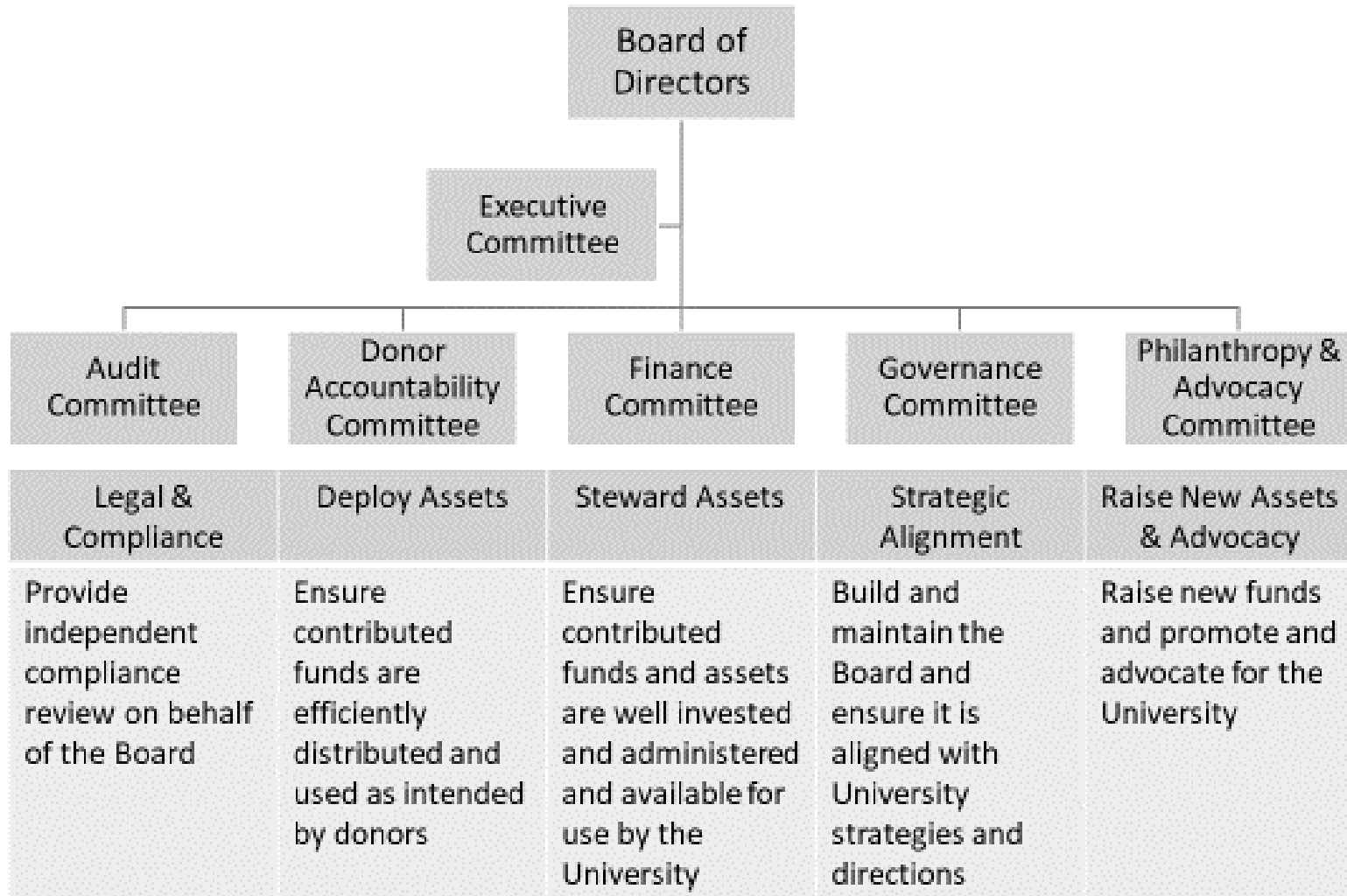


**Humboldt State University Foundation  
Committee Structure  
(adopted February, 2017)**



**HUMBOLDT STATE UNIVERSITY FOUNDATION  
BOARD OF DIRECTORS  
(ADOPTED JUNE 16, 2017)**

**PURPOSES OF THE FOUNDATION**

The Humboldt State University Foundation supports and advances the mission of Humboldt State University in multiple ways:

