



Town & Gown
of the
University of Southern California
Founded 1904

Mission Statement

Town and Gown of the University of Southern California is a nonprofit philanthropic organization whose purpose is to support USC through scholarships for students, building and campus enhancements, and cultural programs.

Board Meeting Minutes
September 28, 2021, 9:35 a.m.
Scriptorium Room, University Club and Zoom

Pre-Meeting (9:35 a.m.)

All Board Directors and Past Presidents

The Directors and Past Presidents, whether in-person or on Zoom, had a few minutes to socialize before the meeting began.

Opening Remarks

This was a meeting of “firsts” — the first hybrid Board Meeting, the first of the new academic year, and the first in the University Club’s Scriptorium Room. President Hilary Crahan welcomed everyone. She introduced the USC Audio Visual technicians, Kevin and D’Andre, who asked the in-person attendees to use the microphones today so that the Zoom participants could hear the speakers. The visuals worked perfectly.

A “Board of Directors” ribbon was at each place, to be affixed to everyone’s gold name badge. Each Past President also received a “Past President” ribbon. Town and Gown of USC T-shirts were available today for anyone interested, and Hilary thanked everyone for following the COVID protocol today regarding masks.

The meeting began at 9:42am. Parliamentarian Ayuko Siegel confirmed a quorum.

Hilary introduced Ann Palmer, Scholarship Advisor. On behalf of the BOD and Past Presidents, Ann thanked Past President Pat Whitman for organizing and facilitating the panel of Past Presidents at the Board’s September 8 Welcome Luncheon. Ann remarked she went home that day with many helpful leadership principals, some of which she used at a meeting that very evening. She presented Pat with a thank you gift.

Hilary expressed enthusiasm for the leadership on the Board this year and confidence this will be another successful year for our nonprofit organization.

Parliamentarian

Ayuko Siegel

**Oral Report/YES
Consent Agenda**

Submitted By: Ayuko Siegel

REPORT:

- No activity to report since the last meeting/report.

Oral Report:

After consulting T&GUSC Bylaws Article 6, Section V, Ayuko learned the proposed motion below is unnecessary. The Bylaws assures we may conduct business with a quorum that combines in-person and virtual attendance. Therefore, the motion was rescinded.

MOTION: RESCINDED

I, Ayuko Siegel, Parliamentarian, move to approve hybrid meetings and accept voting in person AND via Zoom for all 2021-2022 Town and Gown of USC BOD Meetings.

Audit Chair

Carol Kroesche (2020-2021 Chair)

**Oral Report/YES
Consent Agenda**

Submitted By: Carol Kroesche (for 2020-2021)

REPORT:

- No written report.

Oral Report: Via Zoom

- Carol, the Audit Chair in 2020-2021, noted the work of her Audit Committee ran over into the 2021-2022 fiscal year. She reiterated the Audit Committee is the overseer of T&GUSC's financial records. The committee asks questions and conducts an internal review. She then presented the following motion.

MOTION:

After internal review by the Audit Committee of Town & Gown of USC of the information provided, or otherwise made available to, the Audit Committee, and with the understanding that such information is accurate, complete and not subject to any qualifications or limitations, I, Carol Kroesche, as the 2020-2021 Audit Committee Chair, and on behalf of the 2020-2021 Audit Committee, move that the twelve-month financial statements of Town & Gown of USC for the fiscal year, beginning July 1, 2020-June 30, 2021 be approved.

Approved: 09.28.2021

CEO Report and Updates Hilary Crahan

**Oral Report/YES
Consent Agenda**

Submitted By: Hilary Crahan

REPORT:

RECONNECTING

Re-establish a bond of communication or emotion.

To connect again.

- Our strategic vision and goal for this fiscal year is "re-connecting." As a leadership team, we welcome our members, guests, and potential new members back into our Town and Gown Ballroom beginning October the 5th.
- We have purchased ribbons that say "Past President" AND " Board of Director" that we will hand out to you. Please take the extra time to welcome all members as guests as we begin another year of philanthropic service together.
- As our leadership, if you see things that may be improved upon as we gather together again, please do take notes and let us know.
- As our leadership, if you view things that may be improved upon with the live stream, please do take notes and let us know.

NEW BUSINESS

Our Town and Gown of USC attorney, Peter Weil, is reviewing Independent Contractor contracts and scope of work to ensure we are compliant.

