

**UNIVERSITY OF MINNESOTA ALUMNI ASSOCIATION
NATIONAL BOARD OF DIRECTORS MINUTES
Saturday, April 6, 2013, 8:30 – 11:00 a.m.
Gross Family Board Room, McNamara Alumni Center**

Board Members Attending

Adams Loyd, Susan
Beniak, Judy
Blissenbach, Henry
Campe, John - phone
du Bois, Jim
Finsness, Elizabeth
Gates, Leah - phone
Freimark, Natasha
Hallin, Gayle
Hancher, Michael
Hofflander, Linda - phone
Horsager, Kent
Lanphere, Jane - phone
La Valleur, June
Lichty, Marshall
Linster, Janice

McDonald, Dan
Meyer, Scott
Oftelie, Alexander
Omlie, Joey - phone
Page, Alison
Phenix, Amy
Pichler, Jim
Pinkney, Beth
Reed, Maureen
Schaff, Clinton - phone
Schott, Patrick
Spence, Pat
Trecker, Andrew
Walstad, Dave
Wiese, Sandra
Welshons, Bonnie

Board Members Unable to Attend

Abbruzzese, Dave
Bond, Walter
Edwards, Brittany
Joselyn, Bernadine
Martin, Roy
McDonald, Tom
Phenix, Amy
Schultz, Martin
Williams, Taylor
Wilson, Grant
Williams, Todd

UMAA Staff Attending

Coffer, Curtis
Isaak, Ruth
Korman, Caryn Schultz
Radar, Bruce
Vicich, Lori Ann

Guests:

Bob Burgett, Vice President of Development, University of Minnesota Foundation

Chair's Report

Chair Horsager called the meeting to order, noting that many agenda items coming before the board today were the culmination of the years' work. He thanked board members and staff for accomplishing so much during this year of transition. He said the alumni association has been very aggressive in engaging alumni and has not tabled any of the stated FY13 goals while conducting a CEO search.

He referred to the board's action through an email vote approving changes to the McNamara Gateway Corporation, originally made up of the University of Minnesota Alumni Association (UMAA), the University of Minnesota (UMF) and the Minnesota Medical Foundation (MMF.) The merger of UMF and MMF resulted in changes to the governance structure of the organization. The Gateway Corporation is embarking on a strategic planning process. UMAA will be a key player in that process.

University Report

Jason Rohloff, Special Assistant to the President for Government Relations, told board members that while the Legislative session was far from over, University leaders were optimistic about the University's legislative request. The February state budget forecast was better than expected.

Higher education targets from the House and Senate were released at \$150 million and \$262 million increase in higher education spending respectively. The crowning jewel of the legislative agenda is the proposed tuition freeze (\$14.4 million each year.) It has gained traction, drawing attention to the tremendous disinvestment in higher education over the past several years.

Rohloff is pleased with the reaction of legislators to the MnDRIVE initiatives, which include \$36 million for research in four key areas. There is optimism about the loan forgiveness proposal, which includes \$1.5 million recurring state appropriation for pharmacy, nursing, medical, dental, and veterinary students who agree to serve in an underserved area of the state.

The University is promising to be accountable by reallocating \$28 million over the biennium and meet at least three out of five performance goals in order to receive an additional 1% of the biennial appropriation (an increase of \$11.5 million beginning in FY15.)

He reviewed the 2013 capital request submitted by the University, noting that this is not a major bonding year but items were submitted in a joint bill with the Minnesota State Colleges and Universities (MNSCU) system.

Alumni will see more information throughout the month of April, when action, advocacy and regular information alerts will go out. He urged board members to make sure they are signed up at:
<http://supporttheu.umn.edu/>

Consent Agenda

Horsager directed board members' attention to the January 12 National Board Minutes and the February 5 minutes on an email vote and asked for a motion to approve. He noted that the February 5 email vote pertained to the University Gateway Corporation and action necessary to recognize the merger of the Minnesota Medical Foundation and the University of Minnesota Foundation.

MOTION: Approve January 12 and February 5 National Board Minutes
APPROVED UNANIMOUSLY

*04/06/13 UMAA National Board of Directors Meeting Minutes
Approved by the National Board of Directors – June 19, 2013*

The January 31 Financial Statements, December 31, 2012 Investment Report, February 2013 Membership Report and February, 2013 Alumni Survey were provided for board information.

