

CAL STATE EAST BAY EDUCATIONAL FOUNDATION

Nominating Committee Meeting Minutes

Tuesday, January 3, 2023

Email Vote

APPROVING MEMBERS:

Rich Sherratt, Chair

Evelyn Buchanan

Johan Klehs

Randall Davis

Richard Carson

Patrick Devine

STAFF:

May Hernandez, Director, Educational Foundation

I. Educational Foundation Bylaw Update:

Evelyn Buchanan requested May Hernandez to send out the attached email for the Governance Committee to approve the final bylaws via email which the committee had worked on beginning in August 2022 and finalized in January 2023.

Approval of the Updated Educational Foundation Bylaws: The committee reviewed the bylaws as presented via email on January 3, 2023. On motion duly made, seconded, and unanimously carried:

MINUTE ACTION: that the committee approves the updated Educational Foundation bylaws as prepared.

Motion by: Evelyn Buchanan Seconded by: All Committee Members Motion: Passed

Educational Foundation Bylaw Update

15 messages

May Hernandez <may.hernandez@csueastbay.edu>

Tue, Jan 3, 2023 at 4:57 PM

To: Rich Sherratt <rsherratt@ertecsystems.com>, Evelyn Buchanan <evelyn.buchanan@csueastbay.edu>, Marvin Remmich <Marvin@marvinremmich.com>, "Richard G. Carson" <rcarsoncpa@gmail.com>, Randall Davis <randydavis2018@gmail.com>, Johan Klehs <johanklehs@comcast.net>, Patrick Devine <ptdevine@yahoo.com>

Dear all,

We hope your holiday season was enjoyable and relaxing.

Attached please find the proposed bylaws with the suggested revisions we received for your review.

Also, there was a question about the indemnification clause. To clarify, in the current bylaws, Indemnification is addressed in Section 7. We've always had protections for trustees and others. That said, the proposed bylaws expand upon that by adding a process for approval of indemnity and advancement of expenses clauses. See attached for the current and proposed language.

If the current draft meets your approval, please indicate so by using reply all to this email. If you have additional revisions or questions, submit them using reply all.

Once we have the appropriate approval, the committee can move the bylaws forward at the next general session of the board in February.

Thank you for your feedback.

Sincerely,

Evelyn and May

May Hernandez

Director, Advancement Budget, Operations & Foundation
University Advancement

CAL STATE
EAST BAY

25800 Carlos Bee Blvd.
Hayward, CA 94542



2 attachments

 **Ed Fnd Bylaws FINAL.doc**
135K

 **indemnification clauses Updated.docx**
14K

Marvin Remmich <marvin@marvinremmich.com>

Wed, Jan 4, 2023 at 4:16 AM

To: May Hernandez <may.hernandez@csueastbay.edu>, Rich Sherratt <rsherratt@ertecsystems.com>, Evelyn Buchanan <evelyn.buchanan@csueastbay.edu>, "Richard G. Carson" <rcarsoncpa@gmail.com>, Randall Davis

<randydavis2018@gmail.com>, Johan Klehs <johanklehs@comcast.net>, Patrick Devine <ptdevine@yahoo.com>

Approved



Did you know... "Believe you will be successful and you will."

Marvin A. Remmich

dre #00530491

Broker, Emeritus, CCIM, CDPE, CREO, NRBA, TAN

RAM Properties

Office: 925 837 0199

Email: Marvin@MarvinRemmich.com; www.MarvinRemmich.com



[Quoted text hidden]

Patrick Devine <ptdevine@yahoo.com>

Wed, Jan 4, 2023 at 6:52 AM

To: May Hernandez <may.hernandez@csueastbay.edu>

Cc: Rich Sherratt <rsherratt@ertecsystems.com>, Evelyn Buchanan <evelyn.buchanan@csueastbay.edu>, Marvin Remmich <Marvin@marvinremmich.com>, "Richard G. Carson" <rcarsoncpa@gmail.com>, Randall Davis <randydavis2018@gmail.com>, Johan Klehs <johanklehs@comcast.net>

Approved

Sent from my iPhone

On Jan 3, 2023, at 4:58 PM, May Hernandez <may.hernandez@csueastbay.edu> wrote:

[Quoted text hidden]

2 attachments

Ed Fnd Bylaws FINAL.doc
135K



indemnification clauses Updated.docx

14K

Randall Davis <randydavis2018@gmail.com>

Wed, Jan 4, 2023 at 10:33 AM

To: May Hernandez <may.hernandez@csueastbay.edu>

Cc: Rich Sherratt <rsherratt@ertecsystems.com>, Evelyn Buchanan <evelyn.buchanan@csueastbay.edu>, Marvin Remmich <Marvin@marvinremmich.com>, "Richard G. Carson" <rcarsoncpa@gmail.com>, Johan Klehs <johanklehs@comcast.net>, Patrick Devine <ptdevine@yahoo.com>

I am for the newly proposed Bylaws.

A question-

When these new laws are implemented, how does it affect the existing members of the Board? I assume the current leadership and membership is grandfathered in... or is some other mechanism used to verify that the team in place now assumes their current roles under the new Bylaws? And I hope that many of our serving members- including those with many years of service- fall under the 3 year terms- 3 terms per member limit from the start of the new Bylaws.

I think the new Bylaws are good- I'd just like to confirm that adopting them does not disrupt the leadership and experience we have on the Board.