Our three independent contractors are : Kari May, Michael Marchak, and Tina Kreditor.

Roxy and Ian are paid hourly.

Oral Report:

- No additional report.

Recording Secretary/Permanent Records Patti Johnson

**Oral Report/YES
Consent Agenda**

Submitted By: Patti Johnson

REPORT:

- Recorded Minutes/Notes for June 15 In & Out Board Meeting, August 3 Zoom Call, August 29 Back-to-School Event, August 31 Zoom Call, and September 9 Welcome Back Board Meeting

- Set up and facilitated June 30 Board Portal Workshop. On the weekend before, webmaster Ian Chestnut sent each Director and Past President their personalized access to the Board Portal, including their user name (their position) and the default password. The Workshop was attended by Board of Directors and Past Presidents. Gave a background and current usage of Board Portal, and Ian helped attendees with their Town and Gown of USC gmail addresses, helped them log into the Board Portal, and reviewed the items available on the Board Portal. He also offered to meet individually with anyone having trouble logging into the Portal or using their gmail addresses.
- Attended Planning Meeting for September 9 Welcome Board Meeting/Luncheon
- Learned from Ian Chestnut how to upload Board Meeting Materials and other documents to the T&GUSC Board Portal
- Presented Business Protocol and Organizational Tips at September 9 Welcome Back Board Meeting/Luncheon
- Added 2022 Benefit Chair and 2021-2022 Nominating Chair to T&GUSC Zoom Account
- Created Zoom Invitation for September 28 Hybrid Board Meeting; invited current Board Members, Past Presidents, and guest speakers to both the Zoom Meeting and the In-Person Meeting; collected reports, created agenda, distributed all materials, and posted Meeting material onto Board Portal

Oral Report:

- Patti presented the following motion.

MOTION:

I, Patti Johnson, move to approve the

- **June 15, 2021, Board Meeting Minutes**
- **August 3, 2021 Board Zoom Meeting Minutes**
- **August 29 Back-to-School Event Minutes**
- **August 31 Zoom Vote Notes**
- **September 9 Board Welcome Luncheon Notes**
- **Consent Agenda Cover Page for September 28, 2021, and the**
- **Consent Agenda for September 28, 2021, as distributed.**

SECOND: Ayuko Siegel

Approved: 09.28.2021

Attachments:

June 15, 2021 Board Meeting Minutes

August 3, 2021, Board Zoom Meeting Minutes

August 29 Back-to-School Event Minutes

August 31 Zoom Vote Notes

September 9 Board Welcome Luncheon Notes

Consent Agenda Cover Page for September 28, 2021

Consent Agenda for September 28, 2021

CFO/Treasurer

Kathie Johnson

**Oral Report/YES
Consent Agenda**

Submitted By: Kathie Johnson

REPORT:

- Kathleen Campos, CFO 2020-2021, reviewed, approved and signed the Town and Gown of USC 2020-2021 Tax Return.
- A meeting has been scheduled with our insurance broker, Angela Tashchian at A.J. Gallagher, for October 18, 2021. She has been asked to review other nonprofit carriers to compare rates and coverages prior to our policy renewal on October 28, 2021.
- Our P&L shows our annual deposit to our Admin account of about \$134K. Our other main source of income is Dues, which as of August 31, were roughly \$60K.
- Our largest expenses to date are \$12K for the Benefit venue deposit and about \$15K for Website development and various filming of meetings since July 1.
- Please note the attached file for our check requisition form. The form is also on the Board Portal. All expenses that are to be reimbursed must be submitted in writing using this form and must have receipts attached.
- If there are any questions regarding the financials, please contact Kathie Johnson (kmuljohn@gmail.com) prior to the Board meeting so she can be prepared to answer.

Oral Report:

- Tina Kreditor, T&GUSC's Accounting Associate, reminds everyone that all Check Requisition Forms must be accompanied by receipts, either mailed or scanned.

MOTION #1:

Upon recommendation of the Finance Committee, I, Kathie Johnson, CFO, move to approve the Updated Financials, dated 06.30.2021, received from Kathleen Campos on 07.17.2021. They are reviewed and approved by the 2020-2021 Finance Committee on 07.16.21.

Approved: 09.28.2021

MOTION #2:

Upon recommendation of the Finance Committee, I, Kathie Johnson, CFO, move to approve the July 2021 and August 2021 Financials.

