreements—gift agreements done under the Foundation's standard terms do not require review).
- 6. Take such actions as are necessary for the Foundation's objectives to be achieved.

ROLE OF CHAIR:

- 1. To provide leadership to the Executive Committee in fulfilling its role and to work with the Foundation staff on Executive Committee activities.
- 2. To participate in determining meeting agenda and preside at Executive Committee meetings.

BOISE STATE UNIVERSITY FOUNDATION, INC. FINANCE AND AUDIT COMMITTEE CHARTER

MISSION:

The Finance and Audit Committee ("Committee") is appointed annually by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. Areas of Committee responsibility include:

- Oversee the integrity of the Foundation's financial accounting and reporting processes, systems of internal controls and use of assets;
- Oversee the engagement and performance of the independent auditors and the staff with accounting and finance responsibilities;
- Oversee the Foundation's compliance with legal and regulatory requirements;
- Oversee the operation of designated policies, including conflicts of interest and code of ethics;
- Provide an avenue of communication among the Foundation's independent auditors, management, staff and the Board of Directors.

APPOINTMENT:

The Committee shall be comprised of three to five independent Board members in good standing. Independent members of the Board

- Are not members of the Foundation management team;
- Do not receive any compensation (either directly or indirectly) from the Foundation as a consultant for other professional services; and
- Are free from any relationship that would interfere with the exercise of his/her independent judgment or cause the appearance of a conflict of interest.

The Committee will meet as needed to address matters on its agenda, but not less frequently than four times each year. The Board Chair will appoint a member of the Committee as Committee Chairperson who may serve in such position for no more than two consecutive two-year terms. Members of the Committee will have the financial competency to understand financial statements, evaluate proposals for the annual audit and make sound financial decisions as part of their fiduciary responsibilities. The Executive Director and Finance Manager will provide staff support to the Committee.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors as well as to anyone in the Foundation. The Committee has the authority to retain, at the Foundation's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties, however the Committee will be prudent with any and all expenditures.

In carrying out its responsibilities, the Committee's policies and procedures should remain flexible in order to react to changing conditions and to ensure to the Board and public that the accounting and reporting practices of the Foundation are of the highest quality.

While the Committee has the responsibilities and powers set forth in this document, it is not the duty of the Committee to plan or conduct audits or to determine that the Foundation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for the preparation, presentation, and integrity of the Foundation's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Foundation. The independent auditors are responsible for auditing the Foundation's financial statements.

BOISE STATE UNIVERSITY FOUNDATION, INC. FINANCE AND AUDIT COMMITTEE CHARTER

Responsibilities of the Finance and Audit Committee:

General:

Keep minutes of each Committee meeting.

Perform an evaluation of its performance on a periodic basis to determine whether it is functioning effectively, whether its charter is adequate, and recommend any proposed changes to the board for approval.

Audit:

Conduct executive sessions with the outside auditors and Executive Director. Provide sufficient opportunity for the independent auditors to meet privately with the members of the Committee.

Has the authority to hire independent auditors, counsel or other consultants as necessary.

The Committee will recommend to the Board the appointment of independent auditors, establish audit fees, and approve any non-audit services provided by the independent auditors, including tax services, before the services are rendered.

Consider changing auditors (partner or firm) every five years at a minimum.

Inquire of management and the independent auditors about significant risks or exposures facing the Foundation; assess the steps management has taken or proposes to take to minimize such risks; and periodically review compliance with such steps.

Establish and review with the independent auditors and Executive Director the audit scope and plan of the independent auditors.

Inquire as to the independence of the outside auditors and obtain from the outside auditors (at least annually) a formal written statement delineating all relationships between the outside auditors and the Foundation and University.

Review with the independent auditors and the Executive Director the adequacy of the Foundation's internal controls and any related significant findings and recommendations of the independent auditors, together with management's responses thereto. Obtain annually from the independent auditors a letter regarding the adequacy of internal controls.

Review with management and the independent auditors the effect of any regulatory and accounting initiatives as well as other unique transactions and financial relationships, if any.

Review with independent auditors:

- All critical accounting policies and practices used by the Foundation.
- All significant alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Foundation, ramifications of each alternative and the treatment preferred by the Foundation.
- The quality and performance of the Foundation's finance and accounting personnel.

BOISE STATE UNIVERSITY FOUNDATION, INC. FINANCE AND AUDIT COMMITTEE CHARTER

Review all material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.