Awards Committee Report

Jim du Bois, Awards Committee Chair, reported that the committee reviewed all UMAA awards, the number of applications received in the past and alignment with our strategic plan.

The committee has made the following changes:

1. Created a new young alumni award, the U40 award - which is designed to recognize a graduate who is under 40 years of age and who has had some early success in his/her career.
2. Defined the committee as the entity selecting the Advocate of the Year Award and aligned the award criteria and process to be consistent with other UMAA awards.
3. Eliminated the Faculty/Staff of the Year Award because of duplication with other faculty recognition awards
4. Aligned the applications to be more consistent with the strategic plan - specifically focusing on the Partner, Engage and Advocate categories.

Awards committee member, Beth Pinkney, encouraged board members to urge colleges to submit award applications because all colleges were not represented.

Bylaws Revision Committee Report

Marshall Lichty, Chair of the Bylaws Revision Committee, reviewed a summary of changes to the Association's bylaws which will align the bylaws with the board's restructuring approved on March 24, 2012. Noting that board members have had the opportunity to review all changes, he reiterated that the council chairs must also be board directors.

MOTION: Approve changes to the bylaws as summarized in Attachment 1(attached)
APPROVED UNANIMOUSLY

Board Development Committee Report

Maureen Reed, Nominating Board Development Committee chair, said the committee's charge was recommending officers for approval by the national board and recommending board composition for approval by the association membership at the Annual Meeting.

The committee had the additional task this year of reshaping the structure of the board to conform to the approved size and composition as approved by the board on March 24, 2012 for implementation by July 1, 2013. The committee selected directors to represent councils. When councils are fully functioning, the councils will recommend individuals from their council to the Nominating Board Development Committee for their consideration.

The committee reviewed terms but also looked at overall needs of the board. There was some adjustment of terms to allow for a smooth term rotation going forward. It is suggested that the entire newly restructured board be presented to the membership because of the major changes.

The Nominating Board Development Committee recommends approval by the national board of the following individuals for FY14 board officers:

2013-2014 OFFICERS

Chair -Susan Adams Loyd

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Chair-elect –Jim du Bois
 Vice Chair -Alison Page
 Secretary/Treasurer -Dan McDonald
 Immediate Past Chair -Kent Horsager

MOTION: Approve FY14 officers as recommend by the Nominating Board Development Committee.
APPROVED UNANIMOUSLY

The committee recommended the following FY14 board composition for approval by the association membership at the April 19 annual meeting:

AT-LARGE DIRECTORS (7)

2013-2014	2013-2015	2013-2016
Kent Horsager	Susan Adams Loyd	David Walstad
Todd Williams	Dan McDonald	Alison Page
Sandy Wiese		

AFFINITY COUNCIL DIRECTORS (5)

2013-2014	2013-2015	2013-2016
Hank Blissenbach	Judy Beniak	Janice Linster
	Gayle Hallin	Jim du Bois

GEOGRAPHIC COUNCIL DIRECTORS (3)

2013-2014	2013-2015	2013-2016
Bernadine Joselyn	Clint Schaff	Linda Hofflander

YOUNG ALUMNI DIRECTORS (2)

2013-2015	2013-2016
Natasha Freimark	Alex Oftelie

STUDENT DIRECTORS (2)

MSA President – to be named
 GAPSA President – to be named

UMAA
 President and CEO

UNIVERSITY PARTNERS

Faculty – to be named by the Faculty Consultative Committee (FCC)
 UMF President - Becky Malkerson
 Athletic Director - Norwood Teague
 President’s Designee - Amy Phenix

FY2012 Tax Return Review

Secretary-treasurer Patrick Schott reported the Finance and Audit Committee had reviewed and discussed the FY12 tax return and it was in good order. Coffey noted that there was no action necessary because the board had delegated audit approval authority to the Finance and Audit committee.

FY13 Audit and Tax Return Engagement

McGladrey LLP has provided the Alumni Association's audit and tax services annually since 1997. The Finance and Audit Committee's charter states: "No less often than every five years, solicit bids for audit and tax preparation services and recommend to the Board the selection, engagement (including compensation terms) and discharge of the independent auditors..." The last solicitation was in 2007 for the FY08 engagement.

