

Coppin State University Development Foundation Policy & Procedures Manual

As of 1.25.19

Coppin State University Development Foundation Policy Manual

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Coppin State University History

Coppin was founded in 1900 at what was then called Colored High School (later named Douglass High School) on Pennsylvania Avenue by the Baltimore City School Board who initiated a one-year training course for the preparation of African-American elementary school teachers. By 1902, the training program was expanded to a two-year Normal Department within the high school, and seven years later it was separated from the high school and given its own principal.

In 1926, this facility for teacher training was named Fanny Jackson Coppin Normal School in honor of the outstanding African-American woman who was a pioneer in teacher education. [Fanny Jackson Coppin](#) was born a slave in Washington, D.C. She gained her freedom, graduated from Oberlin College in Ohio, and founded the Philadelphia Institute that was the forerunner of Cheyney State University.

By 1938 the curriculum of the normal school was lengthened to four years, authority was given for the granting of the Bachelor of Science degree, and the name of the Normal School was changed to Coppin Teachers College. In 1950, Coppin became part of the higher education system of Maryland under the State Department of Education, and renamed Coppin State Teachers College. Two years later Coppin moved to its present 38-acre site on West North Avenue.

In acknowledgment of the goals and objectives of the College, the Board of Trustees ruled in 1963 that the institution's degree-granting authority would no longer be restricted to teacher education. Following this ruling, Coppin was officially renamed Coppin State College, and in 1967 the first Bachelor of Arts degree was conferred. In 1988, the College became part of the newly organized University of Maryland System (now the University System of Maryland.)

Coppin's first president was Dr. Miles Connor, who was appointed in 1950. The institution's second president was Dr. Parlett Moore, who was appointed in 1956. Dr. Calvin W. Burnett was appointed as Coppin's third president in 1970. Coppin's fourth president, Dr. Stanley F. Battle, was appointed on March 3rd, 2003. Dr. Reginald S. Avery was appointed as Coppin's fifth president on January 14th, 2008. Dr. Mortimer H. Neufville was appointed as Interim President, on January 22, 2013. In 2015, Dr. Maria Thompson was appointed Coppin's 7th president.

Coppin, which was officially renamed Coppin State University on April 13, 2004, is accredited by the Middle States Association of Colleges and Schools. In addition, the undergraduate and graduate academic programs are accredited by a number of specialized agencies. Teacher education programs are accredited by the National Council for the Accreditation of Teacher Education and are approved by the Maryland State Department of Education.

The nursing program is approved by the Board of Nursing and accredited by the National League of Nursing and the Commission on Collegiate Nursing Education. Coppin was granted approval to offer a Post Master's Doctor of Nursing Practice (DNP) program; the first doctoral program offered by the university. The Social Work and Rehabilitation Counseling Education programs

are accredited by the Council on Social Work Education and the Council of Rehabilitation Counseling Education, respectively.

Faculty members of Coppin State University are well qualified as confirmed by all of the accrediting agencies that evaluate our academic programs. Many hold terminal degrees in their field. They come to Coppin from diverse ethnic backgrounds, with outstanding credentials from leading universities throughout the country and abroad.

The student population is comprised of nearly 3,000 students who are enrolled in day, evening and weekend undergraduate/graduate courses. Many are Baltimore residents from very diverse ethnic, religious and socio-economic backgrounds. Coppin has graduated thousands of alumni who are making a tremendous impact in the State of Maryland in various fields, particularly Human Services.

Now, and in the years to come, Coppin State University will continue to help bring the dreams of its students to fruition through its educational programs, reach beyond its campus to help the community, and serve the citizens of Baltimore, the State of Maryland, and the nation.

Coppin State University

Mission Statement

Coppin State University is a model urban, residential liberal arts university located in the northwest section of the City of Baltimore that provides academic programs in the arts and sciences, teacher education, nursing, graduate studies, and continuing education. An HBCU (Historically Black Colleges and Universities), Coppin has a culturally rich history as an institution providing quality educational programs and community outreach services. Coppin offers 53 majors and nine graduate-degree programs. A fully accredited institution, Coppin serves Baltimore residents as well as students from around the world, with flexible course schedules that include convenient day, evening, and weekend classes and distance learning courses.

Division of Institutional Advancement

Mission Statement

The Division of Institutional Advancement is responsible for directing and facilitating key development and fundraising activities in support of the broader Coppin State University (CSU) mission. The Division of Institutional Advancement strives to cultivate and maintain a variety of collaborative partnerships and alliances to advance the larger educational, economic, and business interests of Coppin State University. The Division of Institutional Advancement builds strong and lasting relationships with students, alumni, philanthropist, government, corporate and community constituencies, in support of strategic fundraising and development goals and priorities.

The Division has the responsibility of appropriately stewarding the gifts received by its donors and adequately addressing the needs of the university and its students.

In conjunction with the fundraising responsibilities, Institutional Advancement is also responsible for strengthening and maintaining the university's image; articulating its core operating values, beliefs, philosophy; marketing the University to all constituencies which fosters viable enhancement opportunities for faculty and students, and strengthens the bond with alumni and friends of Coppin.

Core Areas of Engagement:

- Alumni Relations
- Corporate and Foundation Relations
- Annual Giving
- Major Fundraising
- Private Donor Award Program
- Special Events & Special Projects
- Advancement Services
- Administration of Title III Programs

Coppin State University Development Foundation Mission Statement

The CSU Development Foundation is a non-profit 501 (c) (3) that exists to support the mission of Coppin State University by encouraging, facilitating, and promoting the growth, progress and general welfare of the university. The Foundation serves as the repository for all charitable gifts designated for the benefit of the university and its programs.

Coppin State University

Board of Directors Responsibilities

1. Place a high priority on attending as many full Board meetings as possible. Board meetings are held in January, April, July and October. Attendance in person is preferred but attendance through conference call is acceptable.
2. Serve on at least one Board committee as assigned by the Board Chair. Take part in quarterly committee conference calls.
3. Be available to work with staff to advance the mission of the Foundation by providing advice and counsel on the general management, operations and program activities of the Foundation.
4. Be alert for opportunities to promote the purpose, goals and objectives of the foundation and to capitalize on such opportunities, especially where the potential exists for support of the University and its program.
5. Provide annual, special and capital support for the University at levels that will inspire others to emulate that support, meeting a minimum support level of \$2,500 per year through direct gifts or through influenced gifts.
6. Participate in the Foundation's efforts to identify, cultivate and solicit potential donors and provide stewardship for gifts received.
Secure introductions to persons who, by virtue of personal wealth or other resources, have potential for new or increased support of the University.

CSUDF Bylaws

BYLAWS OF THE COPPIN STATE UNIVERSITY DEVELOPMENT FOUNDATION, INC.

As adopted and revised October 10, 2013

PREAMBLE

The Coppin State College Development Foundation, Inc., d.b.a., The Coppin State University Development Foundation, Inc., referred to herein as “Foundation,” is an independent philanthropic fundraising organization for the receipt and management of gifts and contributions for the benefit of the Coppin State University, referred to herein as “CSU.” The Foundation has as its purpose, the promotion of the general welfare and educational mission of the Coppin State University.

The Foundation is organized to receive, hold, invest, manage, use, dispose of and administer property of all kinds, whether given or in trust, or by way of agency or otherwise for the benefit of CSU. The Foundation serves as the repository for gifts and donations made for the benefit of CSU and CSU programs.

The Foundation, incorporated in 1971, operates with non-profit status as a private 501(c)(3). As such, the Foundation exists to support the mission of CSU. The role of the Foundation is to encourage, facilitate, and promote the growth, progress and general welfare of the CSU. The Foundation’s primary mandate is the acquisition of scholarship gift income to respond to the needs of worthy students seeking a CSU college degree.

ARTICLE I. AUTHORITY

The Foundation will have and exercise the general powers specified in Section IX – 2.00 of the Policy on Affiliated Foundations, as approved by the Board of Regents of the University System of Maryland on March 1, 1989 and amended thereafter; and will not exceed the powers of an exempt organization under Section 501(C)(3) of the Internal Revenue Code as well as the laws of the State of Maryland.

ARTICLE II. OFFICE

The principal office of the Foundation shall be located on the campus of CSU within the Division of Institutional Advancement. The address of the Foundation is 2500 West North Avenue, Baltimore, Maryland 21216.

ARTICLE III. SEAL AND LOGO

The seal and logo of the Foundation consist of rhombus objects in a step-like format with the words "Coppin State University Development Foundation, Inc." within those steps. This seal need not be imprinted upon any document of or from the Foundation, and all documents of or from the corporation shall be fully legal and binding whether or not the seal be imprinted upon them.

ARTICLE IV. GENERAL ORGANIZATION

The Foundation shall have Officers and the following classes of directors: Voting Regular Directors, and Non-voting, Ex-Officio Directors.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Foundation shall be managed by its Board of Directors, referred to herein as the "Board," which will exercise all powers of the Foundation and establish all policy of the Foundation.

Section 2. Number and Types of Directors. The number of Directors of the Foundation Board (elected) shall be no more than twenty five (25), which number may be increased or decreased from time to time by the Board of Directors, provided that there shall not at any time be fewer than seven (7) elected Directors. The elected Directors and the ex officio Directors shall constitute the Board. In accordance with the University of Maryland System Board of Regents Policy on Affiliated Foundations, no more than twenty percent (20%) of the voting members of the Board at any given time may be employees of the System and/or CSU.

Section 3. Elected Directors. The directors of the Board shall be elected by a majority vote of the Board directors currently in good standing. The Governance/Nomination Committee is responsible for executing the nomination and election process for all persons seeking to become an elected board member. The process is as follows:

1. The nominee will provide a resume and bio as well as any additional information that helps to identify why he or she would make a strong director.
2. The nominee will be interviewed by a minimum of one director who is a member of the Governance Committee and either a minimum of two other currently elected board directors or one other currently elected board director and one foundation staff member.
3. Upon completing the interviews, the nominee will be discussed and brought forward by the Governance Committee to the Executive Committee as a recommended candidate.
4. Prior to presentation to the Executive Committee, the nominee must complete and sign a conflict of interest disclosure form and pass the review of such disclosed information.