**Steward Assets** – ensuring that philanthropic contributions are well invested and used as donors intend

**Deploy Assets** – making certain that philanthropic funds are efficiently distributed and productively used by the University

**Raise New Assets** – engaging in the fundraising process in order to increase philanthropic funds available to the University including Board sponsored funds

**Strategic Alignment** – being familiar with the strategies and directions of the University and providing commentary and feedback to University leadership

**Advocacy** – serving as spokespersons and ambassadors for the University

**MEMBERSHIP OF THE BOARD OF DIRECTORS**

The Board of Directors seeks to represent a cross-section of the constituencies it serves and from whom it seeks private contributions, including consideration of age, gender, geographical location, personal background, professional expertise and ethnicity.

Members are appointed by the President of the University for a three-year term and may serve no more than two consecutive terms without leaving the Board for at least one year.

Board members are individuals who:

- Have achieved a level of distinction in their careers or communities
- Will reflect positively on the University and its alumni
- Embrace the importance of philanthropy in advancing the mission of the University

And are willing to:

- Learn about and persuasively articulate the case for the University
- Make the necessary commitment of time and personal resources including personal charitable contributions to the University
- Actively and personally engage in fundraising on behalf of the University

## **RESPONSIBILITIES OF BOARD MEMBERS**

Members of the Board are expected to attend Board meetings and make every effort to attend the annual meeting in-person. Board meetings are currently held three times per year with an annual meeting on-campus in the fall. In addition, each Board member should actively participate as a member of at least one Board committee, most meetings of which are held electronically.

In addition, Board members are expected to:

1. Support the mission, purpose, and goals of the University and the Foundation
2. Work closely with the University President, staff and faculty in the identification, cultivation, solicitation and stewardship of donors
3. Prepare for and participate actively in Board and committee meetings
4. Serve in leadership positions as appropriate
5. Maintain the confidentiality of private donor data and other Board matters as appropriate
6. Identify and cultivate women and men of distinction and achievement and who can make significant contributions to the work of the Foundation
7. Contribute annually at least \$1,000 to Humboldt State University from personal resources and create a permanent endowment of at least \$25,000, which can be in the form of a planned gift or estate plan
8. Serve the Foundation as a Board member rather than as a representative of any interest group or constituency
9. Maintain independence and objectivity and do what a sense of fairness, ethics and personal integrity dictate even though not necessarily obliged to do so by law, regulation or custom
10. Read and understand the Foundation's financial statements and otherwise help the Board fulfill its fiduciary responsibilities
11. Serve as an advocate for the University among its constituencies

## **COMMITTEE TYPES**

**Advisory Committees** may include both Board members and non-Board members but cannot be delegated authority to act on behalf of the Board.

**Board Committees** cannot include non-Board members but may be delegated specific authority to act on behalf of the Board.

**Audit Committee** membership and authority is dictated by statute to ensure independence from the Board and especially the Finance and Investment Committee.

## **ROLES AND RESPONSIBILITIES OF THE COMMITTEES**

### **Executive Committee**

Type: Board Committee (Board members only)

Role: The Executive Committee, with certain limitations, is granted power and authority to conduct the business of the Foundation when the Board of Directors is unable to meet.

The Executive Committee is comprised of the Chair, Vice-chair, Treasurer, Secretary, Executive Director, and the Chairs of the Committees. The immediate past President can serve on the Executive Committee if still a member of the Board.

### **Audit Committee**

Type: State law requires the Foundation to have an audit committee, separate and independent from the Finance and Investment Committee, appointed by the Board of Directors. The Chair of the Audit Committee may not be a member of the Finance and Investment Committee. Members of the Finance and Investment Committee must make up no more than a minority on the Audit Committee. The Audit Committee may not include any members of the staff, including the University President. The Board may appoint members to the Audit Committee who are not members of the Board.

Role: The Audit Committee provides the Board of Directors with an independent review of the financial audit and other legal and compliance matters pertaining to the Foundation.