Approved: 09.28.2021

Attachments:

Town and Gown of USC Updated Financials 07.1.2020 - 06.30.2021

Town and Gown of USC Balance Sheet, 08.31.2021

Town and Gown of USC Profit & Loss, July - August 2021
Town and Gown of USC Profit & Loss by Class, July - August 2021
Check Requisition Form, dated 6.30.20 (current)

1st Vice President/Investments

Laurie Hunter Tiedemann

**Oral Report/YES
Consent Agenda**

Submitted By: Laurie Hunter Tiedemann

REPORT:

- T&GUSC granted 171 scholarships for the 2021 - 2022 school year. 162 of those scholarships have now been funded for the fall semester. Nine scholars were not funded this semester due to enrollment on only a part-time basis or leaves of absence.
- The performance report for Fund I for the quarter ended 6/30/21 is attached. The results of Fund I compare favorably to both the USC policy portfolio and the Barclays U.S. Aggregate Index which USC uses as a benchmark. The USC total endowment has a market value of more than \$8B; however, the market value for T&GUSC's Fund I will not be released until the audit is completed later this month.
- Also, please see attached the Clifford Swan portfolio reports as of 9/15/21 for Funds A – E, which comprise Town & Gown of USC Fund II. The market value of the funds is approximately \$2.9M.

Oral Report:

- USC's Performance Report for Fund I came last week. The information is as of June 30, the end of the quarter and also the end of the fiscal year for USC and for T&GUSC. USC's annual audit was performed after the close of the fiscal year. The results have not been released yet, and so the numbers in the report are not final and are subject to change. Laurie does not expect any noteworthy changes, if any.
- USC's overall endowment is \$8 billion, of which T&GUSC's endowment is part. USC outperformed both the policy portfolio (approved by the Board of Trustees Investment Committee) and Barclay's Index (which USC uses as a benchmark).
- From the end of March, 2021, to June 30, 2021, the \$8 billion endowment went up by about 10%. T&GUSC will receive the report on Fund I after USC's audit is approved. With the 10% increase, it is possible the Fund I may also increase from its value of \$63 million to approximately \$69 million. The report should be available next month.
- The project to fund all scholars for the fall has been completed. There are 171 scholars this year. (In fact, 162 scholars this fall, with a few scholarships being held for students taking a Leave of Absence this semester. The LOA students should return in the spring.) The preferences of donors for scholars in particular areas of study were matched.

Attachments:

**USC Fund I Performance Report, Quarter Ended 06.30.2021
Clifford Swan Fund II Report as of 09.16.2021**

2nd Vice Presidents/Scholarship

Carol Wright, Susie Rhodes

**Oral Report/NO
Consent Agenda**

Submitted By: Carol Wright and Susie Rhodes

REPORT:

June:

- Scholarship Transition Meeting with Ann Palmer
- Board Training

July:

- Scholarship 101/Back to School Event
 - Zoom Meeting with Hilary, VP Fund Development, Hospitality and Scholarship
 - Email to Daniel Hennes to verify Jake Olson's booking as Guest Speaker
 - Booked Trojan Marching Band
 - Booked Traveler
 - Ordered Graduation Sashes
 - Begin planning Event
- Scholar Portal
 - Reviewed and updated Application
 - Reviewed and updated Scholar Portal
 - Reviewed and updated Scholar Forms with Michael
 - Sent updates to Ian
- *Daily Trojan* Ad
 - Worked with Roxy to design print and web ad versions
 - Finalized ads and sent to *Daily Trojan* for publication
- Committee
 - Email to recruit 2020-21 Committee members to this year's committee
 - Email to Board of Directors and Past Presidents to join Scholarship Committee
 - Submitted updated committee list to Kari and Roxy for Handbook publication

August:

- Back to School Event
 - Met with Karla Campos virtually with Hilary to discuss policy around COVID and in-person events.
 - Virtually met with Ian to discuss Live Streaming of Back to School Program and filming of Scholarship 101

- Follow up with Band and Traveler
- Zoom with Hilary and Audio Visual team at USC
- Zoom Meeting with Hilary, VP Fund Development, Hospitality and Scholarship
- Picked up Sashes for Dec 2021 Graduates
- Worked on BTS Program timeline and script
- Scholarship 101
 - Met with Ann Palmer to go over script for Scholarship 101
 - Updated Scholarship 101 Script and PowerPoint Presentation
 - Updated Script and PowerPoint sent to Ian and AV team at USC
 - Met with Ann Palmer and Susie Rhodes to finalize Scholarship 101 and Back To School Celebration Event
- *Daily Trojan* ad to Lisa Up de Graff
- Executed a wonderful Scholarship 101/Back to School Celebration on Sunday August 29th on campus in the beautiful Town & Gown Ballroom!