5. Prior to presentation to the Executive Committee, the nominee must complete and sign the *CSUDF pledge form*, indicating the amount and type(s) of annual commitment to the university.
6. Prior to presentation to the Executive Committee, the nominee will review and return a signed copy of the *CSUDF Board of Directors Roles and Expectations of Board Service* document.
7. Once presented to the Executive Committee, the nominee must obtain a majority vote of approval by the Executive Committee. Upon receiving such approval, the nominee will be presented to the full board of directors and a vote will be promptly scheduled and taken no later than 30 days of Executive Committee approval. The vote can be taken via email and/or teleconference.
8. Once presented to the full board of directors, the nominee must obtain a majority vote of approval by the full board. Upon receiving such approval the newly elected director shall take office at the initiation of the next formal meeting of the full board.
9. Formal notification of the board's action shall be provided to the newly elected director with copies to the CSUDF board files. If not elected, a member of the Governance Committee will notify the nominee as soon as possible. The non-elected nominee will also be formally notified with copies to the CSUDF board files. A statement indicating the vote and result will be captured in the minutes of the next full board meeting.
10. The CSUDF staff will provide an orientation to the new board member prior to the next formal meeting of the full board.

Section 4. Ex Officio Directors. All Ex Officio Directors who serve on the Board are non-voting Directors. They include the following four (4) persons during their respective terms of office at CSU: President of the University, Vice President of the Division of Institutional Advancement (who is also the Executive Director of the Foundation), the Deputy Director of the Foundation, and the President of the Coppin National Alumni Association.

Section 5. Term of Directors. All Elected Directors must be elected by a majority vote of the Board. Elected Directors shall serve a term of three (3) years. By a majority vote of the Board, Directors can serve additional terms; up to a maximum of three (3) consecutive terms (9 years). After the maximum of three (3) additional terms has been fulfilled, Directors, by a majority vote of the Board can serve subsequent one (1) year terms. Directors are not allowed to vote for their own term.

Section 6. Meetings. Regular meetings of the Board shall be held quarterly on the second Thursday of the respective month; July, October, January, and April, if not a legal holiday, or at such other day falling on or before the thirtieth (30th) day thereafter within each month. Meetings will convene at 9:30 a.m. EST in the conference room of the Division of Institutional Advancement, unless announced otherwise. Special Meetings of the Board may be called by the Chairperson or upon the written request of four (4) or more Directors. A forty-eight (48) hours notice of the special meeting will be provided.

The members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all members

participating in the meeting can hear each other at the same time, and participation by which means shall be conclusively deemed to constitute presence in person at such meeting.

Section 7. Notice of Meetings. Written or printed notice, including notice sent by electronic mail, stating the time, day and place of each meeting shall be delivered to each member of the Board at least ten (10) days prior to the day of the meeting. In the case of the Special Meeting such notice shall be made at least forty eight (48) hours prior to the meeting and shall specify the business to be brought before such meeting.

Section 8. Quorum. The majority of the voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, the members may discuss, but may not take action on any business matter. Any action taken shall be recommendatory only, but may become valid action if subsequently confirmed by a majority vote, in conformance with the quorum requirements. The action of the majority members of the Board present at a meeting at which a quorum is present shall be the action of the Board. A member is considered present if he is physically at the meeting location and/or is actively participating through an electronic media such as teleconferencing, video conferencing, internet conferencing, et. al.

Section 9. Voting. Except as otherwise provided herein, each voting Director shall be entitled to one vote. Proxy voting shall not be permitted unless agreed to by majority vote of the board on a case by case basis with extenuating circumstances, such as illness, incapacitation, emergency, et. al.

Section 10. Action by Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed (including electronic signature/acknowledgement) by the majority of the voting Directors and such written consent is filed with the minutes of its proceedings.

Section 11. Vacancies. A vacancy occurring among Directors of the Board may be filled temporarily by affirmative vote of the majority of remaining members. An individual elected to fill the vacancy shall be elected for the unexpired term of his predecessor. The existence of a vacancy on the Board shall not be deemed as a default in the terms of the Articles of Incorporation or in the terms of these By-laws, and the Board shall have the full authority to operate.

Section 12. Removal of Directors. Any one or more of the Directors may be removed, either with or without cause by a vote of a majority of remaining Directors (forming a quorum).

Section 13. Criteria for Selection of Directors and Board Service. The following criteria will be used in the selection of persons to serve on the Foundation Board of Directors:

1. Commitment to purpose and mission of CSU and Foundation
2. Willingness to accept and fulfill committee responsibilities
3. Commitment to Donate to the Foundation and CSU
4. Commitment to raise funds and friends for the Foundation on behalf of CSU

Once selected, Directors are expected to continuously demonstrate behaviors that evidence the criteria for selection and Board service. Each Director shall make both a time and financial commitment to CSU and the Board.

Section 14. Attendance at Meetings. All Directors are expected to be present at meetings of the Board. Directors are considered to be in attendance if they are present in person, by teleconferencing and/or by other electronic telecommunications systems. Directors will notify the Board via the Office of the Executive Director of the Board of any absence in a timely manner, within two (2) days of the meeting barring any unforeseen emergency. Absence without notifying the Board is considered inexcusable and two (2) such incidents may result in grounds for automatic termination. The Chairperson of the Board or the Chairperson of the Governance/Nomination Committee will ascertain their interest in continuing on the Board. Subsequent non-responsiveness shall result in automatic termination.

Section 15. Closed Board Meetings. Board meetings are considered closed and attendance of non board members is at the discretion of the Chairperson unless attendance is mandated by majority vote of the Directors.

Section 16. Reporting Board Membership. The name, address, occupation and other key information of each Director of the Foundation shall be filed with the Foundation Board Office and the Board of Regents of the University System of Maryland as required. All changes in membership shall be promptly reported to the Board of Regents.

ARTICLE VI. OFFICERS

Section 1. Officers. The six (6) officers of the Foundation Board of Directors shall be: Chairperson, Vice-Chairperson, Treasurer, Secretary, Executive Director and Deputy Director. The Executive Director and Deputy Director are Institutional Advancement staff, Ex-Officio and do not have voting powers.

Section 2. Duties of the Chairperson. The Chairperson of the Board of Directors shall exercise the usual duties of a presiding officer, shall have the appropriate powers of authority, and may perform other duties that may be conferred upon him/her by the Board. The Chairperson shall work with the Executive Director and other Directors and staff to prepare Board plans, suggestions and recommendations as to the policies and practices to be pursued by the Foundation. The Chairperson shall attend all meetings of the Board and shall develop agenda and topics for discussion and deliberation. The Chairperson shall work with the Executive Director and other Directors and staff to prepare an Annual Report as well as other reports of the administrative and other activities required by Bylaws,

Section 3. Duties of the Vice-Chairperson. The Vice-Chairperson shall, in the absence or disability of the Chairperson, exercise the powers and perform the duties of the office of the Chairperson. The Vice-Chairperson shall serve as an ex-officio member of all committees.

Section 4. Duties of the Treasurer. The Treasurer shall have the general oversight responsibilities for the Foundation's financial records, including monitoring and reporting of financial records, business operations, financial systems, auditing reports and other reports generated in accordance with the maintenance of regular books and accounts. The Treasurer shall work closely with the foundation comptroller, the accounting staff and auditors to perform the aforementioned responsibilities as well as ensure the use of prudent financial practice and procedures.

Section 5. Duties of the Secretary. The Secretary shall have the general oversight responsibilities for the meeting history of the Board including compilation of the minutes. The Secretary will assure the accuracy and completeness of the minutes (prepared by staff at direction of the Executive Director), to include all resolutions and the vote thereof. The Secretary will keep the master calendar of Board meetings and events, and perform other duties usually incident to the office. The Secretary will also act as a key point of communications with individuals and organizations that have an impact on the ability of the Foundation and CSU to accomplish their mission. The Secretary will work with the Executive Director and key staff to institutionalize improved communications and communications systems between the Foundation, CSU, alumni, donors, friends and other key stakeholders.

Section 6. Duties of the Executive Director. The Vice President for Institutional Advancement of CSU, in the capacity as fundraiser and friend-raiser, shall be the Executive Director of the Foundation. The Executive Director shall serve the Board in an administrative and advisement capacity. The Executive Director shall serve as a liaison between the Foundation and CSU, without voting privileges. He/she will shall advise on, direct, coordinate, manage and oversee all matters dealing with the receipt and disbursement of Foundation funds and resources. The Executive Director will exercise diligent oversight of Foundation budget and resources as well as the execution of tasks performed by the Deputy Director and other staff and consultants.

The Executive Director must obtain Executive Committee approval for commitments, expenditures and disbursements of \$5,000.00 or more. Commitments, expenditures and disbursements of more than \$20,000.00 must be approved by majority vote of the Board. The Executive Director shall develop and present a budget annually to the Foundation for approval. Deviations from the approved budget of more than \$5,000.00 shall require approval of the Executive Committee. The Executive Director shall continuously maintain "a budget to actual" report showing actual expenditures as compared with the budget. At each quarterly meeting of the Board of Directors, the Executive Director shall formally present "a budget to actual" report showing actual expenditures as compared with the budget.

Section 7. Duties of the Deputy Director. The Deputy Director will execute on a daily basis those responsibilities delegated by the Executive Director related to the reporting and compliance of the Foundation, the oversight of transactions executed by the Comptroller's Office, as well as various other dealings relevant to the business of the Foundation. The Deputy Director is primarily responsible for working with the comptroller and others, assuring the application of appropriate policy, guidelines, and procedures as mandated by the University System of Maryland Board of Regents, IRS, and the State of Maryland. The Deputy Director

will help oversee multiple processes, including the transition and records of officers, the recordation of minutes, and other tasks associated with best practice operations.