Review with management and the independent auditors:

- The Foundation's annual financial statements and related footnotes.
- The independent auditors' audit of the financial statements and their report thereon.
- The independent auditors' judgments about the quality, not just the acceptability, of the Foundation's accounting principles as applied in its financial reporting.
- Any significant changes required in the independent auditors' audit plan.
- Any serious difficulties or disputes with management during the audit.

Evaluate the independent auditors.

Assure that the audit is presented to the full Board of Directors with a recommendation by the Committee for or against acceptance by the full Board.

Budget:

The Committee will review the annual budget prepared by staff and recommend a final budget to the Executive Committee and Board.

Financial:

Review interim financial statements with the Executive Director. Be briefed on how management develops and summarizes interim financial information. Inquire about any unusual items.

Risk Management:

Review with management, independent auditors and legal counsel (as needed) the legal and regulatory matters that, in the opinion, of management, may have a material impact on the financial statements and related Foundation compliance policies.

Review the Foundation's risk management procedures and policies, ongoing and potential litigation matters and legal exposures, and insurance coverage for the Foundation.

Develop (if not already done) and periodically review the following Foundation policies:

- Conflict of Interest Policy
- Whistleblower Policy
- Document Retention Policy
- Code of Conduct/Ethics

Review the procedures for the receipt, retention, and treatment of complaints received by the Foundation regarding accounting, internal accounting controls, or auditing matters that may be submitted by any party internal or external to the Foundation. Review any complaints that have been received, current status and resolution.

Review procedures for the confidential, anonymous submission by employees of the Foundation of concerns regarding questionable accounting or auditing matters.

BOISE STATE UNIVERSITY FOUNDATION, INC. INVESTMENT COMMITTEE CHARTER

MISSION:

As a committee under the Amended and Restated Bylaws (the "Bylaws") of the Foundation, the Investment Committee has the responsibility to ensure that the assets of the Foundation are managed in a manner that is consistent with the Investment Policy Statement and other policies and objectives ratified by the Board. In so doing, the Committee will comply with all applicable laws.

APPOINTMENT, MEETINGS, AND REPORTING TO THE BOARD:

Appointment of members, meeting rules, and Board reporting are defined in the Bylaws.

STAFF:

Primary staff support for the Investment Committee is the Executive Director.

<u>COMMITTEE OBJECTIVES</u>:

- 1. Developing and recommending to the Board investment objectives that are consistent with the financial needs of the Foundation, and the policy asset allocation consistent with meeting those objectives;
- 2. Selection of investment consultants, investment managers, custodians and other investment professionals;
- 3. Reviewing and evaluating investment results in the context of predetermined performance standards, and implementing corrective action as needed; and
- 4. Recommending Spending Rate guidelines to the Board.

ROLE OF CHAIR:

- 1. To provide leadership to the Committee in fulfilling its role, and to work with the Foundation staff on Committee activities.
- 2. To participate in determining meeting agenda and preside at Committee meetings.

BOISE STATE UNIVERSITY FOUNDATION, INC. REAL ESTATE COMMITTEE CHARTER

MISSION:

The Real Estate Committee ("Committee") has both oversight and responsibility for potential and realized gifts of real estate to the Boise State University Foundation, Inc. ("Foundation"). The Committee's primary charge is to review proposals and recommend acceptance or refusal of gifts of real estate. The Committee also serves as expert advisors to Foundation staff as to management and sale of real estate the Foundation holds.

This Committee works in conjunction with the University Advancement Department, other University leadership and University-affiliated organizations. Typically the Committee meets as needed with key staff to review complex real estate issues and makes recommendations to the Executive Committee as to disposition of the gift. In compliance with the Foundation's Confidentiality Policy, members are asked to protect the privacy of donors regarding certain gifts of real estate.

APPOINTMENT:

The Committee Chair and its members are appointed by the Foundation Chair. Additional Committee members may be appointed by the Committee Chair with the concurrence of the Foundation Chair. Membership shall include at least six members of the Foundation Board of Directors, as mandated by the Bylaws.

STAFF:

Primary staff support for the Committee is the Executive Director.

COMMITTEE OBJECTIVES:

- 1. Provide timely reporting to the Foundation Board.
- 2. Review real estate gifts and make recommendations to the Executive Committee and/or Board of Directors as to acceptance.
- 3. Review and recommend policies and procedures relative to evaluation and acceptance of real estate gifts, as well as management and sale of real estate.
- 4. Ensure compliance with legal requirements relevant to Foundation real estate.