Schott noted the Alumni Association is undergoing an unexpected leadership change in FY13. The former CEO departed in early October, an external consultant has filled the position in the interim and a new CEO will not start until April at the earliest.

McGladrey LLP has provided a one-year proposal for FY13 audit and tax services, with partner Steve Draxler and manager Rick Kes continuing on the audit team. The proposed fees for the engagement increase 4.8% over FY12.

The Executive Committee at its March 21, 2013 meeting, approved and recommended that the National Board approve the proposed action.

MOTION: Approve retaining auditors, McGladrey LLP, for one more year before soliciting proposals from other auditors.
APPROVED UNANIMOUSLY

CEO Report

Interim CEO Scott Meyer shared a presentation on the UMAA, noting that the Alumni Association has a clear vision as stated in the strategic plan and it operates at the intersection of pride and engagement. He outlined guiding principles, FY13 accomplishments and FY14 goals and objectives, noting the presentation was a quick snapshot of what the UMAA is and what it does. He noted that it was a remarkable time for the Alumni Association and thanked Chair Horsager, staff and the board for the year's aggressive agenda in the midst of a search for a permanent CEO.

President and CEO Search Update

CEO Search Committee Chair, Susan Adams Loyd, thanked search committee members:

Judy Beniak – Board Member

Robert Burgett – University of Minnesota Foundation

Chris Cramer – Faculty

Jim du Bois - First Vice Chair, Board Member

Brittany Edwards – Board Member representing the Graduate and Professional Student Graduate Assembly

Bernadine Joselyn – Board Member

Ruth Isaak – UMAA staff

Amy Phenix – President's Office and Board Member

Todd Williams – Board Member

Sri Zaheer - Dean, Carlson School of Management

The committee selected Keystone Search to conduct the search and Katie Stuckert, Associate to the Vice President for Human Resources, provided assistance.

Committee Charge

Conduct a national search and recommend their top candidate for the position of President and CEO of the University of Minnesota Alumni Association to the national board.

Committee Work

Chair Loyd thanked the committee, noting the many meetings and long hours, but also for the different perspective that each committee member provided. The national search yielded a broad group of candidates. The committee conducted first and second round interviews with their top candidates. Two candidates were invited to return to campus to visit with selected partners and stakeholders. This group provided feedback to the search committee.

Outcome

The Search Committee enthusiastically and unanimously recommends the hiring of Lisa R. Lewis. Ms. Lewis has 23 years of experience in alumni association work. She is currently the Executive Director of the University of Connecticut Alumni Association since her appointment in 2007. She was also the President of the South Florida Alumni Association and Associate Vice President of Alumni Affairs for seven years in addition to other leadership positions at an associate executive level.

Lewis has broad experience in all aspects of association management with an emphasis on leadership, board management, membership, marketing, communications, income development, legislative advocacy, strategic planning, financial and staff management. Lewis is an honors graduate of the University of South Florida, with degrees in both marketing and public relations.

Loyd introduced Lewis to the board. Lewis presented her professional background and why she was excited about the position. Board members had the opportunity to ask Ms. Lewis questions.

Susan Adams Loyd, CEO Search Committee Chair and National Board Chair-elect and Kent Horsager, National Board Chair presented the following motion.

MOTION: The Executive Compensation has met, considered the Search Committee recommendation and according to its bylaws charge, approved a compensation package. It is recommended to hire Lisa R. Lewis to serve as President and CEO of the University of Minnesota Alumni Association.

APPROVED UNANIMOUSLY

Lewis was presented with Gopher apparel and the meeting adjourned with the singing of 'The Rouser.' Lewis was congratulated by board members and staff at a reception following the meeting.

Submitted by Ruth Isaak
For Patrick Schott, Secretary-Treasurer

UNIVERSITY OF MINNESOTA ALUMNI ASSOCIATION

I. AGENDA ITEM: University of Minnesota Alumni Association Board of Directors
Saturday, April 6, 2013 – Attachment 1

II. TITLE: University of Minnesota Alumni Association Revised Bylaws

Discussion Information Approval

III. RECOMMENDED RESOLUTION OR PROPOSED ACTION:

The Board of Directors approves the Association's revised bylaws. The revisions align the bylaws with the board restructuring approved on March 24, 2012.