The Executive Director shall develop and present a budget annually to the Foundation for approval. Deviations from the approved budget of more than \$5,000.00 shall require approval of the Executive Committee. The Executive Director shall continuously maintain "a budget to actual" report showing actual expenditures as compared with the budget. At each quarterly meeting of the Board of Directors, the Executive Director shall formally present "a budget to actual" report showing actual expenditures as compared with the budget.

Section 8. Terms of Office. Terms of office for the Chairperson, Vice-Chairperson, Treasurer and Secretary shall be three (3) years. No officer shall be eligible for more than two (2) consecutive terms in the same office.

Section 9. Procedure for Selection of Officers. Officers shall be elected at a general board meeting of the Board with the exception of elections of officers due to resignations, dismissals, board term expirations, and other such occurrences. In the case of unexpected vacancies, the Governance/Nominating Committee will call for a special vote no later than 30 days to elect new officer(s) for a new three (3) year term. The Governance/Nominating Committee shall work 6 months in advance of the expiration of an officer's term and/or the slate of officer(s) to nominate, elect/re-elect and install each officer within a minimum of 30 days prior to the date of term expiration. When possible this will occur at each April board meeting for occupancy of the seats beginning July 1st of an election year.

Section 11. Transition and Records of Officers. The outgoing officer shall submit to the incoming officer all records and materials pertaining to the office on or before the last remaining day of the outgoing officer's term. The outgoing officer shall mentor and teach the incoming officer about the office and its responsibilities. The outgoing officer will work with the incoming officer to ensure an efficient and effective transition.

ARTICLE VII. COMMITTEES

Section 1. General. The Board shall have standing, ad hoc and other committees. All articles described herein pertaining to vacancies, quorums, votes, etc. shall apply to all committees.

Chairpersons of committees shall ensure that the discussions and actions of their committees are properly documented and promptly distributed to members of their committees, to the Executive committee and to the Board as appropriate.

Each committee shall meet at the call of its chairperson or by a majority of voting members of the committee. Members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a director to act in the place of an absent committee chairperson.

Section 2. Standing Committees. These committees shall include: the Executive Committee, the Governance Committee, the Finance/Investment Committee and the Development/Fund Raising Committee. The Chairperson of the Board is the Chairperson of the Executive Committee and shall appoint members of the board to run each of the other three standing committees.

Section 3. Ad Hoc Committees. Ad Hoc Committees are defined as temporary committees that the Chairman of the Board shall appoint to study and report upon special issues, problems, programs and/or procedures but shall not exist longer than one year, unless authorized by the Chairperson on a year to year basis.

Section 4. Executive Committee. The Executive Committee shall be the administrative committee of the Foundation. This Committee shall consist of the Foundation Board's Chairperson, Vice-Chairperson, Treasurer, Secretary, as well as the ex-officio Executive Director and Deputy Director.

The Executive Committee shall perform any routine administrative duties by express authority of the Board. Between meetings of the Board, this committee shall transact such business of the Foundation as the Board may authorize. The Chairperson of the Board shall serve as the Chair of the Executive Committee. Three of the voting members of this Committee attending the meeting shall be a quorum for the transaction of business. The action of the majority of the members present at any meeting shall be the action of the Committee (the quorum).

Meetings of the Executive Committee shall be held at least one month prior to full Board meetings at such place and time as the Committee shall determine. Special meetings of the Committee shall be called by the Chairperson or the Vice-Chairperson or by any of the other three members of the Committee. Minutes shall be taken of the meetings and appropriate record made available to the Board at its regular meeting. These meetings are open without vote to other members of the Board; and notice of each meeting will be provided to the board.

The Executive Committee will review, monitor and adopt the implementation and adherence of policies affecting the promotion, solicitation, and administration of gifts and grants in a manner consistent with the law.

Section 5. Governance Committee. This committee shall have the responsibility to:

1. continually assess and evaluate Board organization, operation, membership and attendance to insure best practices and maximum effectiveness;
2. make such recommendations from time to time as, in its judgment, will help to accomplish the objectives of the Board, including composition of and succession plans for the Board and standing committees;
3. develop and maintain a Director candidate list through a constant search, and to identify individuals best able to serve the Foundation and CSU at the Director level and meeting all approved criteria for such membership;
4. make nominations for membership on the Board;

5. identify and oversee implementation of “best practices” for orientation programs, assessing director’s performance, training, and other interventions that assist Directors to carry out their responsibilities; and
6. provide oversight of the Foundation’s structure, policies and processes to insure compliance with the Foundation’s mission and general good governance practices.

Section 6. Finance/Investment Committee. This committee shall have the responsibility to:

1. oversee fiscal policy, budgets, reserves, spending and revenue sources of the Foundation, with a view to ensuring its effective operation and long term fiscal health;
2. recommend, oversee and evaluate policies for the management of the investments of the Foundation;
3. oversee and initiate such procedures, audits and analyses that will assure the Board and all others concerned that the Foundation records, resources and procedures are consistent with regulations and responsibilities for sound fiscal management procedures; and
4. oversee and/or assist the work of the standing **Real Estate Sub-Committee** as well as other financial- and/or investment-related ad hoc committees as appointed by the Chairperson of the Board.

Section 6a. Real Estate Sub-Committee. This sub-committee shall have the responsibility to:

1. develop and oversee the fiscal policy, acquisition, maintenance, and disposition of real estate, real property and real estate development related investments and revenue sources of the Foundation, with a view to ensuring its effective operation and long term fiscal health;
2. recommend, oversee and evaluate policies for the management of the real estate holdings and investments of the Foundation; and
3. work with the Coppin Heights Community Development Corporation and other related organizations to meet the aforementioned responsibilities as well as investigate and recommend strategies for community development and investment.

Section 7. Development/Fundraising Committee. This committee shall have the responsibility to:

1. support the planning, developing and implementing of programs and initiatives that generate charitable gifts and grants to the Foundation;
2. review and evaluate the effectiveness of fundraising and development programs involving the use of Foundation funds and resources;
3. assist with fund raising plans directed toward individuals’ current and deferred gifts, business and commercial support, and foundation and endowment grants; and
4. support efforts to market and brand the foundation, CSU and associated programs and capabilities.

Section 8. Committee Vacancies. Vacancies in the chairperson or membership of any committee may be filled by the Chairperson of the Board. The Chairperson may infuse

additional members who can make an impact with regard to a specific goal into a specific committee. This type of membership must adhere to the attendance regulations to remain as a part of that body and this member's voting power is strictly limited to the business of said committee.

Section 9. Quorum. Unless otherwise provided in the resolution of the Board designating the committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 10. Additional Members of Committees. Committees may add to its membership those individuals whose proven experience, position and influence can assist the committee with its general mission or who can help to guide or facilitate specific projects. These persons shall be non-voting members of the committee.

ARTICLE VIII. FISCAL POLICIES

Section 1. The Fiscal Year. The Fiscal Year of the Foundation shall be July 1 to June 30.

Section 2. Audit. The Foundation shall undergo a fiscal audit of its records no less frequently than once per fiscal year performed by an independent certified public accountant firm. A copy of the audit report shall be furnished to the University System of Maryland (USM), the USM Board of Regents upon completion thereof, but in no instance, later than 90 calendar days following the close of the fiscal year.

Section 3. Services Rendered by the University. The Executive Director shall make a formal report annually to disclose the nature and costs of the services rendered the Foundation by CSU. Said report shall be submitted to the USM, the USM Board of Regents, and the Foundation Board. Included in the disclosure report, the Executive Director will report the method and manner by which the reimbursement to CSU from the Foundation shall occur. And, no less frequently than quarterly each fiscal year, the Executive Director will report expenses of this nature, in excess of the standard salaries and fringe benefits of the CSU employees who perform the work generated by the role of the Foundation.

ARTICLE IX. FUNDS MANAGEMENT

Section 1. Granting of Funds. The funds of the Foundation shall be used solely for the purposes specified in the Articles of Incorporation and shall be paid to or for the benefit of CSU.

Section 2. Prohibited Use of Funds. The funds of the Foundation shall not be expended in a manner contrary to the policy, practice, or specific arrangements as stated in the Articles of Incorporation. The funds of the Foundation shall not be paid directly to any

employee at CSU on account of salary, supplemental salary, or other employment benefits of such employees or in the form of a loan.

Section 3. Reimbursements. An officer or employee of CSU shall be reimbursed for bona fide expenses incurred in the performance of the activities undertaken on behalf of the Foundation as authorized by the Executive Committee or Board of Directors.

Section 4. Compensation. An employee or officer of CSU shall receive compensation from The Foundation for work performed for the benefit of the Foundation, provided written approval has been obtained from the President of CSU and the Executive Director of the Foundation.

Section 5. Receipts/Vouchers. Any funds of the Foundation applied to pay travel, entertainment or other expenditures of any individual shall be paid only against itemized, original receipts or vouchers.

Section 6. Distribution of Assets Upon Dissolution. Upon dissolution of the corporation, the Foundation's remaining assets, if any, shall be distributed to CSU or its successor, if such successor be an exempt organization under Section 503(c)(3) of the Internal Revenue Code, and if not, to such exempt organization as the Board of Directors shall select.

Section 7. Distribution of Earnings. No part of the net earnings of the Foundation shall inure to the benefit of any private individual or member within the meaning of Section 501(C)(3) of the Internal Revenue Code, as now in force or hereafter amended.

Section 8. Loans to Directors and Officers. No loan shall be made by the Foundation to any of its directors or officers.

