North Dakota University System Foundation
Minutes of the June 2, 2016, 9:00 a.m. CT.
Bismarck State College, NECE, Rm 436

Call to Order
Chancellor Hagerott called the meeting to order at 9:00 a.m. CT.

Members Present:
- Mr. Jon Backes (via phone)
- Dr. Kevin Melicher
- Representative Cynthia Schreiber Beck (via phone)
- Dr. Larry C. Skogen
- Mr. Mike Warner (via phone)
- Chancellor Mark Hagerott (ex officio)

Members Absent:
- Ms. Kathleen Neset
- Senator Erin Oban

Others Present:
- Ms. Tammy Dolan, Chief Financial Officer
- Ms. DeeDee Johnson, Special Projects Assistant
- Ms. Laura Schratt, Director of Audit Services
- Ms. Rebecca Wimer, Executive Assistant to the Chancellor

Agenda
It was moved by Warner, seconded by Schreiber Beck, to approve the agenda.

Melicher, Schreiber Beck, Skogen and Warner voted aye. Motion carried.

Meeting Minutes
It was moved by Schreiber Beck, seconded by Warner, to approve the April 14, 2016 minutes.

Melicher, Schreiber Beck, Skogen and Warner voted aye. Motion carried.

Financial Report
Ms. Dolan presented the financial report, from January 1, 2016 – current, for the NDUS Foundation.

It was moved by Schreiber Beck, seconded by Skogen, to approve the NDUS Foundation financial report.

Melicher, Schreiber Beck, Skogen and Warner voted aye. Motion carried.
**NDUS Foundation Revisions**

Ms. Dolan reviewed the proposed changes to the Foundation bylaws. The committee discussed Article V: Trustees: Section 3. Quorum. It was suggested to table this discussion until legal could provide feedback. It was noted in Article IX: Officers and Duties: Section 1. Election and Section 8. Vacancies, that the Secretary Treasurer is elected but in the Operating Agreement it states this position is appointed. The language will be changed to describe the appointment of the Secretary-Treasurer so that it is consistent with the Operating Agreement.

*It was moved* by Skogen, seconded by Schreiber Beck, to table the NDUS Foundation Bylaws until legal review on Article V: Section 3, relative to quorums. Specifically, can business be conducted with less than a quorum.

Melicher, Schreiber Beck, Skogen and Warner voted aye. Motion carried.

After the meeting, Mr. Nick Vaughn, Attorney General’s Office, confirmed that a meeting can continue with less than a quorum but, as the revised bylaws state in Section 3, no business can be conducted (votes) with less than a quorum present. If four voting members are present at the start of a meeting to establish a quorum and then one leaves, the meeting can continue with three but it would be limited to just discussion. There would be no violation of the open meeting law if the Foundation continued a meeting with just three members.

Ms. Dolan reviewed the proposed changes to the NDUS Foundation policies and procedures. President Melicher suggested to include additional language to Section 2001: Fundraising stating that the NDUS Foundation is here to not only move our university system forward but also support the local institutional Foundations. It was also suggested to further clarify the type of institutional foundation, i.e., existing institutional foundation.

*It was moved* by Skogen, seconded by Backes, to table the NDUS Foundation policies and procedures until suggested changes are made.

Backes, Melicher, Schreiber Beck, Skogen and Warner voted aye. Motion carried.

*It was moved* by Warner, seconded by Backes, to approve the NDUS and NDUS Foundation Operating Agreement.

Backes, Melicher, Schreiber Beck, Skogen and Warner voted aye. Motion carried.

Changes will be made to the proposed bylaws and policies and procedures. The Foundation will review these at their next meeting. Until approved, the Foundation will operate under the current bylaws and policies and procedures.

**Envision 2030 Discussion**

Foundation members provided their feedback on the Envision 2030 Summit.

**Dakota Medical Foundation and the Miller Group**

President Melicher and Mr. Warner presented information on the methodologies of other nonprofit organizations, the Dakota Medical Foundation and The Miller Group. President Melicher said that if the NDUS Foundation were to develop a good strategy, the Dakota
Medical Foundation would be willing to help move the Foundation forward by providing some special training and other opportunities.

**Thoughts on Strategy**
Members discussed options for soliciting money for scholarships. They emphasized the need to having someone, possibly an NDUS staff member, work on moving the Foundation forward. President Melicher said that we need to figure out the strategies that will work the best to allow us to grow the Foundation. Dr. Skogen was tasked with developing a list of potential areas of focus/strategies for the group to consider. These will be discussed and narrowed down at the next meeting.

The Foundation discussed offering a faculty recognition award, exact amount yet to be determined, at the upcoming Arts and Humanities Summit at UND on September 29. President Melicher volunteered to lead this effort.

**Future Meeting Dates**
The next meeting of the Foundation will be in September. Proposed meeting dates will be sent out to the members.

President Melicher adjourned the meeting at 10:30 a.m. CT.