September: (through 9/17)

- Secured Scholar Speaker for the October General Meeting
- Submitted Scholar Spotlight for Newsletter
- Created a Scholar Excel Spreadsheet with names and majors/schools for reference
- Attended the Board of Directors and Past Presidents Welcome Meeting at the California Club
- Virtually attended the ACC Scholarship Training and learned about “Scholarship Universe” program

3rd VP/Fund Development

Marilyn Kezirian, Chris Gregg

**Oral Report/YES
Consent Agenda**

Submitted By: Marilyn Kezirian and Chris Gregg

REPORT:

- Third Vice Presidents, Fund Development (FD) have been involved in the following projects and activities:
 - Invited and attended the Richard Nixon Foundation event: “A Salute to Frontline Workers and First Responders” with Tricia Nixon Cox and Edward Cox.
 - Reviewed information (FD Policy and Stewardship of Donors, FD Board Position Description, FD Operations Manual, and “Elements of a Fund Development Plan”), developed a budget, gathering and compiling other data and information to address the elements to be included in writing a Fund Development Plan for T&GUSC.

- In process of creating a Fund Development Council. Under the leadership of the 3rd VPs, Fund Development, the Council will set the calendar and financial goals for fund development each year.
- Time-line developed for July 2021 – July 2022 responsibilities and activities.
- Planning, preparation and hosting of Donor Reception at our Back to School Scholars’ and Donors’ Luncheon.
- Many thanks to the following individuals who assisted with the Donor Reception: President/CEO Hilary for her guidance and assistance, to Virginia Naeve, former VP FD in answering our myriad questions, to our greeters, Mary Hall and Sara Pfirrmann, to Ann Palmer for our floral arrangements and poster displays, to Roxy Szigat for creating the Donor Reception invitation, to Kari May for her executive associate services, and to Deidre Davidson, photographer for our scholar/donor photos.

Oral Report:

- Chris reported in-person and Marilyn presented via Zoom
- Participation in Fund Development has begun this year, most recently with the Back to School Donor Reception in August
- The FD Committee reviewed T&GUSC’s Fundraising efforts — what has been done in the past, where it wants to be in the future, and how to get to that point. The result: the Committee set goals and brainstormed a path for the future
- As a way to move forward, a new Fund Development Council has been created. The members are Directors involved with an aspect of T&GUSC fundraising. The members are the CEO/President, President-Elect, CFO, a Past President, all Vice Presidents, the Scholarship Advisor, the Benefit Chair, and the Hospitality Chairs
- The Council is in addition to the existing Fund Development Committee. Led by the Third Vice Presidents, the Council will serve as an umbrella entity encompassing all T&GUSC fundraising efforts.
- The Council’s goals:
 - Streamline the workings of all fundraising
 - Avoid duplication of actions
 - Consolidate all efforts toward one main objective
 - Complement the functioning of all committees
 - Establish a concrete Strategic Plan for T&GUSC Fund Development, to be evaluated every year
- The Council inaugural meeting/luncheon will be hosted by the 3rd VPs on October 25 They will present an Oral Report at the October 26 Board Meeting

Submitted By: Virginia Naeve and D'Arcy McLeod

REPORT:

- As of June 1, 2021, Town and Gown of USC had a membership count of 546 Annual members and 307 Life members, for a total count of 853 members.
- As of June 15, 2021, the Board approved the following:
 - Annual Membership: Anna Salsman Xeros, Michele Patzakis, Elizabeth Guerin Dickinson, Susan Heldman, and Tia Kanavos
 - Life Membership: Natalie Monger
 - Change of status from Annual to Life: Cheryl Schwartz, Patti Jamgotchian
- As of July 8, 2021, Town and Gown of USC held a special election to approve the following membership applications:
 - Annual membership: Nancy Riordan
 - Change of membership status from Annual to Life: Fontaine Achelles Malisos, Kathleen Campos, Ayuko Siegel, Mary Swanton, and Sandra Quan
- Three members of Town and Gown of USC were deceased.
- The total number of Town and Gown of USC members who were either dropped or resigned is 104.
- Considering the information above, the total number of Town and Gown of USC members at this point is 444 Annual members, 309 Life members for a total count of 753 members.
- From July 14, 2021 to the date of this report, Membership received two applications for Annual membership, one application for Life membership, and three change of status memberships from Annual to Life. After approval of these applications, Town and Gown of USC membership will be 446 Annual members, 310 Life members, for a total count of 756 members.