Many Thanks,
Randy

Sent from my iPhone

On Jan 3, 2023, at 4:58 PM, May Hernandez <may.hernandez@csueastbay.edu> wrote:

Dear all,

[Quoted text hidden]

[Quoted text hidden]

2 attachments



Ed Fnd Bylaws FINAL.doc

135K



indemnification clauses Updated.docx

14K

Rich Sherratt <rsherratt@ertecsystems.com>

Wed, Jan 4, 2023 at 11:22 AM

To: Randall Davis <randydavis2018@gmail.com>, May Hernandez <may.hernandez@csueastbay.edu>

Cc: Evelyn Buchanan <evelyn.buchanan@csueastbay.edu>, Marvin Remmich <Marvin@marvinremmich.com>, "Richard G. Carson" <rcarsoncpa@gmail.com>, Johan Klehs <johanklehs@comcast.net>, Patrick Devine <ptdevine@yahoo.com>

Excellent point and should be grandfathered but if not it gives several of us an opportunity to retire.

[Quoted text hidden]

Rich Sherratt <rsherratt@ertecsystems.com>

Wed, Jan 4, 2023 at 11:32 AM

To: May Hernandez <may.hernandez@csueastbay.edu>, Evelyn Buchanan <evelyn.buchanan@csueastbay.edu>, Marvin Remmich <Marvin@marvinremmich.com>, "Richard G. Carson" <rcarsoncpa@gmail.com>, Randall Davis <randydavis2018@gmail.com>, Johan Klehs <johanklehs@comcast.net>, Patrick Devine <ptdevine@yahoo.com>

Approved. Randy's question should be addressed. It can be clarified in the staff report to the board.

Wed, Jan 4, 2023 at 11:47 AM

To: Randall Davis <randydavis2018@gmail.com>
Cc: Rich Sherratt <rsherratt@ertecsystems.com>, Evelyn Buchanan <evelyn.buchanan@csueastbay.edu>, Marvin Remmich <Marvin@marvinremmich.com>, "Richard G. Carson" <rcarsoncpa@gmail.com>, Johan Klehs <johanklehs@comcast.net>, Patrick Devine <ptdevine@yahoo.com>

Hello,

I discussed this point with Evelyn, she informed me that they will be grandfathered in as you described, and no disruption will occur. My understanding is exactly as Randy described, everything starts from this point for long standing members.

May Hernandez

Director, Advancement Budget, Operations & Foundation
University Advancement

**CAL STATE
EAST BAY**

25800 Carlos Bee Blvd.
Hayward, CA 94542



[Quoted text hidden]

Wed, Jan 4, 2023 at 1:03 PM

rcarsoncpa@gmail.com <rcarsoncpa@gmail.com>

Wed, Jan 4, 2023 at 3:46 PM

To: johanklehs@comcast.net

Cc: May Hernandez <may.hernandez@csueastbay.edu>, Randall Davis <randydavis2018@gmail.com>, Rich Sherratt <rsherratt@ertecsystems.com>, Evelyn Buchanan <evelyn.buchanan@csueastbay.edu>, Marvin Remmich <Marvin@marvinremmich.com>, Patrick Devine <ptdevine@yahoo.com>

I have no problem with what has been developed and modified. Thanks and "I Approve".

Rich Carson

Sent from my iPhone

On Jan 4, 2023, at 1:52 PM, johanklehs@comcast.net wrote:

Sort of like a new constitution for an old country. Lots of grandfathers and grandmothers.

When these new laws are implemented, how does it affect the existing members of the Board? I assume the current leadership and membership is grandfathered in... or is some other mechanism used to verify that the team in place now assumes their current roles under the new Bylaws? And I hope that many of our serving members- including those with many years of service- fall under the 3 year terms- 3 terms per member limit from the start of the new Bylaws.

I think the new Bylaws are good- I'd just like to confirm that adopting them does not disrupt the leadership and experience we have on the Board.

Many Thanks,

Randy

Sent from my iPhone

On Jan 3, 2023, at 4:58 PM, May Hernandez <may.hernandez@csueastbay.edu> wrote:

Dear all,
We hope your holiday season was enjoyable and relaxing.

Attached please find the proposed bylaws with the suggested revisions we received for your review.

Also, there was a question about the indemnification clause. To clarify, in the current bylaws, Indemnification is addressed in Section 7. We've always had protections for trustees and others. That said, the proposed bylaws expand upon that by adding a process for approval of indemnity and advancement of expenses clauses. See attached for the current and proposed language.

If the current draft meets your approval, please indicate so by using reply all to this email. If you have additional revisions or questions, submit them using reply all.

Once we have the appropriate approval, the committee can move the bylaws forward at the next general session of the board in February.

Thank you for your feedback.

Sincerely,
Evelyn and May

May Hernandez

Director, Advancement Budget, Operations & Foundation
University Advancement

**CAL STATE
EAST BAY**

25800 Carlos Bee Blvd.
Hayward, CA 94542



[Quoted text hidden]

May Hernandez <may.hernandez@csueastbay.edu>
To: Evelyn Buchanan <evelyn.buchanan@csueastbay.edu>

Fri, Jan 27, 2023 at 3:20 PM

Hi VP,

Every member of the committee did reply with approved, the only discussion was around the grandfathering in of members, but otherwise we are confirmed good to move to the Board based on committee approval. Thank you!

May Hernandez

Director, Advancement Budget, Operations & Foundation
University Advancement

**CAL STATE
EAST BAY**

25800 Carlos Bee Blvd.
Hayward, CA 94542



[Quoted text hidden]