

Alpha Psi Education, Scholarship & Leadership Foundation

Meeting of the Board of Directors and Annual Meeting of the Foundation

Saturday, February 08, 2025 from 10am to 4pm at the Stockton Hilton Hotel

Minutes, approved 4-13-2025

Attended in-person:

- Directors: Logan Brodnansky, Taylor Chan, Michael Clauser, Jennifer Ito, Michelle Ito, Ed Larimer, Khoa Luong, Vincent Lu, Garret Soares, and Kristen Ward
- Past CEOs: Jack Schlegel
- Past CFOs: Larry Gorham and Ralph Saroyan
- Board Liaisons: Duane Isetti (CFOSJ Liaison)
- Alpha Psi Liaison: Jenny Nguyen (WAL)

Invited to Attend:

- Committee Chairperson: Michelle Nguyen (Newsletter)

Attended Virtually:

- Director: Matthew D'Anis (baby on the way)

1. Call to Order (Ward)

- a. Establishment of a quorum. Called to order 10:05am
- b. Introductions and opening remarks—Welcome and want to express my personal thanks to all Board members for their commitment to the Board and for your hard work in preparing for this meeting today.

2. Approval of Minutes (Brodnansky)

- a. Jan. 12, 2025, Zoom Board Meeting– [LINK](#)
 - **Board action requested: Motion by Brodnansky, second by Larimer to approve the minutes of the January 12, 2025 Zoom Board Meeting.**
- b. Kristen proposes to add an addendum on the December 8th, 2024 Meeting agenda to include preparation of the Annual Achievement email to be sent out in early January. Template attached below in Section 7.b.ii.3.f.2.b (Page 7).
 - **Board Action Requested: Motion by Ward, second by Soares to addend the December 8th, 2024 Agenda to include preparation of the Annual Achievement email.**

3. Foundation Conflict of Interest Policy (Ward)

- a. Annual approval of the Foundation Conflict of Interest Policy and signing of this policy statement by each Board Member – [LINK](#)
 - i. Printed copy signed by board members
 1. Hard copy on file with Secretary. Sent to CFO to send to IRS.
- b. 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, then the Board Member will need to inform the Board and it will be recorded in the minutes.
 - **Board action requested: Motion by Larimer, second by D’Anis 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.**

4. Finance Committee (Clauser)

a. Finance Committee Members

- i. This year, we are 2 committee members fewer. Succession planning or interest from current Board Members?
 1. Garret interested, potentially Mike Conner

Current members:

- Mike Clauser (Chair) : medmanhd@hotmail.com
- Ralph Saroyan: rsaroyan@pacific.edu
- Ed Larimer: elarimer@hotmail.com
- Larry Gorham: lfgorham5@gmail.com

b. Bank Account Holders

- i. Clauser, Larimer, Saroyan, Gorham, and Brodnansky went to the Bank of Stockton to update the access to the bank account and credit card. Saroyan will keep access. Gorham was removed from the account.
 1. Clauser, Saroyan, Larimer, and Brodnansky have access to the account at Bank of Stockton.
 2. Clauser and Saroyan have access to the credit card.

c. 2024 Financial Documents

- i. CFO Clauser will lead the Board in a discussion of the 2024 year-end Financial Report including (actual vs. budgeted income and expenses) and the 2024 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 2025 budget following the strategic planning discussion and decisions made during this discussion.

- a. 2024 Profit and Loss Statement: [LINK](#)
 - i. Note: unrealized gains are not included in the budget
 - ii. \$500 was not reported in the Schlegel Scholarship on the attached Profit and Loss statement attachment. Should be updated to \$2,418 (not \$1,918).
 - iii. Updated net ordinary income: \$208, 054.31

- b. Profit and Loss Statement Year Over Year: [LINK](#)
 - i. Total investment income does include unrealized gains
 - ii. \$500 was not reported in the Schlegel Scholarship on the attached Profit and Loss year over year attachment. Should be updated to \$2,418 (not \$1,918).
 - iii. Updated net ordinary income: \$208, 054.31

- c. Dec 2024 Balance Sheet: [LINK](#)
 - i. Jack's donation should be included?
As a board, we want to guarantee student scholarship winners will always receive the same amount each year. Extra funds from an endowed scholarship will go back to the Foundation to use at their discretion (as long as the donor is okay with it). This allows the Foundation to guarantee each scholarship recipient to receive the same amount.
 - ii. Whitney Family Scholarship should say \$50,000 as this was the amount donated. Will follow up with the bookkeeper to reflect this number.

- d. Quarter 4 Balance Sheet Year over Year: [LINK](#)

- e. 2025 Budget Comparison: [LINK](#)
 - i. Unrealized gains are not included in the budget.
 - ii. May need to increase the website budget.
 - iii. Included a potential increase in scholarships.