ROLE OF CHAIR:

- 1. To provide leadership to the Committee in fulfilling its role, and to work with the Foundation staff on Committee activities.
- 2. To participate in determining meeting agenda and preside at Committee meetings.
- 3. To serve as a member of the Foundation and report to its Executive Committee and Board of Directors on Committee business at their meetings.

BOISE STATE UNIVERSITY FOUNDATION, INC. CAMPAIGN COMMITTEE CHARTER

PURPOSE:

The Campaign Committee shall provide volunteer leadership for University fundraising efforts in a variety of forms.

COMPOSITION:

The Campaign Committee shall be composed of not fewer than five (5) voting directors. Members should have an interest in the areas of development, marketing and communications, and be willing to partner closely with areas of affinity across campus while remaining an advocate for the University as a whole.

The Committee shall also include in its meetings, or portions thereof, other campus development volunteers as appropriate, such as volunteers from the Bronco Athletic Association, Alumni Association, Boise State Business Partnership Hub, and college advisory boards for the purposes of growing a culture of philanthropy and volunteer engagement.

Staff: The Vice President for Advancement shall be an ex-officio member and serve as the inaugural chair of the Committee. The Associate Vice President for Development and the Associate Vice President for Advancement Services will also support the Committee.

MEETINGS:

Committee meetings shall be held quarterly and more often as needed.

ROLES & RESPONSIBILITIES:

The Campaign Committee shall be responsible for providing strategic direction and leadership on fundraising activities of the Foundation, in support of the University. In conjunction with the Board as a whole, the Committee shall work to increase the engagement of all university constituencies in ways that meaningfully lead toward private gift support.

The Committee shall act in accordance with general policy and under the instruction of the Foundation Board of Directors and Vice President for Advancement to:

- Serve as advocate for the Foundation's mission and fundraising efforts on behalf of the University.
- Open personal and professional networks to support the fundraising objectives of the University.
- Participate in peer screenings.
- Steward key donors as requested.
- Serve as advisors for key fundraising initiatives and comprehensive campaign planning and execution.
- If appropriate, provide local and regional volunteer leadership related to University fundraising efforts and potentially host donor cultivation and stewardship events.
- Make recommendations to the Executive Committee related to policies or actions designed to assist in fundraising initiatives, campaign planning and execution, and budget.

- Periodically review assessments of fundraising initiatives and ensure their alignment with the University's Strategic Plan.
- Provide ongoing educational opportunities for the Foundation and other volunteer groups related to fundraising initiatives and issues related to philanthropy.
- Assist the University in long-term fundraising planning, such as future campaign feasibility assessments and goal setting.

CAMPAIGN COMMITTEE IMPLEMENTATION

MEMBERSHIP

Current Board roster to be reviewed and Committee Chair and Vice-Chair identified. All Board Directors are invited to participate in Committee meetings.

PURPOSE

The four primary goals of this committee are:

- *Education* related to philanthropy, campaign planning, and its impact at Boise State.
- *Activation* of a robust network of volunteers committed to supporting fundraising efforts across the University.
- *Coordination* of volunteer activity for maximum results.
- *Motivation* of volunteers, campus leaders, and development professionals.

MEETINGS

Quarterly business meetings of the committee will be held in person or video conference. Typical agenda items may include a review of quarterly productivity reports, a review of pertinent Foundation policies, a discussion of campaign progress and planning, or various recommendations to the Executive Committee.

Twice yearly – in May and November – in-person forums will be held in conjunction with the broader Campaign Leadership Council volunteers, and others, with a focus on the four above-stated goals. Typical agenda items may include education related to topics such as planned giving trends, Boise State alumni analytics or upcoming fundraising priorities; activation exercises that connect volunteers to each other and foster stronger partnerships with campus leaders and development professionals; review of current activity to achieve coordination and identify areas of collaboration; and, the celebration of successes and of the future to maintain a motivated team committed to Boise State.

FIRST STEPS

- Develop Committee Charter and gain approval of the Executive Committee.
- Identify a Committee Chair, Vice-Chair, and a minimum of three additional committee members.
- Schedule committee business meetings to review the charter, meeting structure and dates, and the Committee Chair's vision for the work of the Committee.
- Discuss engagement with each Board member and gauge interest in joining the committee; including, attending or hosting events, making thank-you calls/sending thank you letters, identifying potential donors, or accompanying campus leaders or development professionals at various meetings.

STAFF SUPPORT

- Matthew Ewing, Vice President for University Advancement (ex-officio)
- Argia Beristain, Association Vice President of Development
- Joseph Boeke, Associate Vice President of Advancement Services
- Alison Bilgic, Director of Administrative Services and Board Operations