

Alpha Psi Education, Scholarship & Leadership Foundation
Meeting of the Board of Directors and Annual Meeting of the Foundation
SATURDAY, February 03, 2024, 10am to 4pm @ Stockton Country
Club

Minutes approved 4-14-2024

Directors present: Logan Brodnansky, Taylor Chan, An Chun Kwan, Jennifer Ito, Michelle Ito, Ed Larimer, Khoa Luong, Ralph Saroyan, Jack Schlegel, and Kristen Ward.

Board Liaisons present: Duane Isetti, CFOSJ Liaison and Alpha Psi Liaison Ivan Ibarra (WAL)

Directors unable to attend: Larry Gorham and Michael Clauser due to medical issue.

Board Liaison unable to attend: Committee Chairperson Michelle Nguyen (newsletter) due to work

1. Call to order. (Larimer)
 - A. Establishment of a quorum.
 - a. The meeting was called to order at 10:17am and established a quorum.
 - B. Introductions and Opening remarks—Welcome and want to express my personal thanks to all Board members for their commitment to the Board and schedule for the day
 - a. Director Michael Clauser is taking a leave of absence due to his current medical condition, we wish him a speedy recovery.
 - b. This evening event will include 30 alumni in attendance.
 - c. Director Jack and Priscilla Schlegel, Ed, Ralph, Dean Gundersen, President Callahan, Scott Biedermann met and President Callahan is aware of what the Foundation is doing and how is the Foundation is representing the school.
2. Approval of minutes of Jan. 14, 2024, Teleconference Board Meeting.
(Kwan – see attached)

Board action requested: Motion by _Kwan____, second by _Luong____ to approve the minutes of the January 14, 2024, Teleconference Board Meeting. Motion passed.

3. Annual Approval of the Board's Conflict of Interest Policy and Signing of this Policy Statement by each Board Member.
(Kwan – See attached)
The Internal Revenue Service requires that each year the Board affirm a Conflict-of-Interest Policy and that it be signed by each Board member. If there is a conflict, board member will inform the board and it will be recorded in the minutes.

Board action requested: Motion by Schlegel, second by Ward to reaffirm the Board's Conflict of Interest Policy and require that each Director agree to this statement signing. Any conflicts will be recorded in the minutes. Motion passed.

4. Financial Report. (Gorham/Saroyan – see attachments)
In place of Past CFO Gorham, Director Saroyan led the Board in a discussion of the 2023 year-end Financial Report including (actual vs. budgeted income and expenses) and the 2023 year-end reports on invested funds. The Board is encouraged to ask questions and satisfy themselves that they have a good understanding of the financial health of the Foundation prior to engaging in the strategic planning discussion to follow. Action will be taken regarding the 2024 budget following the strategic planning discussion and decisions made during this discussion.

As a reminder, we moved Helen Rowland Scholarship under the Powell Match agreement and decided to award to an Alpha Psi brother, which was previously opened to any pharmacy student.

Budget will be finalized in 1 to 2 meetings, a reminder, we do have money (\$40,000) to fund new programs, so directors are highly recommended to utilize the necessary funds.

Board action requested: Motion by Kwan, second by Schlegel to accept the 2023 year-end financial reports. Motion passed.

Investment Report (Gorham/Saroyan)—attachment

The Finance Committee recommended continuing our investment relationship with CFOSJ and the Bank of Stockton in the Growth Option. Recently, Gorham was setup by the Bank of Stockton to be able to sign into our investments and see the daily changes. Still need CFOSJ reports to finalize our financials.

Board Action requested: Motion by Brodnansky, second by Ward to approve the recommendation of the Finance Committee to continue our investment relationship with CFOSJ and the Bank of Stockton and invest in the Growth Option (35% fixed income and 65% equities). Motion passed

Concern: Due to the upcoming election, will our investment change significantly? No but maybe after the election. Most of our investment growth depends on the companies' performance.

5. For new and current directors, the Board voted in 2017 that **Directors should not recommend** candidates nor write letters of recommendation for any Foundation Scholarship and Award. This information is on the appropriate documents provided to people interested in seeking Foundation scholarships and awards.
This is informational only and no vote required.

6. Schlegel donations to the Pharmacy School and the Foundation – Schlegel (**CONFIDENTIAL**)

Last year Priscilla and I donated \$100,000 to UOP to take advantage of the Powell Match program that effectively created \$200,000 which was available to fund two programs. Both are Endowed Funds, and thus will be granted in perpetuity.

- The first is a \$100,000 annual fund, which will produce roughly \$4,000 each year for the Dean to use, at her/his discretion, to provide small grants to pharmacy students with unexpected financial needs.
- The second is a Scholarship to be granted to a first-generation college pharmacy student, who will receive approximately \$4,000 each year until she/he graduates.