- iv. Need to increase budget printing/copying due to increase in scholarships and printing of meeting minutes/attachments.
- v. Board expenses for the BOD meeting was higher than anticipated due to increased costs/inflation.
- vi. Potentially reconsider in the future a contingency fund if a budget goes over. Have not needed to utilize this with how the Foundation has been run.

f. Consolidated Report: [LINK](#)

- i. Sending an email vs mail for requests for donations - potentially send both for the first two years then may just send an email.
 - ii. Potentially create a memorial fund where donations can be made on behalf of alumni that passed away. Can create a webpage that clarifies who donates.
- g. HR block contract for 990 tax return and to become accountant. Would include unlimited touches for questions.

- **Board action requested: Motion by Larimer, second by Soares to accept HR block to be accountant .**
- **Board action requested: Motion by D'Anis, second by Soares to accept the 2024 year-end financial reports.**

d. Investment Report

- i. The Finance Committee recommends continuing our investment relationship with CFOSJ and the Bank of Stockton in the Growth Option. Clauser will monitor the investments and see the daily changes.

- **Board Action requested: Motion by J. Ito, second by Luong 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.**

5. Director Code of Conduct (Ward)

- a. BOD Customs & Practices Document: [LINK](#)
- b. Discussion on updating Point 7:

- i. Current: When preparing documents for conference call/meeting, be certain to prepare them as documents that can be attached to emails, e.g. Word, Excel, PDF. Do not provide hyperlinks or other ways to access documents via the Cloud. Good governance and often for legal reasons, we are required to have all such documents in our official files associated with every meeting.
- ii. Proposed: For the purpose of file sharing amongst Board Members, you may send original documents (e.g. Word, Excel, PDF) or you may send via links (e.g. Google Docs). However, the President must keep a record of all PDF Foundation documents stored on a non-Cloud hard drive for good governance and for legal reasons.
 - **Board Action requested: Motion by __Ward_____, second by _M. Ito_____ to update Point 7 of the BOD Customs and Practices Document as proposed.**

6. Legacy Society (Larimer)

- a. At the February 3, 2024 BOD meeting, the Foundation voted to form a Legacy Society and that the Mortar and Pestle Society be 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.
- b. 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.
 - i. [The Legacy Society – Alpha Psi Foundation | Education Scholarship & Leadership](#)
- c. The Mortar and Pestle Society inducted 6 Founding Members in 2023: Jack & Priscilla Schlegel, Nam Nguyen, Ron & Gwynne Wade, Larry Gorham, Ed & Peggy Larimer, and An Chun Kwan. Alumni members may still be a member but not a Founding Member.
- d. No promotions or emails since the establishment.

7. Updating the Strategic Plan (Ward)

- a. Strategic planning will be the major focus of this meeting. **In advance of this discussion, please read the document that presents the strategic planning philosophy model used by the Foundation since its inception.**
 - i. This will provide the context necessary to keep everyone on the same page as to what we are working to achieve.

b. Discussion of Committee Work

- i. 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.
- ii. Some committees may not report due to the nature of their charge, but all committees are listed.

1. Scholarship Awards Committee (Ito, M)

- a. 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 located on the appropriate documents and provided to the candidates seeking Foundation scholarships and awards. **This is informational only and no vote required.**
- b. Awards Committee End of Year Report: [LINK](#)
 - i. \$17,500 in Scholarships awarded in 2024
 - Contact for ordering plaques: Keith's Supply <keithstrophy@att.net>
 - ii. **Board Action requested: Motion by __M. Ito_____, second by __Soares_____ to accept the proposal to increase the E.E. Roscoe Memorial Scholarship, Ivan W. Rowland Memorial Scholarship, MAX Scholarship, Gerald A. Miller Memorial Scholarship, and Rick Friedmann Memorial Scholarship each by \$500 for a total increase of \$2,500 yearly.**
- c. John F. Jack Schlegel Endowed Leadership Scholarship- Ordered individual plaque and name plate for perpetual plaque.
 - i. Recipient - Adesuwa Aigbuza
- d. E. E. Roscoe Memorial Scholarship (GPA) - Ordered individual plaque and name plate for perpetual plaque.
 - i. Recipient - Kaitlyne Nguyen
 - **Board Action requested: Motion by __M. Ito_____, second by __J. Ito_____ to award Kaitlyne Nguyen as the E. E.**

**Roscoe Memorial Scholarship recipient
for 2025.**

e. Gerald A. Miller Memorial Scholarship

- i. Recipient: Noah Antonio
- ii. Letter of Recommendation: [LINK](#)
 - **Board Action requested: Motion by __Brodnansky_____, second by __Soares_____ to award Noah Antonio as the Gerald A. Miller Memorial Scholarship recipient for 2025.**

f. The Mills Donation (Ito, M)