IV. BACKGROUND INFORMATION:

The Executive Committee, at its March 21, 2013 meeting, and the ad hoc Bylaws Revision Committee, at its February 25, 2013 meeting, approved and recommended that the Board of Directors approve the proposed action. A summary of the proposed bylaws changes follows:

- **Article II – MISSION.** Restated to reflect the mission statement adopted in the 2011-2016 Strategic Plan.
- **Article IV – MEMBERSHIP, Section 1 – Classes of Membership.** Makes current students of the University of Minnesota eligible for regular membership.
- **Article V – MEETINGS OF MEMBERS, Section 1 – Annual Meeting.** Two changes: the first adds flexibility to the manner in which the annual meeting of members may be held; the second aligns this section with the revised composition of the Board described in Article VI, Section 1.
- **Article VI – BOARD OF DIRECTORS, Section 1 – Composition.** The composition of the board is reduced to twenty-five voting and one non-voting Directors from up to forty-eight voting and six non-voting Directors:
 - Board officers are no longer a separate class of Directors (currently eight directors).
 - The number of at-large Directors is reduced to seven from nine to twelve.
 - Twelve Directors representing the Board Councils replace fifteen collegiate/professional school representatives and nine to twelve geographical representatives.
 - The Directors representing the Board Councils are elected by the general membership. Currently, the collegiate/professional school representatives are selected by their groups and not elected by the general membership, whereas the geographical representatives are nominated by the Nominating/Board Development Committee and elected by the general membership.
 - The number of voting ex-officio Directors increases from one to five. (The University of Minnesota Foundation and Minnesota Medical Foundation merged February 1, 2013).
 - The number of non-voting ex-officio Directors decreases from six to one.
 - Term limits for elected directors, and the exception for elected officers, remain unchanged at two consecutive full three-year terms.

- The term for a Director serving as a substitute for an ex-officio Director is one year, with no limit to the number of terms, subject to the approval of the Nominating/Board Development Committee.
- To ensure independence from, and prevent conflict of interest with, the University of Minnesota, at no time shall more than one third of the voting Directors be employees of the University of Minnesota or ex-officio voting Directors.
- **Article VII – OFFICERS, section 1 - Officers of the Board, A. Composition.**
 - The number of officers decreases to five from eight by eliminating the three Vice Chairs.
 - The modifier “First” has been dropped from the title of Vice Chair, as there is now only one Vice Chair.
 - The office of Past Chair replaces the office of immediate living Past Chair.
- **Article VII – OFFICERS, section 1 - Officers of the Board, B. – Election and Term of Office.** Officers must be elected, voting Directors – either at-large Directors or Directors representing the Board Councils. Ex-officio Directors are not eligible to serve as officers. Currently, officers must be voting Directors.
- **Article VIII – Committees.**
 - The number of standing committees is reduced to three from four. A combined committee – the Executive and Executive Compensation Committee – replaces two current committees – the Executive Committee and the Executive Compensation Committee – and assumes the duties of the current committees.
 - Editorial changes clarify, simplify and align language with changes in the Board composition, Officers and standing committees.
 - Defines and clarifies the duties of the Nominating and Board Development Committee.
- **Article IX – Councils, section A. – Establishment and Composition.**
 - Authorizes the Board to establish and determine the composition of Board Councils.
 - Defines the role of the councils as to provide recommendations, advice and counsel to the Board regarding key strategic issues relative to their respective constituencies and specific areas of interest, and to the Nominating and Board Development Committee regarding the nomination of Board Directors.
 - Affirms that the councils are subject to the direction and control of the Board.
- **Article IX – Councils, section B. – Board Council Chairs.**
 - Establishes that each council shall elect its chair from among the Board Directors serving on the council.
- **Article IX – Councils, section C. – Council Procedures.**
 - Establishes that the provisions of the bylaws apply to the councils and their members; requires the councils to keep minutes of their meetings and report to the Board.
- **Article X – Affiliated Groups.** Replaces specific titles of affiliated groups (capitalized names) with broader, more generic descriptions.
- **Article XI – Financial, section 2 Funds.** Clarifies that the auditors are engaged by the Board of Directors to be consistent with Article VIII, section G, part (4).

V. PRESENTED BY: Marshall Lichty

VI. ACTION: Approved