Section 9. Loans and/or Advances. No loans and/or advances, with or without interest, shall be made by the Foundation for the private inurement of any individual. This provision extends to the use of all funds held by the Foundation, including, but not limited to, funds for programs, departments, and activities. Any loans made through the Foundation to students shall be made only under bona fide loan programs and/or endowments wherein the funds were specifically donated for that purpose.

No other loans and/or advances shall be made and no evidences of indebtedness or guaranties of the obligations of others shall be issued in the name of the Foundation without the written approval of the Executive Committee (amounts up to \$20,000.00) or the Board of Directors (amounts exceeding \$20,000.00). No other person is authorized to make loans or approve requests for such loans. All loans and/or advances, promissory notes, acceptances, other evidences of indebtedness and guaranties shall be signed on behalf of the Foundation by such officers as are designated by the Board of Directors.

ARTICLE X. INDEMNIFICATION AND LIABILITY OF DIRECTORS, OFFICERS, EMPLOYEES & AGENTS

Reference is made to Section 2-418 (and any other relevant provisions) of the Corporations and Associations Volume of the Annotated Code of Maryland. Particular reference is made to the class of persons (herewith call "Indemnities") who may be indemnified by a Maryland corporation pursuant to the provisions of such Section 2-418, namely any person (or the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

The Foundation shall (and is hereby obligated to) indemnify the Indemnities, and each of them, in each and every situation where the Foundation is obligated to make such indemnification pursuant to the aforesaid statutory provisions. The Foundation shall indemnify the Indemnities, and each of them, in each and every situation where, under the aforesaid statutory provisions, the Foundation is not obligated, but is nevertheless permitted or empowered to make such indemnification, it being understood that, before making such indemnification, with respect to any situation covered under this sentence, (i) the Foundation shall promptly make or cause to be made, by any of the methods referred to in subsection (e) of such Section 2-148, a determination as to whether each Indemnitee acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Foundation, and , in the case of any criminal action or proceeding, whether such Indemnitee had no reasonable cause to believe that such Indemnitee's conduct was unlawful, and (ii) no such indemnification shall be made unless it is determined that such Indemnitee acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interest of the Foundation, and, in the case of any criminal action or proceeding, such Indemnitee had no reasonable cause to believe that such Indemnitee's conduct was unlawful.

ARTICLE XI. AMENDMENTS

These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by a majority vote of the Board Directors present at any regular or special meeting at which a quorum is present, provided that due notice of such meeting shall have been furnished to or waived by all Directors and that such notice or waiver thereof included a statement that one of the purposes of such meeting was to consider such alternation, amendment or repeal. At least three days written notice shall be recorded of the intention to amend or repeal the By-Laws or to adopt new By-Laws at such meeting.

ARTICLE XII. MISCELLANEOUS PROVISIONS

Section 1. Parliamentary Authority. The current edition from time to time of Roberts Rules of Order shall be the parliamentary authority for any meeting held pursuant to these Bylaws.

Section 2. Conflict of Interest. Directors serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. At all times each director is required to act with the highest degree of integrity, avoid any potential conflicts that arise, and make a full disclosure of relationships with organizations that do business with the foundation or could be construed to potentially affect independent, unbiased judgment. Directors must annually review the Foundation Conflict of Interest Policy For Directors and Officers and complete the Foundation Disclosure Form.

Section 3. Proxies. A vote by a director can only be exercised by the director, in person or by mail or e-mail, and not by proxy. Proxy voting shall not be permitted unless agreed to by majority vote of the board on a case by case basis with the presence of extenuating circumstances, such as illness, incapacitation, emergency, et. al. This section is to be interpreted in a manner consistent with protecting the rights of a director with standing to legitimately execute their right to vote.

Section 4. Requirement for Voting Board Members. No person may be a voting member of the Board unless such person makes an annual contribution to the Foundation in such amount as established by the board.

Section 5. Legislative and Political Activities. No substantial part of the activities of the Foundation shall consist of attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XIII. EFFECTIVE DATE

These Bylaws were adopted and became effective at the April 8, 2010 Board Meeting.

Conflict of Interest Policy for Directors & Officers

1. **Scope.** The following statement of policy applies to each member of the board and to all staff officers of the Coppin State University Development Foundation, Inc. (Foundation). It is intended to serve as guidance for all persons volunteering or employed by the Foundation in positions of significant responsibility including presidents, vice presidents and directors (including ex officio directors).
2. **Fiduciary Responsibilities.** Members of the board, officers and employees of the Foundation serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the board and officers are to be made solely on the basis of a desire to promote the best interests of the Foundation and the public good. The Foundation's integrity must be protected and advanced at all times.

Men and women of substance inevitably are involved in the affairs of other institutions and organizations. An effective board and administration cannot consist of individuals entirely free from at least perceived conflicts of interest. Although most such potential conflicts that arise will be deemed to be inconsequential, it is everyone's responsibility to ensure that the board is made aware of situations that involve personal, familial, or business relationships that could be troublesome for the Foundation. The board requires each director and staff officer annually (1) to review this policy; (2) to disclose any possible personal, familial, or business relationships that reasonably could give rise to a conflict involving the Foundation; and (3) to acknowledge by his or her signature that he or she is in compliance with the letter and spirit of this policy.

3. **Disclosure.** All directors and staff officers are requested to list on this form only those substantive relationships that he or she maintains (or members of their family maintain) with organizations that do business with the Foundation or otherwise could be construed to potentially affect his or her independent, unbiased judgment in light of his or her decision-making authority or responsibility. In the event you are uncertain as to the appropriateness of listing a particular relationship, the chair of the board of directors and/or the president should be consulted. They, in turn, may elect to consult with legal counsel, the executive committee, or the board of directors, in executive session. Such information, including information provided on this form, shall be held in confidence except when, after consultation with you, the institution's best interests would be served by disclosure. The following definitions are provided to help you decide whether a relationship should be listed on this form:

Business Relationship: One in which a director, officer, or a member of his or her family serves as an officer, director, employee, partner, trustee, or controlling stockholder of an organization that does substantial business with the Foundation.

Substantial Benefits: When you or a member of your family (1) are the actual or beneficial owner of more than 5 percent of the voting stock or controlling interest of an organization that does substantial business with the Foundation or (2) have other direct or

indirect dealings with such an organization from which you or a member of your family benefits directly, indirectly or potentially from cash or property receipts totaling \$10,000 or more annually.

4. **Restraint on Participation.** Directors or officers who have declared or been found to have a conflict of interest shall participate in discussion of and vote with respect to issues related to the conflict of interest to the extent allowed by and in accordance with the provisions of Annotated Code of Maryland, Corporations and Associations, Section 2-419. The conflict must be disclosed, the contract or transaction must be authorized, approved or ratified by a majority of disinterested directors and the contract or transaction must be fair and reasonable to the Foundation.

*Adapted from Association of Governing Boards of Universities and Colleges

Procedures for Maintaining Compliance with Board of Regents (BOR) Policies for Affiliated Foundations

This maintenance document was developed internally by Institutional Advancement Staff (IA). Certain procedures (signified by a check mark (✓) and must be verified by the President affixing a set of initials beside the corresponding mandate which will indicate that the CSUDF is in compliance. The number of the maintenance procedure corresponds with the BOR policy.

- #3 The University President serves on the Foundation Board as an ex-officio member in an advisory capacity. Should, via a majority vote by the Foundation Board, a change be instituted of the CSUDF's purpose or scope, the Foundation Board will communicate this change in writing to the University President. This correspondence will be developed by the Foundation Board Secretary, signed by the Chair on behalf of the Board, and the Regents will be copied on the notification to the President.
- #4 Annually, prior to the new fiscal year no later than June 15th, a document will be developed in the President's office that establishes an agreement to continue the relationship between the CSUDF and the University. With this agreement letter, the Board of Regents (BOR) Policy for Affiliated Foundations will be referenced and acknowledgement that these policies are adhered to will be incorporated in this document. This letter of agreement must be on the Office of President stationary and signed by the University President and the chairperson of the CSUDF Board in a meeting wherein the agreement terms are reviewed by both parties. Annually, a signed letter of agreement will be in the CSUDF Compliance Report submitted to the BOR. As an FYI, the CSUDF has a standing agreement in place with the University System of Maryland Foundation (USMF). (✓)
- #5 This annual agreement establishes the conditions upon which the Foundation has the continued use of the Coppin's name or any other name, or anything to which the University has legal right. Annually, in the CSUDF Compliance Report, the University will authorize, by way of the University's President's signature, the use of Coppin's name in the name of the Foundation. (✓)
- #6 The CSUDF will maintain its own 501 (c) (3) status as a non-stock corporation which is a public charity legally separate from CSU by operating in compliance with all IRS mandates and policies that validate and regulate such entities. The Executive Director of the CSUDF will maintain current policies and mandates on file for the various regulatory agencies. As well, the CSUDF non-profit charitable status will be maintained with the appropriate

agencies under the State of Maryland by the annual filing of the required recertification papers with the Office of the Secretary of State. (✓)

#7 Officers of the CSUDF Board and USM staff, i.e. Coppin employees, assigned to execute duties and responsibilities of the CSUDF must be bonded and covered by liability insurance of sufficient coverage determined by the CSUDF Board of Directors. Annually, the Governance Committee of the Foundation Board will review the insurance coverage and determine, based on the Foundation's financial activity and capacity, the appropriate level of coverage. The details of the insurance types and coverage must be agreed upon by the University President and will be disclosed annually in the CSUDF Compliance Report to the BOR. (✓)

#8 Coppin University's President will serve as an ex-officio, non-voting member of the CSUDF Board of Directors. There will be one other ex-officio non-voting member of the Board; the President of Alumni Association, who will not be an employee of the University. Should any University or USM employees be asked to serve on the CSUDF or express an interest to do so, such persons must not constitute more than 20% of the Board membership. The Executive Director of the CSUDF will monitor Board membership to assure that no more than 20% Board representation is comprised of persons who are Coppin or USM employees.