I am immediately donating \$30,000 to the Foundation which is to be used for two purposes:

- A. To increase the payout of the Schlegel Endowed Scholarship from \$2,500 to \$4,000 each year to recipients of the Schlegel Endowed Scholarship award from \$2,500 to \$4,000 starting in 2025. It is given with the understanding that future Boards will never allow a Foundation Endowed Scholarship to an individual student to pay out more than the Schlegel Endowment Scholarship Fund does.
- B. To establish the "Scholarship Enhancement Endowed Fund."
The money in this Endowed Fund is restricted to be used only for the purpose of increasing existing scholarships, and is not to be used to create new scholarships.

Board Action Requested: Motion by __J Ito, second by _Luong to approve using the \$30,000 as follows:

- A. Increasing the amount of money paid to the winner of the Schlegel Endowed Scholarship each year to \$4,000 starting in 2025. It is understood by the Board that future Foundation Boards will never allow a future endowed scholarship for an individual student to exceed that which is paid out the Schlegel Scholarship winners.**
- B. To establish the "Scholarship Enhancement Endowed Fund."**

Motion passed.

7. Legacy Report (Larimer)

President Larimer led the discussion on the progression of development of a legacy society. A personal letter of invitation to be a member of the newly created Mortar and Pestle Society was sent to every email address of alumni from the 50's to the end of the 80's. I am proud to announce that 8 alumni members signed a Letter of Intent. Those alumni are Nam Nguyen, Ron & Gwynne Wade, Larry Gorham and Ed and Peggy Larimer, Jack Schlegel, Ralph Saroyan, and An Chun Kwan, and will be noted as the Founding Members of the Mortar and Pestle Society. Alumni members may still be a member but not a Founding Member.

- 7A. Board Liaison Representative Isetti: when directors are termed off, consider appointing these directors as board emeritus. – he/she will be served on the board but do not vote. He/she will maintain a history and knowledge to help the new board to plan. It is a recommendation that the Foundation have a board emeritus member.

Board Action Requested: Motion by Brodnansky, second by Luong to approve the creation of a board member emeritus with non-voting power as a new position with final language of the motion to be developed. Motion Passed.

8. Legacy Society – Schlegel.

Schlegel led the discussion on the development of a Legacy Society. At the July 9, 2023, BOD meeting the Board authorized the formation of the Mortar and Pestle Society, and the criteria for an individual alumnus to join it. Legacy Societies of nonprofits normally have no dollar limits for an individual to file a letter of Intent, therefore I propose that the Board adopts a resolution that the Foundation form a Legacy Society, and that the previously authorized Mortar and Pestle Society is a subset of the Legacy Society. The importance of this action is that it will allow people to make a legacy gift of any amount of money to the Foundation, thus potentially greatly increasing the number of people participating in the Foundation's Legacy Society. I anticipate that all members of the Legacy Society will be listed on our website, with special designation given to those who are members of the Mortar and Pestle Society, and additional notation to those who are Founding Members.

Board Action Requested: Motion by __Kwan, second by _M Ito to approve the establishment of the APES&LF Legacy Society with the Mortar and Pestle Society as a subset of the Legacy Society. Motion passed.

9. Updating the Strategic Plan. (Larimer – see attached Strategic Plan, notes of various committee meetings, and other related planning documents)

Strategic planning will be the major focus of this meeting. Because the past year's planning discussion have been very productive, we will follow the same approach this year. **In advance of this discussion, please read the document that presents the strategic planning philosophy and plan update model used by the Foundation since its inception.** This will provide the context necessary to keep everyone on the same page as to what we are working to achieve because of today's updating of the three-year strategic plan.

With this as background, our discussion will proceed using the following 5 step process (A through D).

A. Discussion of committee work

Each committee chair will report on the outcome of the committee's brainstorming. This will be followed by Board discussion and preliminary decisions regarding the priorities and activities for that committee. Some committees may not report due to the nature of their charge, but all committees are listed.

1. Scholarship Awards Committee (Ito, M)—see attachments
 - a. Scholarships and Foundation-Powell Grant Scholarships—review distribution from Webster
 - this past year, \$14,500 was awarded and \$4,000 was from Foundation-Powell Grant Scholarships.
 - this year, \$8,000 will be available for the Foundation-Powell Scholarships
 - b. New Graduates Development Subcommittee (Chan)
 1. Wednesday, May 15th for Senior Awards is reserved at Stockton Country Club, 5pm
 - Note: Katie is no longer at the club. Ravi Bhade is the new contact.
 2. looking for a new committee team to help facilitate the night and new grads were able to ask them questions about the pledges.

