

Approved February 23, 2024

*Governors Present:* **Christina Nichols – Chair**; Joyce Densmore-Thomas; Gayle Dilley; David Hodson; David Hufford; Olena Lacy; John Morrell; Chuck Nelsen; Matt Ober; Cathy Pleasant; Earl Reed; Tim Sauer; Dave Scotto; Braydan Young

*Ex Officio Present:* Steve Perez, President; Ahmad Boura, Vice President for University Advancement (CEO); Jamie Clyde, Interim Vice President for Business and Finance (CFO)

*Staff Present:* Pam Hollis, Dwight Seuser, University Advancement

## MINUTES

### **Chair’s Report: Chris Nichols**

Governance Committee Chair Chris Nichols called the meeting to order at 1:02 p.m. and welcomed new board members Gayle Dilley, Olena Lacy and Earl Reed. She asked if anyone had any corrections or changes to the minutes from the June meeting. There were none, and the committee approved the minutes.

Nichols explained the policy review process with the group and walked them through each of the policies under review this year, explaining that some of the policies are merely legal documents which cannot be amended. Others need regular review and occasional updates. The staff has recommended two changes in Section 1 as follows:

\*Policy # 1.7 – Authority to conduct business should be edited to allow the Chico State Enterprises (CSE) Chief Executive Officer the ability to delegate authority to execute business on behalf of the foundation. This will allow the CEO to delegate to the Financial Director (Vance Kelly) who is responsible for the work.

\*Policy #1.9 – This is the operating agreement between CSE and the University Foundation (UF). It expired on 6/30/2023 and needs to be updated to reflect the name change from the Research Foundation to Chico State Enterprises and to extend the term through 6/30/2026.

Dave Scotto recommended that Policy #1.7 reference the position rather than the name of the person to whom authority is being delegated. Pam Hollis confirmed that this is the way the document will be written (without names, only positions).

### **CEO’s Report: Ahmad Boura**

CEO Ahmad Boura notified the committee of two board resignations, Dennis Murphy, who had served for three years, has personal obligations that kept him from serving. Jeff Williams, who was new this year, let us know he would not be able to serve due to personal commitments. Boura also reviewed the potential new

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board candidates he is pursuing, including Daniel Cerda, Ellie Carbajal, Suzy McCreary and Lance Lew. He introduced two new candidates, Bob Nienaber and Ali Khorasanee.

**New Business: Nichols**

Nichols asked for any new business. There were no requests. Nichols said she would like to introduce Emeritus Status for Mike Prime as new business. Former board member and chair Mike Prime served the board for two nine-year terms in addition to two additional years as past chair. Although not an alumnus, Prime is a dedicated philanthropist and champion of Chico State and has shown devoted commitment to the institution over his many years of service on the board. Dave Scotto recalled that Prime was instrumental in creating the policy manual which guides the foundation board and its staff and spent years working with staff to update and codify the manual. His work laid the foundation for today's board and will serve the foundation for many years to come. Nichols noted that both Mike and his wife were avid fans of Chico State's soccer and basketball teams and supported the autism clinic on campus as well.

Dave Scotto moved to approve emeritus status for Mike Prime. Chuck Nelsen seconded the motion and the committee voted unanimously to approve.

Nichols adjourned the meeting at 3:45 p.m. noting that the next meeting will be held on Monday, February 19, 2024.

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