#9 &

#10 Persons who execute the work of the CSUDF will be Coppin University staff, who are not paid employees of the CSUDF, including the Executive Director, administrative staff and the Comptroller. The CSUDF must quantify each fiscal year the University resources used (staff & overhead) and measured against funds transferred from the CSUDF to the University to determine that the Foundation has satisfied its debt to the University. Since the audited amount is not confirmed until October and the agreement letter is signed much earlier, it is not possible to include this calculation in that letter as prescribed by the BOR affiliated foundation policy. This process is known and allowed by the BOR. Within the CSUDF compliance report submitted to the BOR in October of each year, the CSUDF will provide a detailed report disclosing the transferred dollars from the Foundation to the University used to measure against the expenses incurred by the University on behalf of the Foundation. Should the CSUDF transfer of funds to the University not be of a sufficient dollar amount to offset the debt to the University for the incurred expenses in the fiscal year period under review, then the Executive Director will develop and propose a plan to the Foundation Board for how this obligation to the University will be met by the Foundation. A Board approved plan will be submitted to Coppin's President for his review and approval.

In the very unlikely event that the CSUDF is unable to meet the above mandated transfer in a timely manner, the following is to be undertaken for the described situation. The CSUDF could have documentation of anticipated funds scheduled to be received, but the posting of these obligated funds to the books occurs immediately after the close of the fiscal year and too late to make the actual transfer to the University. Because the transfer process may have been hindered by extenuating circumstances, the funds for the University may remain on the

Foundations books into the next fiscal year. Should this circumstance exist, the Executive Director will notify the Foundation Board in writing of the situation and the Board will appeal to the University President and the BOR for dispensation to allow the Foundation to use these funds to measure against University expenses incurred by the Foundation for the fiscal year under review. The Foundation Board will appeal for dispensation with regard to a situation where the obligated funds slated for the CSUDF for transfer to the University are held up only for 60 days after the year under review, but not for other extended period of time.

Should cash reimbursement be the only resolution for payment to the University for an unsatisfied Foundation obligation under this policy, then the Board will receive a report from the Executive Director disclosing the unrestricted funds held by the Foundation that do not prohibit spending of this nature. To prepare this report, the Executive Director will engage in a review of the endowment portfolio MOU (Memorandum of Understanding) stipulations, the restricted net assets purposes, and the disposition of the assets held by the unrestricted fund. Based upon these data, the Foundation Board will develop a resolution to disburse the available funds to the University in accordance with the stewardship oversight by the Executive Director to assure appropriate ethical and legal use of the Foundation funds. In the event that the cash available from the Foundation is inadequate to fulfill its obligation to the University, the Foundation Board will appeal to the University President to accept a timely payment plan toward debt fulfillment. (✓)

#11 Current regulations governing the Foundation's operations will be available in the Executive Director's office. The CSUDF Executive Director will monitor the Foundation's activities to assure that no conflict with federal or state laws, official rules and regulations, USM policies, or the role and mission of the USM or CSU exists as a result of the transaction of Foundation business. The Executive Director will oversee Foundation operations to assure that there is no conflict with Internal Revenue Code provisions and regulations and other applicable policies and guidelines while operating as a not-for-profit charitable entity. The Board will require the Executive Director to report to them on the status of this standing on a quarter basis (✓)

#12 The CSUDF Executive Director will assure by oversight authority, in his/her review of all expense documents, Foundation literature, and documents on Foundation stationery that the Foundation does not engage in any of the following:

1. Carry propaganda or attempt to influence legislation
2. Directly or indirectly participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office
3. Make any contribution of money or in-kind service to any candidate for public office
4. Purchase tickets to a fundraising event to support political candidacy

The comptroller and the CSUDF Deputy Director will review all checks and disbursements to ensure compliance with the above. (✓)

#13 The CSUDF will not accept research grant or contract funds to support educational or research efforts without written approval of the University's President. Should such approval

be granted by the President, a copy of the justification letter from the University President to the USM Chancellor for this exception, with the Chancellor's approval, will be forwarded to the CSUDF Executive Director. The Executive Director will report to the Foundation Board on this matter and the documents involved in the approval process will be kept in the Foundation files. (✓)

#14 The CSUDF may only offer an educational program or any course of study leading to the award of a certificate, diploma, or degree by obtaining written approval from the University President in order to petition the Maryland Higher Education Commission (MHEC) to operate as a postsecondary institution. Written documentation from MHEC endorsing this direction will be included in all of the Foundation's program literature, displayed in appropriate places, and housed in the Foundation files.

#15 &

#16 The Executive Director will ensure that all correspondence, solicitations, activities, and advertisements clearly identify an activity/endeavor of the Foundation for public consumption distinguishing that Foundation sponsorship/activities are separate and distinct from those of the Coppin University or the USM. (✓)

The Executive Director will ensure that the CSUDF letterhead carries the complete legal name of the Foundation and that this letterhead will be used for all written negotiations and transactions entered into by the Foundation will be recorded -- verifying that while conducting business, the Foundation is established and is a separate entity. Such that there is no opportunity for any Foundation obligation to be confused with obligation of the USM or Coppin University, or the State of Maryland. (✓)

Unless otherwise approved by the University President, the Foundation will not use any trademarks, service marks, logos, seals, or the name of the USM or the Coppin State University on any of its material. The CSUDF Executive Director will monitor this prohibited practice.

#17 CSUDF income will be held in accounts owned by and titled to the Foundation and such funding will not be co-mingled with USM funds or Coppin State University funds. The Foundation accounts will be established in creditable banking institutions in private industry. As well, Coppin State University or USM trust funds will not be transferred to any of the Foundation's financial vehicles/accounts unless the transfer is approved by the BOR and the Attorney General's Office. (✓)

Gifts of any nature, cash or otherwise, payable or transferable to USM or Coppin State University will not be deposited in the CSUDF. The Foundation Comptroller and the staff involved in the check processing procedure will oversee Foundation income transactions to assure that no University or System funds are deposited to any accounts of the CSUDF. (✓)

#18 Gifts accepted by the CSUDF are subject to applicable USM policies on gifts. Before accepting contributions or grants for restricted or designated purposes that may require administration or direct expenditure by a constituent institution or other component of the University, the CSUDF must obtain the prior approval of the President.

After the appropriate notice to the President, fundraising campaigns and major gift solicitation on behalf of the CSUDF will then be approved by the University's Vice President for Institutional Advancement (who is also the CSUDF Executive Director). He/she and the administrative staff will ensure by review of the daily transaction log that the appropriate oversight is in force. Such review must make certain that the wishes of the donor prevail and that each gift is used in accordance with the legally enforceable terms and conditions attached to each gift. (✓)

#19 This provision is provided for in the CSUDF Bylaws.

#20 Currently, the CSUDF investments (endowment portfolio) are overseen by the University System of Maryland Foundation. However, if the portfolio is under management outside of the current arrangement, the CSUDF will report at the end of each fiscal year on the performance of the portfolio to the BOR. In the event that the investments underperform appropriate market indices for three consecutive years, then the CSUDF will respond to the BOR request for an independent review of its investment strategies along with plans for corrective action.

#21 Currently, the CSUDF endowment portfolio is assessed an administrative fee to the University System of Maryland Foundation on an account to account basis for anywhere from one-three percent for management services. The portfolio is also assessed an investment fee and taxes on the Foundation's investment holdings.

#22 &

#23 The CSUDF will be audited annually by an independent certified public accounting firm. The firm will meet with the approval of the University President and the Board of Director's Audit Committee and will not have in its employ any Board members or officers of the Foundation. The Foundation's fiscal operations will correspond with the University's and the USM's fiscal year. The financial statements of the audit process will be prepared in accordance with generally accepted accounting principles – the audit will be a full scope review. The external auditors will prepare a report of the Foundation funds transferred to the CSU, a report of Foundation unrestricted funds dedicated for use by the University President, a report of the financial disposition of the Foundation (Financial Statements). And, based on the auditors discretion shall prepare a management letter for the Board of Directors review. The CSUDF audit will be scheduled to commence in August or early September annually. A copy of the audit will be submitted to the University System of Maryland by September 30th and the BOR by October 30th annually.

#24 The CSUDF will engage an Internal Auditor with sufficient experience and training to oversee and assess operational processes. The auditor will be contracted to be on board during the fiscal year and should be available to the external auditors at all times. The Internal Auditor

must adhere to and have access to the Standards for Internal Audit published by the institute for Internal Auditors, Inc. (✓)

#25 Annually, the Board of Directors will determine the frequency of the review process to examine their responsibilities along with the operational risks facing the Foundation. With this in mind, the Foundation will entertain, visits coordinated by the USM Director of Internal Audits with the University President, and/or the Foundation Board, and the primary managers of the CSUDF scheduled at least every three years.

#26 Upon request by the University President, the President or his designee will have access to inspect the following CSUDF files:

1. the books and records
2. the most recent federal and state tax returns
3. a list of employees, consultants, and legal counsel for the fiscal year

To facilitate this review, the University President receives a copy of the external audit including the financial statements immediately after the audit is completed.

#27 No later than 90 days after the close of the USM and Coppin State University's fiscal year, the CSUDF will provide the University President and the BOR the following documents as prescribed in the USM report calendar and adhered to in the CSUDF schedule of reports (see the calendar that starts on page 39).

#30 The CSUDF will provide the Board of Regents Internal Auditor with access to the Foundation records and books upon notice to the Executive Director of the CSUDF and the Foundation Board Chairperson. Content for review is described in the CSUDF Compliance Report documentation.

These procedures are subject to the CSUDF Board annual review.