Oral Report:

- The Vice Presidents had a productive and enjoyable meeting on Zoom with 20 enthusiastic members of the Membership Committee. Hilary added the meeting was warm and everyone was happy to be there. It was a great success.
- The VPs are requesting that each Director and each Committee Member bring in one new member this year. These additional members would put the organization in good shape, in spite of the challenges of COVID

MOTION #1:

Upon recommendation of the Membership Committee, we, Virginia Naeve and D'Arcy Dietrich McLeod, move to approve the following Candidates for Annual Membership: Kaili Peng Myerson and Georgette Cooper.

Approved: 09.28.21

MOTION #2:

Upon recommendation of the Membership Committee, we, Virginia Naeve and D’Arcy Dietrich McLeod, move to approve the following Candidate for Life Membership: Lisa Grode.

Approved: 09.28.21

MOTION #3:

Upon recommendation of the Membership Committee, we, Virginia Naeve and D’Arcy Dietrich McLeod, move to approve the following Candidates for change of status from Annual to Life membership: Kathryn Shirley, Lori Middleton, and Lisa Iannini-Goddard.

Approved: 09.28.21

Attachments:

Membership Applications, September, 2021. Annual: Kaili Peng Myerson and Georgette Cooper; Life: Lisa Grode; and Change from Annual to Life: Kathryn Shirley, Lori Middleton, and Lisa Iannini-Goddard.

5th VP/Programs

Colleen Stroyke, Bonnie Suffridge

**Oral Report/YES
Consent Agenda**

Submitted By: Colleen Stroyke and Bonnie Suffridge

REPORT:

- The list of 2021-2022 Programs and Events Calendar has been released. Thank you to those who are on the Programs Committee who participated in nominations and voting and to board members for their recommendations.
- Due to USC COVID guidelines, the first General Meeting on October 5, 2021, has been changed to a “Speaker Series” and will not have a luncheon. The ballroom will have auditorium-style seating and no food and beverage will be provided. All USC COVID guidelines will be followed while on campus and indoors, including wearing a mask at all times.
- The first meeting on October 5, 2021, features Mike Bohn, USC Charles Griffin Cale Director of Athletics, and a performance from the Trojan Marching Band.
- There are two options to participate: In-Person in the Town & Gown ballroom or Live Stream via the Town and Gown of USC website and/or our Facebook page.
- The timing of the meeting was adjusted and the Program begins at 10:45am. The event will conclude by 12:00pm.
- Invitations were first emailed on September 2, 2021.

Oral Report:

- The issue with the livestream sound at the August 29 Back to School, during which Jake Olson was the speaker, has been resolved with the USC Audio-Visual crew. There should not be a problem in the future
- As of this morning, Kari May reported current numbers for the October 5 General Meeting: RSVPs — 149 in-person and 107 live-streaming. Opportunity drawing ticket sales — \$3,335, plus \$570 in additional donations
- As of the November 2 General Meeting, plated lunches are returning. Professor Karen North, Ph.D., will be the featured speaker; the ACC Boutique will be held in the Town and Gown Courtyard from 10am — noon. We may have up to 200 people for lunch. Invitations will go out on October 6. It will sell out. Rhona Gewelber will decorate the tables; she will donate to T&GUSC all sales of the centerpieces.
- Update on the annual December holiday meeting. Space limitations at the USC Hotel and space limitations and a date conflict with the Town and Gown Ballroom necessitate moving the December luncheon. It now will be on Monday, December 6, at the California Club, where the capacity will be up to 400 people. The \$95 per person ticket price will include parking at the Club (up to 70 spaces) and overflow parking at the West Lawn of the Los Angeles Central Public Library. Carpooling and Uber will be encouraged. A motion today will confirm the date, locations, and ticket price. The luncheon will take place in the Dining Room (30-32 tables of 10-12 people) and the Fireside Room (additional tables). Video equipment will be included so that all attendees may enjoy the program. As is the tradition, tables will be decorated individually, and Rhona Gewelber will coordinate. The loading dock will be available for transporting decorations. Attendees will socialize in the Living Room and the Grand Salon. Entertainment will include a piano player. While space issues will not allow for the traditional choir, the VPS will reach out to T&GUSC Scholars, who may perform with voice or instrument. There will be a cash bar with wine and champagne.
- Rhona will advise the decorators of any limitations on the number of boxes they may bring, the size of the elevators, and any other helpful information
- The VPs will consider whether to set a limit on the height of the table centerpieces. Tables will seat 10-12 people, allowing room for attendees to walk around and view the decorations. For now, priority attendance for this luncheon will be given to T&GUSC members, and then perhaps additional guests will be allowed; this may change.
- Sally Edwards asked whether T&GUSC would be able to return to the Town and Gown Ballroom for next year's December luncheon. It has been a tradition since 1970 to meet there on the first Tuesday in December. This year, President Folt is having a Board of Trustees gathering in the Ballroom on that Tuesday. Hilary will check with Karla Campos on this.
- Hilary encouraged the Board to attend the October meeting and to bring friends. The deadline is the morning of October 5. She also encouraged friends of Rhona to thank her