3. looking for ways to incentivize and have programs for the events (possible have panelist and talk about themselves and why they donated)
2. Fundraising Committee (Kwan)— (see attachment)
 - a. proposals
 - b. CFOSJ 209Gives—4-16-2024 (CFSOJ changed to 4-30-2024)

Board Match	
Khoa Luong	\$2,000
Ed Larimer	\$1,000
Michelle Ito	\$500
Jack Schlegel	\$500
An Kwan	\$500
Kristen Ward	\$500
Logan Brodnansky	\$500
Duane Isetti	\$500
Total	\$6,000

3. Stewardship Committee (Luong)
 - a. Foundations Brochures and Stewardship—see draft attachment.
 - b. Donor Outstanding Balance Summary as 11-31-2023—see attachment.
 - c. Ideas to discuss how to promote alumni to fulfill their pledge, especially if no payments since pledge and more than 3 years.
 - d. Luong orientation
4. Leadership Development Committee (Ito, Jennifer) see attachments
 - a. Desires for programs in 2024.
 - 102 – today was the actives
 - 101 – with candidates
 - new practitioners
 - * 3 webinars for the year
 - * Alumni are interested in investment, 401k, mental health/tax season, precepting 101 (on how to become a good one)
 - * Type of webinars change year to year
 - Plan to have a webinar on writing letter of intent and coordinate with Scholarship committee
 - b. Current 5-yr strategic plan attached—review for any modifications.
5. Website Manager (Chan)
 - a. Updates and new video.
 - b. Board Portal for Board members only Apf2024
 - it is up and once the documents are uploaded it will be functioning.
6. Newsletter Subcommittee (Nguyen)
 - a. highlights the alumni who donated and their pledge level
 - b. incorporating the spotlights
 - c. highlights on the annual meeting

End of year reports from December meeting were attached as a guide for developing any new programs or activities.

- B. Finalize programs and activities for 2024.
 - Review decisions made throughout the discussions and finalized action approved for each committee's work.

NOTE: **Within 25 days (2/28/24) following this BOD meeting, each committee will finalize its 2024 Action Plan, work with the CFO to determine budgetary needs and submit their Action Plans to the President to distribute to the Board.** No formal Board action is required by the Board during the planning discussion.

C. Update the APES&LF 3-Year Strategic Plan based upon the preceding discussions.
The final revised Strategic Plan will be approved during the April 14th Board Meeting.

D. Preliminary draft 2024 budget

Review the financial impact of decisions made in "B" to provide any adjustments. The final proposed budget will be voted on during the April 14th meeting. Please submit any final committee budget request to acting **CFO Larry Gorham by Sunday, March 3rd.**

10. Appointment of the 2024 Nomination Committee (Larimer)

President Larimer will ask the following people to serve on this year's Nominations Committee: Logan Brodnansky (Chair), Taylor Chan, Michelle Ito, An Chun Kwan and Kristen Ward.

The Director positions that expire at the end of this year are:

Larry Gorham, An Chun Kwan, Mike Clauser, Ed Larimer. All except Gorham and Larimer are eligible for another term on the Board.

The following language is from the Foundation's Bylaws.

Section 6.05. Election/Nomination/Term.

A. Directors shall be elected by the then-current Board annually at a meeting of the Board for this purpose, which is announced to the then-current Board at least 60 days in advance of said meeting.

B. A nomination committee shall be appointed by the President of this Corporation each year to nominate qualified candidates for election to the Board. Said president may not be a member of the nomination committee.

The nomination committee shall nominate qualified candidates for election to the Board at least thirty (30) days prior to the date of the Board meeting previously announced as the meeting at which election of directors shall take place. A list of candidates, including a detailed description of the qualifications of each candidate, shall be mailed, or emailed to each director at least ten (10) days prior to said meeting.

Note—Board meeting for election will be September 22nd, 2024

C. Each director shall hold office for a period of three (3) years or until a successor has been elected and qualified. Terms of office shall be staggered such that no more than 40% of the Board is up for re-election in any given year. No director shall be eligible to serve more than three (3) consecutive full-length terms as a director.

No action by the Board is required.

11. Announcements and adjournment.

A. Announcements and any proposal of business not on the agenda

1. A reminder that all committees meet within the **next 25 days (2/28/24)** and finalize their **action plans** and budget. Submit a budget request to Gorham so he can finalize the budget.

2. Current "letter head" template attached to agenda notes along with all Board and Committee Rosters.

3. Schedule of remaining 2024 Board Meetings (time and dates were changed)

April 14th: (Sun) zoom conf. call at 8:00am -9am PT

July 14th (Sun) zoom conf. call at 8:00 ~~7:30~~ 9am PT

Sept. 22nd:(Sun) zoom conf. call at 8:00 ~~7:30~~ 9am PT

Dec. 08: (Sun) zoom conf. call at 8:00 ~~7:30am~~ 9am PT

4. Notes for Candidate Dinner and Greeting on Saturday, February 3rd after the Annual Meeting.

We will meet and greet the candidates at 5:00pm, join the main event at about 6:00pm with our fellow alumni.

Main event will start at 7pm. All alumni are invited to join greeting the new candidates.

Proposed Formal Recruitment Dinner Program for February 3rd attached.

5. Other?

- a. Report from Ivan on the chapter – 1. Planning events for the year 2. Candidacy period
3. Tom Stout

B. Adjournment. The meeting was adjourned February 3rd at 3:05pm.