Appendix 1: Schedule of Activity

<i>Policy</i>	<i>Purpose</i>	<i>Steps</i>	<i>Materials Due</i>	<i>Due Date</i>
<i>CSUDF Board Meeting</i>	Required quarterly meeting of the board of directors	Conduct business as required	Minutes	2nd Thursday, Jan.
<i>Maryland Charities Registration</i>	Participation in Maryland's federated campaign; grants authorization to receive gifts via payroll deductions from state employees.	Application is sent to Maryland's Office of the Secretary of State. Effort is component program of the Annual Giving Program.	Submitted form.	February 9
<i>Combined Charities Campaign Registration</i>	Participation in Baltimore's federated campaign; grants authorization to receive gifts via payroll deductions from city employees.	The CSUDF is automatically enrolled in this program.	N/A	N/A
<i>Combined Federal Campaign Registration</i>	Participation in the Federal Government agency's federated campaign; grants authorization to receive gifts via payroll deductions from federal employees.	Application is submitted online http://cfccharities.opm.gov . Pay registration and listing fee.	Audit	January 30
<i>CSUDF Conflict of Interest Policy</i>	Conduct annual review of CSUDF conflict of interest policy for directors and officers for improvement, appropriateness and best practice.	Governance Committee conducts annual review. Submits proposed changes, if any.	Memo to Chair; outlining proposed changes, if appropriate.	Distribute in April. Signatures due by June 30
<i>CSUDF Board Meeting</i>	Required quarterly meeting of the board of directors	Conduct business as required	Minutes	2nd Thursday of April
<i>Auditor Selection</i>	Supports process to comply with requirements related	Treasurer and Finance Committee work with Executive Director and	Finance Committee develops and	April Board Meeting

	to internal and external auditing. <i>NOTE: Governance must inquire about internal auditing requirements</i>	Comptroller to determine need and/or process for selection of auditors. Review best practices and foundation needs; determine best approach for current fiscal year.	presents final recommendations for board approval	
Private Donor Award Program	Granting and distributing endowment funds to students. These are need based unless MOU requires otherwise.	Determine total amount available for spendable income. Review applications student accounts. Begin the process of matching students to scholarships based on criteria. Notify Financial Aid of awards.	Applications due March 1–April 15 . Decisions due by May.	April -May
SOS decision making	Financial Aid conducts process to match and disburse available dollars to identified students who are at greatest risk to not graduate.	Money is primarily raised during May golf tournament. \$\$\$ usually booked by June.	Board is advised of expenditures annually.	Awards are made in the fall and spring.
Board Budget Development (including admin. fee draw down, if needed)	Provides for timely and efficient development of budget for next year of operation, including determination of sources of funding. Determines need and amount, if any, for administrative fee and draw down amount.	Chairperson, Treasurer and Executive Director discuss parameters for next year budget. Executive Director drafts document and presents to finance committee for approval. Once approved, the budget is forwarded to the EC for approval, and then to the board. If determined that fees must be drawn down for administrative purposes, such decision must also be submitted for EC and board approval.	Proposed Budget Full Board Approval Full Board Approval	1 week prior to July Board Meeting July Meeting July Meeting
Draw Down Determination Process	Executing the process to determine and authorize the draw down percentage for available funds for endowed scholarships.	Executive Director with copy to Treasurer requests calculations on our spendable income on portfolio by account. Review and respond to % formula for draw down that is sent to CSU from USM.	Refer to Endowment Market Values as of December 31 of the year prior.	July Meeting
CSUDF Board Meeting	Required quarterly meeting of the board of directors	Conduct business as required	Minutes	2 nd Thursday of July

<i>CSUDF Bylaws</i>	Conduct annual review of CSUDF by-laws for improvement, appropriateness and best practice.	Governance Committee conducts annual review. Submits proposed changes, if any.	Memo to Chair; outlining proposed changes, if appropriate.	August 30
<i>CSUDF Board Member Position Description</i>	Conduct annual review of CSUDF board member position description for improvement, appropriateness and best practice.	Governance Committee conducts annual review. Submits proposed changes, if any.	Memo to Chair; outlining proposed changes, if appropriate.	August 30
<i>USM Cost of Fund Raising (COF) Report</i>	COF Report details how much it cost CSU to raise \$1 (%)	Report must be authorized by IA and sent to President, Chancellor, BOR and CSUDF Chair.	Included in CAE Reporting	October 2
<i>Insurance Coverage Assessment & Review</i>	Conducts assessment and review of types and amounts of insurance coverage required for CSUDF operations.	Review policies; determine appropriateness of types and amounts; secure expert consultation as required. Forward memo from Governance Committee to CSUDF Chairperson, re: results and recommended actions. NOTE: Governance Committee must determine frequency (every how many years) of more comprehensive review related to best practice and optimal coverage.	Governance Committee memorandum. Comptroller purchases and secures policies.	October 1 st
<i>CAE/VSE Report</i>	Reports data on fundraising activities and programs to the Council for the Advancement of Education (CAE).	IA staff works with Advancement Services to develop and submit; cost of fundraising reporting is now captured in this report	Annual fundraising report including COF data.	October 1
<i>CSUDF Board Meeting</i>	Required quarterly meeting of the board of directors	Conduct business as required	Meeting agenda, committee reports minutes	2nd Thursday of October
<i>BOR Year End Reporting</i>	Details major reporting requirements for affiliated foundations. Includes auditors reports, and numerous financial and operational compliance reports.	Complete all inputs required under the USM Certification of Compliance with Board of Regents Policy IX-2.00 Policy on Affiliated Foundations (COC). Review with CSUDF Board Chair.	Completed COC under president's signature, Binder, Compliance Checklist and Audit Reports.	November 1 st

<i>BOR #4,5</i>	Affirm relationship between CSUDF & CSU and use of university name by CSUDF.	Governance Committee reviews and prepares agreement. President & Chair meet, review terms, discuss any change, sign agreement; submit to BOR...	Agreement with Institution; President Sign-Off Send to USM.	July 30 th
<i>Annual Financial Audit Report BOR # 23,27 (External Audit)</i>	Conduct annual audit, including reports on transfers made to CSU, unrestricted funds available to CSU President, list of foundation officers and directors, a list of employees who received compensation, list of government contracts and grants, major activities, and submitted by and contact information.	CSUDF Comptroller schedules external audit review to begin in August. Complete review and forward to CSU President and BOR by October 1st. Auditor shares management letter as appropriate. Audit reports are sent twice: to USM via foundation, and to USM BOR.	Entrance Conference. Start external audit review. Exit interviews. Submit reports to USM via foundation. Present auditor report to CSUDF board. President Sign-Off on Compliance Checklist	August 10 th August 30 th September 15 th September 30 th October Board Meeting November 1st
<i>“Do Business As” Certificate</i>	Authorizes CSUDF to utilize trademark and do business as the Coppin State University Development Foundation, Inc.	Complete application and forward to State of Maryland, Department of Assessments and Taxation. Await approval.	Submitted form (every 5 years)	Renew November 2019; Certificate Expires January 1, 2020.
<i>MD Charitable Registration</i>	To renews CSUDF’s status as a charitable 501(c) (3) in the state of Maryland.	Complete form with appropriate fee. Fee is determined by state according to CSUDF’s asset level. Await approval from Office of the Secretary of State (~30 days).	Form and fee.	December 15th

Appendix 2:
Agreement Between Coppin State
University & University System of Maryland
Foundation

AGREEMENT

This agreement made 19 March 1991, between The University of Maryland Foundation, Inc. ("UMF"), a nonprofit corporation organized under the laws of Maryland, having its principal place of business at 3300 Matzerott Road, Adelphi, Maryland 20703, and Coppin State College Development Foundation, Inc. ("Foundation"), a not-for-profit corporation organized under the laws of Maryland, having its principal place of business at Baltimore, Maryland 21216-3698.

WHEREAS, UMF is a state university related foundation organized and operated for the benefit of and to carry out the purposes of the University of Maryland System; and

WHEREAS, UMF is not engaged in business as an investment management company, an investment advisor to investment companies or rendering research and advisory services to such companies, as a bank, as a custodian, or acting as any other type of financial institution; and

WHEREAS, UMF retains outside custodians and outside investment managers for its own funds for the purposes of prudent investment for the ultimate benefit of the University of Maryland System; and

WHEREAS, the Foundation, like UMF, is also a state university related foundation organized and operated for the benefit of and to carry out the purposes of one of the constituent institutions of the University of Maryland System; and

WHEREAS, state university foundations supporting the constituent institutions of the University of Maryland System ("foundations"), such as UMF and the Foundation, believe that commingling and collective investment and reinvestment of funds of the foundations, collecting income and turning over the income therefrom, less expenses, including expense of supervision of the performance by independent contractors of investment services related thereto, will allow economies of scale that will permit higher rates of return on investment for the ultimate support and benefit of the University of Maryland System and its constituent institutions; and

WHEREAS, UMF and the Foundation desire that the Foundation's funds be commingled and managed in common with funds of UMF and other state university related foundations supporting the University of Maryland System or its constituent institutions, although in a separately accounted for fund.

NOW THEREFORE, for reasons cited above, and in consideration of the mutual promises contained herein, UMF and the Foundation agree as follows:

1. Agent.

(a) UMF shall act as the agent of the Foundation for purposes of securing an outside custodian ("Custodian") and outside investment manager ("Manager") for funds of the Foundation subject to this agreement and shall

separately account for such funds. UMF shall deal directly with Custodian and Manager on the Foundation's behalf in Foundation's place and stead. Custodian and Manager may be the same entity or may be separate entities, at the discretion of UMF. UMF shall have the right from time to time to change the Custodian and Manager and will advise the Foundation and provide the Foundation with a copy of the agreement with the new Custodian and/or Manager, as the case may be, within thirty (30) days of its having made any such change.

(b) At the time of the execution of this agreement, the Investment Manager is Investment Counselors of Maryland ("ICM"), a corporation organized under the laws of Maryland whose address is 803 Cathedral Street, Baltimore, Maryland 21201, which is an investment management firm not associated with UMF. A copy of UMF's contract with said Investment Manager is attached hereto as Exhibit A.