- i. The Mills donation was an incredible \$100k to our Foundation. Let's discuss how to utilize these funds.
- ii. Proposal for Funds: [LINK](#)
 - **Utilize the \$100,000 Mills donation to add to the Collegiate Conference Travel Fund of \$13,340. Geared toward support for national and regional conferences.**
- iii. **Board Action requested: Motion by __M. Ito_____, second by __Luong_____ to accept the proposal of fund utilization from the Mills donation.**

g. Brother of the Year Award (Larimer)

- i. Active collegiate Brothers developed an initiative to vote for a Brother of the Year. The Foundation is to select the winner from 3 candidates that are selected by the chapter and would be recognized at the Tom Stout dinner on 4/12/25.
 - The Alpha Psi Foundation should not be voting on the award. Will discuss the approval process with the chapter again.

- ii. Funding Request from Active Brothers: For the Foundation to fund the award's trophy and plaque.
 - ~ \$30 for plaque. Sample Plaque: [LINK](#)
 - The Foundation has decided to not fund the plaque and instead provide a scholarship to the award recipient.

- **Board Action requested: Motion by Soares, second by Lu to accept the proposal to change the WCC Travel Fund of \$500 to be utilized for the Brother of the Year Award.**

h. Senior Awards Banquet Subcommittee (Chan)

i. Committee Members:

- Taylor Chan (Chair)
- Alexis Hand
- Kaitlyn Lehtola
- Benson Leung
- Vincent Lu
- Bill Zhang

ii. Senior Awards Banquet

- Date: **Wednesday, May 14th at 5:30pm**
 - a. Note: No contract has been signed but the date is reserved
- Location: Stockton Hilton Hotel
- Event Contact: Jennifer Lewis - Director of Sales/Catering
 - a. 209-740-7255 (cell)
 - b. 209-956-1306 (daytime phone)

2. Fundraising Committee (Soares & Luong)

- a. Chun has concluded her tenure as Fundraising Chair and Soares and Luong have both assumed the role of Fundraising Co-Chairs in January 2025.
- b. Fundraising End of Year Report: [LINK](#)
- c. Proposals for 2025
 - i. Pacific Gives - 4/8-4/9/25
 - PacificGives totalled \$33,652 including the match
 - ii. 209 Gives - 4/29/25
 - We did not participate in 2024 due to overlapping dates with Pacific Gives
 - iii. Costco Giving
 - October - Costco employees can donate to the Foundation and Costco will match 60%
 - iv. KP Gives
 - KP employees can donate to the Foundation and KP will match up to \$200
 - v. Promotion of Estate Gifts and other donations via email
 - Encourages other alumni to do the same
 - vi. Past ideas to be reconsidered:
 - Pappy Whiskey fundraiser
 - a. 2022 Action Plan Template: [LINK](#)
 - b. 2022 Raffle Details/Email Template: [LINK](#)

3. Stewardship Committee (Luong & D'Anis)

- a. Luong has concluded his tenure as Stewardship Chair and D'Anis has assumed the role of Stewardship Chair in January 2025.
- b. Stewardship End of Year Report: [LINK](#)
- c. Brochure Update

- i. Brochure last updated in 2023: [LINK](#)
 - Brochure will need to be updated for 2025 with new scholarship additions
 - a. Is there an editable copy available?
- d. Pledge Balance Details (as of Jan 2025): [LINK](#)
- e. Donor Outstanding Balance Summary (as Dec 2024): [LINK](#)
- f. Comparison of Pledges (from 2023 to 2024): [LINK](#)
 - i. Ideas to discuss how to promote alumni to fulfill their pledge, especially if no payments since pledge and more than 3 years.
 - Scholarship Announcements and Award Recipient Spotlight emails & facebook posts to increase awareness and engagement
 - Annual Yearly Achievement email
 - a. Sent to alumni on 1/23/25
 - b. Email Template for future years: [LINK](#)
 - Reach out to alumni at least every 6 months to inquire about the status of their pledge and plan for repayment
 - Social media (e.g. Facebook Messenger), text message, and/or email
 - Consider adding Venmo account to the pledge sheet

4. Leadership Development Committee

- a. Collegiate Subcommittee (Ito, J)
 - i. Collegiate Leadership End of Year Report: [LINK](#)

- Leadership: 101 (candidates) 3/2/25
- Leadership: 102 (active brothers) 2/22/25

ii. The Collegiate Leadership Development Subcommittee currently has no changes to its Co-Chair roster:

- Petrus Nguyen-Tu
- Joseph Rosales

b. New Practitioners Subcommittee (Lu)

i. New Practitioners Leadership End of Year Report:
[LINK](#)

ii. The New Practitioners Leadership Development Subcommittee roster:

- Vincent Lu (Chair)
- Bill Zhang
- Cynthia Trinh
- Erica Chang

c. Amendment to the Jack & Priscilla Schlegel Endowed Leadership Development Program Fund (Schlegel)

i. In addition to honoring the terms of the Agreement and the Use of the Funds in the Original Agreement signed Feb 4, 2017, the following specified uses of the Funds shall be honored in perpetuity:

- Sufficient Funds to support the travel each year of the Officers of the Alpha Psi Chapter to the PDC Annual Grand Council Meeting and to participate in the PLEI Leadership Development Workshop, with the promise that these individuals will conduct a similar workshop for the Brothers of the Alpha Psi Chapter shortly after returning home from the Grand Council meeting. The level of financial support shall be determined by the APES&LF Board of Directors each year.
- Sufficient Funds to support the

afore-mentioned workshop for the Alpha Psi Brothers upon their return home after the Grand Council meeting. The level of support each year shall be determined by the APES&LF Officers.

- a. Jenny Nguyen (WAL) to follow up with the active chapter if this is an initiative they would like to participate in this.

d. Current 5-yr Strategic Plan

- i. Review for any modifications: [LINK](#)
 - Need to review if this Strategic Plan should be updated to reflect the Leadership section in the Policy and Procedure Manual.

5. Website Manager (Chan)

- a. Website updated to reflect current Board
- b. Google Docs vs Board Portal on Foundation Website?
 - i. What do we prefer?
 - To be further discussed at future meetings
 - ii. Board Portal for Board members only: Password Apf2024
- c. Succession Planning
 - i. Need for Website Manager for 2026

6. Newsletter Subcommittee (Nguyen)

- a. November Newsletter: [LINK](#)
- b. Updates?

c. Finalize Programs and Activities for 2025

- i. Review decisions made throughout the discussions and finalized action approved for each committee's work

1. NOTE: **Within 25 days following this BOD meeting, each committee will finalize its 2025 Action Plan, work with the CFO to determine budgetary needs and submit their Action Plans to the President for distribution to the Board.** No formal Board action is required by the Board during the planning discussion.

d. Updating the APES&LF 3-Year Strategic Plan

- i. Chairs to update your Strategic Plan based upon today's discussions
- ii. Final revised Strategic Plan will be approved during the April 13th Board Meeting.

e. Preliminary Draft 2025 Budget

- i. Review the financial impact of decisions made during the Financial Discussion to provide any adjustments. The final proposed budget will be voted on during the April 13th meeting. Please submit any final committee budget request to **CFO Michael by Sunday, March 2nd.**

8. Appointment of the 2025 Nomination Committee (Ward)

- a. President Ward will ask the following people to serve on this year's Nominations Committee: Logan Brodnansky (Chair), Taylor Chan, Michelle Ito, Garret Soares and Kristen Ward.
- b. **The Director positions that expire at the end of this year are:** Logan Brodnansky, Taylor Chan, Jennifer Ito and Kristen Ward
- c. **Directors who cannot apply for another term:** Ed Larimer
- d. 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 28th, 2025

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.

9. Announcements and adjournment.

- a. Announcements and any proposal of business not on the agenda
 - i. A reminder that all committees meet within the **next 25 days** and finalize their **action plans and budget**. Submit your committee's budget request to Clauser so he can finalize the budget.
 - ii. Documents to Save
 1. Current "letterhead" template: [LINK](#)
 2. Board Roster: [LINK](#)
 3. Committee Rosters: [LINK](#)
3. Schedule of remaining 2025 Board Meetings
 - April 13th: (Sun) zoom conf. call at 8-9am PT (day after Tom and Andy Stout Thousand)
 - May 14th: Wed) 5:30pm New Graduate Dinner at Stockton Hilton Hotel
 - July 20th: (Sun) zoom conf. call at 8-9am PT
 - Sept. 28th: (Sun) zoom conf. call at 8-9am PT
 - Dec. 14th: (Sun) zoom conf. call at 8am-9am PT
4. Candidate Meet & Greet
 - i. Date/time: Saturday, February 8th after the Annual Meeting.
 - ii. We will meet and greet the candidates at 5:00pm, join the main event about 6:00pm with our fellow alumni. Main event will start at 7pm. All alumni are invited to join in on the greeting of the new candidates.

- Candidate Names and Information: [LINK](#)

5. Other?

B. Adjournment. The meeting was adjourned February 8th at __3:49__pm.

See zip files of attachments.