Responsibilities:

1. Recommend to the Board of Directors the retention and termination of an independent certified public accountant to serve as auditor
2. Subject to approval of the Board, negotiate the compensation of the auditor on behalf of the Board
3. Confer with the auditor to satisfy the Audit Committee members that the financial affairs of the Foundation are in order
4. Review and determine whether or accept the audit
5. Approve performance of any non-audit services provided to the Foundation by the auditor

## **Donor Intention & Fulfillment Committee-Formerly Donor Accountability Committee**

Type: Advisory Committee (may include non-Board members)

Role: The Donor Intention and Fulfillment Committee assists the Board of Directors in making certain that contributions are efficiently used by the University for the purposes the donor intended.

### **Responsibilities:**

1. Assist the Board of Directors in its understanding of the uses of contributions by the University
2. Collaborate with University staff to develop a climate of philanthropy on campus that values donors as partners in the accomplishment of the University's mission
3. Develop methods to ensure accountability to donors for the use of their contributions and to report the results of charitable contributions
4. Accumulate and promulgate stories regarding the impact of charitable contributions on campus
5. Develop guidelines for the use of charitable contributions and grant making criteria for unrestricted contributions
6. Advocate with Board members and others to encourage individual philanthropic giving to the Foundation and the University
7. Provide input and guidance for philanthropic activities of the University and collaborate with the Philanthropy and Advocacy Committee to enhance donor satisfaction

## **Finance and Investment Committee**

Type: Board Committee (Board members only)

Role: The Finance and Investment Committee assists the Board of Directors by stewarding assets to ensure that philanthropic contributions are well invested and used as donors intend.

### **Responsibilities:**

1. Develop and maintain an investment philosophy that seeks to provide a consistent level of distributions that keeps pace with inflation
2. Develop an investment policy for approval by the Board of Directors that establishes and maintains an appropriate balance between risk and return; review the investment policy periodically and recommend modifications as necessary
3. Recommend to the Board of Directors an investment consultant and manage the working relationship with the investment consultant
4. Implement investment strategies including the selection of investment managers within

the parameters set by the investment policy

5. Monitor investment performance and advise the Board of Directors
6. Review the Foundation operating budget and present it to the Board of Directors for approval
7. Review Foundation financial statements and budget reports and advise the Board of Directors
8. Review issues of a financial nature, or having a significant potential financial impact on the Foundation, and make recommendations to the Board of Directors

### **Governance and Strategy Committee**

Type: Advisory Committee (may include non-Board members)

Role: The Governance and Strategy Committee assists the Board of Directors by building and maintaining the Board of Directors and ensuring that it is aligned with University strategies and directions.

Responsibilities:

1. Develop and monitor a multi-year strategic plan for the Foundation
2. Ensure that the Board represents the constituencies served by the Foundation and those from whom it seeks charitable contributions taking into consideration age, gender, geographical location, personal background, professional expertise and ethnicity
3. Provide periodic evaluation and assessment of the Board of Directors, individually and collectively
4. Assist in the identification and recruitment of highly qualified and committed individuals as candidates for board membership
5. Provide orientation for new board members and opportunities for the Board to become educated regarding Foundation matters

### **Philanthropy and Advocacy Committee**

Type: Advisory Committee, may include non-Board members

Role: The Philanthropy and Advocacy Committee assists the Board of Directors in raising new assets and advocating on behalf of the University.

Responsibilities:

1. Assist the Board of Directors in its understanding of University priorities and needs for

philanthropic support

2. Collaborate with University staff to develop clear and convincing cases for philanthropic support for University priorities
3. Enlist Board members and other volunteers in the identification, cultivation, and solicitation of prospects and donors to the University
4. Advocate with Board members and others to encourage individual philanthropic giving to the Foundation and the University
5. Work in partnership with the University President to advocate on behalf of the University and serve as ambassadors for the University in a variety of settings
6. Provide input and guidance for philanthropic activities of the University and collaborate with the Donor Accountability Committee to enhance donor satisfaction
7. Follow-up with active donors to thank them for their generous support of students and the University