(c) At the time of the execution of this agreement, Custodian is a banking firm, Mercantile-Safe Deposit and Trust Company ("Mercantile"), a corporation organized under the laws of Maryland whose address is 2 Hopkins Plaza, P.O. Box 2257, Baltimore, Maryland 21203 and which is not associated with UMF. A copy of UMF's contract with said Custodian is attached hereto as Exhibit B.

2. Registration of Securities. To facilitate the delivery of securities to be held by Custodian, the Foundation does hereby constitute and appoint UMF the true and lawful attorney-in-fact of the Foundation and authorize UMF in the Foundation's name, place and stead, to register all securities from time to time held hereunder other than securities issued in bearer form in Custodian's name and execute endorsements, assignments or other instruments of transfer of securities so registered and due bills and dividend orders as Custodian may deem proper in connection with the transfer of any such securities, UMF being expressly authorized to execute any such instruments either by signing the Foundation's name alone without any designation of itself as attorney-in-fact, or it may sign the Foundation's name as such attorney-in-fact.

3. Fees.

(a) The fees of the Investment Manager and Custodian will be deducted directly from the commingled funds in such amounts and in accordance with the Manager and Custodian contracts attached hereto as Exhibits A and B, respectively. Said fees will be calculated on all UMF funds under the management of said Investment Manager and with said Custodian, including funds of UMF, the Foundation and other like foundations, and the Foundation shall pay its proportionate share thereof.

(b) UMF will charge 0.5% of the value of the Foundation's funds administered pursuant to this agreement, which value shall be computed as of the close of UMF's fiscal year (June 30). UMF reserves the right to alter its fee by the giving of thirty days written notice to the Foundation.

4. Term. This agreement shall commence on 1 April, 1991, and shall continue until terminated by either party on thirty (30) days written notice to the other party.

5. Hold Harmless. UMF agrees to use its best efforts in the selection of Custodian and Manager. The Foundation agrees to hold UMF harmless from any acts or things done, suffered, or omitted in the exercise of good faith and without willful default or neglect and from negligent or fraudulent acts of the Custodian and Manager. Nothing in this agreement is intended to relieve the Foundation from any fiduciary responsibility that it may have with respect to funds hereunder.

7. Rules and Regulations. UMF reserves the right to promulgate, and to modify from time to time, rules and regulations pursuant hereto, which rules and regulations, including any modification thereto, shall be effective thirty (30) days after written notice of the promulgation, or the modification, as the case may be, shall have been given to the Foundation.

8. Notice. All notices required or desired to be given hereunder by either party to the other shall be given by certified or registered mail, first class postage prepaid, return receipt requested. Notices to the respective parties shall be addressed as follows:

If to the Foundation:

Mr. Charles E. Wright

Executive Director

Coppin State College Development Foundation

2500 N. North Avenue

Baltimore, MD 21216-3698

If to UMF:

John R. Martin, President

The University of Maryland

Foundation, Inc.

3300 Merzerock Road

Adelphi, Maryland 20783

Either party may, by like written notice, designate a new address to which such notices shall be directed.

9. Entire Agreement; Amendments. This agreement contains the entire agreement between the parties. It supersedes all previous oral or written representations or agreements relating to the rights and duties contained herein, and may not be modified or amended, except by written agreement of the parties.

10. Governing Law, Construction and Severability;
UMF Policies and Procedures Manual

(a) This agreement shall be governed by and construed in accordance with the laws of the State of Maryland. All headings are for reference purposes only and shall not affect the meaning or interpretation of this agreement.

(b) If any provision of this agreement is determined to be invalid under any applicable statute or rule of law, it is to that extent to be deemed omitted and it shall not affect the validity of any other provisions of this agreement.

(c) The UMF agrees to be bound by the terms of the UMF Policies and Procedures Manual dated September 20, 1988 until amended. If amended, UMF agrees to notify the Foundation that said policies have been amended and submit a copy of said changes.

IN WITNESS WHEREOF, the parties hereto have executed this agreement on the date first above written.

THE UNIVERSITY OF MARYLAND FOUNDATION, INC.

By: John K. Martin
John K. Martin
President

Attest: John A. Debra
Secretary

[Corporate Seal]

THE COPPIN STATE COLLEGE DEVELOPMENT FOUNDATION, INC.

By: Malvin A. Bilal
Malvin A. Bilal, Chairman

Attest: James E. McDonald
James E. McDonald, Secretary

[Corporate Seal]

Appendix 3:
Board of Regents Policy on Affiliated
Foundations



IX - 2.00 - POLICY ON AFFILIATED FOUNDATIONS

(Approved by the Board of Regents on March 1, 1989; amended on November 29, 1990 and amended on October 1, 1999)

The Board of Regents of the University System of Maryland recognizes the importance of voluntary private support and encourages grants and contributions for the benefit of the University System, its constituent institutions and components (hereinafter collectively referred to as "the System") or for any or all of the educational and support activities that are operated by the System. Accordingly, the Board of Regents wishes to encourage a broad base of support from many sources, particularly increased levels of voluntary support. To achieve this goal, the System will cooperate in every way possible with the work of affiliated foundations. The Board of Regents may recognize as an affiliated foundation an organization that is created and operated in support of the interests of the University System of Maryland or one of its constituent institutions or components, and has as its purpose one or more of the following:

1. To facilitate fund-raising programs and contributions from private sources to foster and promote the general welfare of the System or one of its components;
2. To manage and invest private gifts and/or property for the benefit of the System or one of its components; or
3. To promote, sponsor, and implement educational, scientific, research, charitable or cultural activities for the benefit of the System or one of its components and to engage in activities to enhance further the educational, research or service mission of the System.

A subsidiary legal entity formed or owned by an affiliated foundation may use the name or facilities of the System (including any of its institutions or components) only if it is separately recognized by the Board of Regents pursuant to this policy. Each organization recognized as an affiliated foundation shall comply with the policies listed below.*

Pursuant to its statutory responsibilities, the Board of Regents may revoke its recognition of a foundation that fails to comply with these policies, in which case the foundation shall no longer be entitled to use the name or facilities of the System.

Establishing a Foundation

1. A foundation may be affiliated with one of the following entities: the University System of Maryland, one of the 13 institutions of the System,

or such other component of the System as the Board of Regents may determine. The following official shall be the System official responsible for relations with foundations affiliated with his or her institution; including monitoring compliance with System policies and agreements between the foundation and the System:

- (a) The University System of Maryland -- the Chancellor
- (b) The 13 institutions and any component of the institutions - the appropriate President unless otherwise approved by the Board of Regents.

The officials listed above shall hereinafter be referred to as the "Responsible Official" with respect to any foundations affiliated with his or her institution or component.

2. In accordance with Senate Bill 296, Laws of Maryland, 1999, the President of a constituent institution may establish campus-based foundations without the approval of the Board of Regents. All foundations shall operate in accordance with policies adopted from time to time by the Board of Regents in consultation with the Presidents of the institutions and approved for form and legal sufficiency by the Office of the Attorney General.
3. A President shall give the Chancellor timely notification of any new affiliation with a foundation. Such notice shall include the name of the foundation, its mission statement, its initial Board members, and copies of its Articles of Incorporation and corporate bylaws. Any issue about the propriety or right to a foundation's name shall be resolved by the Board of Regents. The Board of Regents shall be notified of any change in the purposes or scope of activities of an affiliated foundation occurring after its recognition by the Board.
4. Each foundation shall enter into an annual written agreement with the System or with the component or institution with which the foundation is affiliated. The written agreement shall establish the relationship between the parties, describe the purpose of the foundation, and acknowledge the applicability of these policies, which shall be incorporated by reference therein. Written agreements must be signed by the Responsible Official and by the foundation officer authorized to sign such agreements and shall be approved by the Chancellor or the Chancellor's designee to ensure consistency with all applicable Regents' policies.
5. The written agreement between the institution and the foundation shall condition the organization's use of the institution's name or any other name, emblem, or mark to which the University has any legal right, upon

the foundation's continuing compliance with the agreement and all System policies on affiliated foundations.

6. Ensuring foundation compliance with Regents' policies and reasonably prudent business practices shall be included in the President's and, if different than the President, the Responsible Official's annual evaluation.

Structure and Independence

7. Each foundation shall operate as a Maryland not for profit non-stock corporation that is legally separate from the System and is recognized as a 501 (c) (3) public charity by the Internal Revenue Service. The management and control of a foundation shall rest with a board of directors. Officers and staff members of a foundation and system staff assigned to carry out functions of a foundation shall be bonded and liability insurance for directors and officers shall be obtained by the foundation, in amounts to be determined by the board of directors.
8. Presidents may only be ex-officio and non-voting members of the foundation's board of directors. System employees may serve as voting members of the board of directors of any affiliated foundation, provided that System employees do not constitute more than 20% of the foundation's board of directors.
9. With the approval of the Responsible Official, an officer or employee of the System may also serve as an officer or employee of an affiliated foundation. An employee or officer of a foundation who is also an employee or officer of the System may not represent both parties in any negotiation between the foundation and the System.
 - a. The executive director and support staff of an affiliated foundation should be paid employees of the foundation and not of the institution. Support staff are defined to be those individuals who provide direct services to the foundation, such as clerks, secretaries, and accountants and does not include fundraisers. Should this not be practical (e.g. an institution employee provides only part-time services to the foundation), the foundation shall make a direct reimbursement to the institution for its share of the employee's salaries and fringe benefits. The foundation shall reimburse the institution for at least 33% of these costs beginning July 1, 1999, 66% beginning July 1, 2000 and 100% beginning July 1, 2001.

If a foundation requires a 100% level of effort from an individual, that individual shall be a paid employee of the foundation and not of the institution. If an institution employee currently provides that level of effort and would lose benefits if transferred to the

foundation, then the foundation shall hire and pay for that support when the current employee no longer provides that support.

- b. Alternatively, institution staff may be assigned to carry out functions of an affiliated foundation, including serving as administrative officers and support staff of the foundation without reimbursement to the institution. In any such case, the University resources so used shall be quantified, included in the written agreements, and measured against funds transferred from the foundation to the institution. Also, the written agreement shall require that the foundation's funds may be expended only by transfer to appropriate institution accounts from which they may be paid out only in accordance with donor's wishes and applicable system and institutional policies and procedures. Any exception to that requirement must be approved in advance by a member of the foundation's board of directors who shall not be a university employee and shall be reported annually to the Chancellor.
10. A foundation may use non-staff resources (e.g. space, equipment, facilities) of its affiliated institution without direct, dollar for dollar reimbursement to the institution. The resources shall be quantified, included in an annual agreement, and measured against funds transferred from the foundation to the institution, or paid by the foundation on behalf of the institution.

Activities

11. Foundations may not engage in activities that conflict with federal or state laws, rules and regulations, System policies, or the role and mission of the System. Foundations shall comply with applicable Internal Revenue Code provisions and regulations and all other applicable policies and guidelines.
12. All activities of affiliated foundations shall be in conformance with Section 501 (c) (3) of the United States Code. In particular, "No substantial part of the activities (of an affiliated foundation shall be) carrying on propaganda, or otherwise attempting to influence legislation." Furthermore, no affiliated foundation shall directly or indirectly "participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office." In particular, an affiliated foundation may not make any contribution, whether in money or in kind, to any candidate for public office. The purchase of tickets to an event intended to raise money for use by a candidate in a political campaign is a violation of this policy.
13. Except with the express, prior approval of the Responsible Official, no foundation shall conduct educational or research activities (including

administration of a research grant or contract) that would be considered within the normal scope of the mission of the System or any of its components. If approved, the Responsible Official must justify in a letter to the Chancellor the reasons for a federal or state contract or grant to be managed by the foundations.

14. Pursuant to State law, a foundation may not offer an educational program (i.e., an organized course of study that leads to the award of a certificate, diploma or degree) unless it has obtained a certificate of approval from the Maryland Higher Education Commission to operate as an institution of postsecondary education. A foundation shall not apply for a certificate of approval without first obtaining written approval from the Responsible Official.

Business Operations

15. All correspondence, solicitations, activities, and advertisements on behalf of a foundation shall use the name of the foundation and shall be clearly identified as an activity of that foundation to ensure that the public is aware that the activities undertaken by the foundation are separate and distinct from those of the System. The letterhead of a foundation shall carry the complete legal name of the foundation (e.g., The University of Maryland Foundation, Inc.). Trademarks, service marks, logos, seals, or the name of the System or any of its constituent institutions or components may be used by a foundation only with the prior written approval of the Responsible Official.
16. In all negotiations and transactions with third parties, for fund raising, enterprise activities and all other activities, foundation officers and employees shall take care to ensure that all parties involved are aware that the foundation is an independently established and separately operated legal entity from the System. Obligations of affiliated foundations shall not be obligations of the System or the State of Maryland.
17. Foundation funds shall be kept separate from System funds. System trust funds shall not be transferred to foundations for any purpose except, when appropriate, by action of the Board of Regents after approval by the Attorney General's Office. Funds or gifts payable to the Regents, the University System of Maryland, one of its constituent institutions, or to any other system component shall not be deposited with a foundation.
18. Acceptance of gifts by the System or a foundation is subject to applicable University System of Maryland policies on gifts. Fund-raising campaigns and solicitations of major gifts for the benefit of the System by foundation personnel shall be approved in advance by appropriate System officials and should be compatible with the plans and needs of the System. Before accepting contributions or grants for restricted or designated

purposes that may require administration or direct expenditure by a constituent institution or other component of the System, a foundation must obtain the prior approval of the Responsible Official. The foundation shall assure that each gift shall be used in accordance with the legally enforceable terms and conditions attached to such gift.

19. Financial activities of a foundation shall be administered in accordance with prudent business practices. Each foundation's board of directors shall adopt an expense authorization and reporting process. The process shall define the dollar threshold and nature of expenses requiring approval of a member of the board of directors, who shall not be a USM employee, and it shall define the type and frequency of expense reporting to the board of directors.
20. Should an affiliated foundation's investments underperform appropriate market indices for three consecutive years, the Regents may request from the foundation an independent review of its investment strategies along with plans for corrective action.
21. All USM affiliated foundations shall be assessed an annual overhead charge that shall be determined by the Board of Regents in consultation with the Presidents. The charge shall be transferred to the University of Maryland Foundation, Inc. (UMF) to cover certain costs incurred by UMF on behalf of the Board of Regents and the Chancellor.

Audits and Reports

22. Each foundation shall be audited annually by an independent certified public accountant who is not a director or officer of the foundation and who is approved by the Responsible Official. Each foundation should conduct its fiscal operations to conform to the University System's fiscal year. Each foundation shall prepare its annual financial statements in accordance with generally accepted accounting principles. The independent audit shall be a full scope review, performed in accordance with generally accepted auditing standards. As part of the audit, the auditor shall verify a summary annual report of transfers of funds made to the System. Additionally, each foundation shall have a management letter prepared annually by its independent certified public accountant and submitted to the foundation's board of directors.
23. To ensure compliance with Paragraphs 11 and 12 of this policy, each year each affiliated foundation shall provide a separate audit of all unrestricted funds available to the Chancellor and/or the President(s).
24. Foundations shall make use of an internal auditor to strengthen their ongoing commitment to continuously improve internal operations and processes. Foundation internal auditors shall possess sufficient experience and training to be able to carry out their duties in a

professional manner. They must adhere to the Standards for Internal Audit published by the Institute for Internal Auditors, Inc.

25. From time to time, the directors and chief officers of each foundation should review their responsibilities and the business and operational risks facing the foundation. The Director of Internal Audit of the USM shall coordinate meetings with the presidents, foundation boards, directors and principal managers of each foundation to discuss these risks and the potential impact on the foundation. These meetings may also take place at the request of the Chancellor, president, or the foundations' board of directors, but shall occur at least every three years. Such reviews shall include such topics as engagement letters from outside auditors, review of tax laws as they impact foundations, best business practices, internal control structures, and the experiences of similar foundations throughout the country.
26. A foundation shall permit the Responsible Official or his or her designee to inspect, at reasonable times, the following documents: the foundation's books and records; its most recent federal and state tax returns; and a list of employees, consultants, and legal counsel for the fiscal year.
27. Within 120 days after the close of the System's fiscal year, each foundation shall provide the Responsible Official with copies of the following:
 - annual financial audit report;
 - annual audit report of transfers made to the system;
 - annual audit report of unrestricted funds available to the Chancellor and/or the President(s);
 - a list of foundation officers and directors;
 - a list of System employees who received compensation or other payments from the foundation during the fiscal year and the amount of that compensation or payment;
 - a list of all state and federal contracts and grants managed by the foundation; and
 - an annual report of the foundation's major activities.
28. Should the foundation not submit the required reports within the required time period, the Chancellor and the responsible official shall issue a joint warning to the foundation. Should the foundation not demonstrate satisfactory progress toward immediate compliance, the Board of Regents may revoke its affiliated status or take other appropriate action.
29. The Chancellor may request from the Responsible Official information on affiliated foundations according to the schedule and format specified by the Chancellor.

30. At the request of the Chancellor or the Chairperson of the Board of Regents, the foundation shall permit the internal auditors of the Board of Regents access to all books and records of the foundation.
31. The Chancellor shall annually send any revised Regents' policies, foundation audits and other reports required by the Board of Regents in this policy to the Legislative Reference Office within 180 days of the end of the USM fiscal year.
32. The Board of Regents shall issue an annual report to the Legislative Joint Audit Committee regarding the operations of the affiliated foundations. The report shall be available no later than 180 days after the end of the System's fiscal year.

Note: Clinical practice plans and alumni associations are not covered by this policy, but shall be governed by a separate policy. The following provisions of this policy do not apply to the University Research Corporation International: 1) second sentence of #8; 2) #9a and b; and 3) #13.

Appendix 4: Board Member Listing/Term Schedule

Coppin State University
Board of Directors Communities Listing
January 2019

<u>Board Members</u>	<u>Term Ends</u>	<u>Executive Committee</u>	
Alicia Ritchie, <i>Chair</i>	2019	Douglas Dalzell	
Kisha Brown, <i>Vice-Chair</i>	2022	Alisha Ritchie	
Olympia Scatliffe, <i>Treasurer</i>	2019	Olympia Scatliffe	
Stephen Johnson, <i>Secretary</i>	2024	Kimberly Robinson	
Kimberly Robinson, <i>Chair Governance</i>	2024	Stephen Johnson	
John Walters, <i>Chair Developmnet</i>	2019	John Walters	
Deborah Bragg	2019	Kisha Brown	
James Camphor	2019		
Patricia Murray-Newby	2024		
Calvin Taylor	2019		
Val Traore	2021		
Yvette Rooks	2024		
Sadie Gregory	2022		
Sonia Suber	2022		
Jemal Griffin	2022		
<u>Development Committee</u>		<u>Governance Committee</u>	
John Walters, <i>Chair</i>		Kimberly Robinson, <i>Chair</i>	
James Camphor		Yvette rooks	
<u>Finance Committee</u>			
Olympia Scatliffe, <i>Chair</i>			
Patricia Murray-Newby			

Appendix 5:

Documents & Registrations on File

- Articles of Incorporation
- Do Business As Certificate
- Charitable Registration
- Travelers Insurance Declarations Page
- Board of Regents Compliance Report
- Annual Letter of Agreement Between CSU & CSUDF
- Full Agreement Between CSU & the CSUDF

*This manual and the supporting documents are on file in the Division of Institutional Advancement. J: CSDUF Reports FY 2018/CSUDF Policy & Procedures Manual Documents