for coordinating the table centerpieces and the December decorating, as she has done for about 17 or 18 years. Kathie Johnson volunteered to reach out.

- All General Meetings, including the December meeting, will be live-streamed, recorded, and posted onto the website. The Benefit will not be live-streamed.
- Additional “Board of Directors” and “Past President” ribbons will be available at the check-in table at the General Meeting

MOTION:

We, Colleen Stroyke and Bonnie Suffridge, Fifth Vice Presidents, Programs, move to approve the Monday, December 6th General Meeting and Luncheon to be held at The California Club. Ticket cost will be \$95 per person.

Second: Beth Petak-Aaron

Approved: 09.28.2021

Governance Chair

Beth Petak-Aaron

**Oral Report/YES
Consent Agenda**

Submitted By: Beth Petak-Aaron

REPORT:

- Oral report will be given by Mary Hall and Norma Perez, members of the Governance Committee
- Governance Committee met on September 8, 2021. The main topic of discussion centered around the code of ethics and conduct in order to create a document that aligns with Town and Gown of USC and its mission.

Oral Report:

- Mary Hall and Norma Perez presented the Oral Report on behalf of the Governance Committee.
- The proposed Code of Conduct and Ethics is in addition to the Confidentiality Agreement, and, when approved, it must be followed by Directors and Past Presidents alike.
- The Code, drafted by Hilary, Beth, and T&GUSC attorney Peter Weil, is a guide to how the Board Directors and Past Presidents are expected to carry themselves and to conduct business
- Most corporations have a code of ethics. It is not a document to sign, but each Director and Past President must understand it, be aware of its expectations, and follow it. T&GUSC members look up to the Board, and it is the responsibility of the Board members to act worthily, with kindness and respect
- Norma read from the draft the expectations of all Directors and Past Presidents:
 - *Duty of Care.* Exercise reasonable care when making a decision on behalf of T&GUSC, and support the goals, objectives, outcome, and activities of the organization

- *Duty of Loyalty*. Never use information obtained for personal gain
- *Duty of Obedience*. Obey the law and act in the best interest of T&GUSC. Act in good faith and support the Board and its leadership through positive interaction at all times with other Members of the Board, whether at Board meetings or at meetings of Board committees. Also refrain from unreasonably interfering with the work of the Board, the Board committees, and the work of individual members of the Board on behalf of T&GUSC
- The Code will be reviewed annually. It may be modified over time as necessary; it is expected to be a living document. This new draft is to replace a Code deemed obsolete

MOTION #1:

Upon Recommendation of the Governance Committee, we, Mary Hall and Norma Perez, move to approve the Draft Code of Conduct and Ethics.

During the Discussion, there was a question as to which “law” the document referred, such as nonprofit laws, the “law of the land,” or something else. Beth will take back the draft to the Governance Committee and Peter Weil for clarification of the term, “law.” She will bring the results to the October Board Meeting.

Beth explained the origin of the Code, especially why it is needed when a code exists. Because the composition of the Board changes annually, the updated Code will help new members, in particular, understand the expectations regarding their behavior. It also will serve as a safety net and a means of support when a Board member may be challenged or confronted

Approved: TABLED UNTIL THE OCTOBER 26 BOARD MEETING

Attachments:

Draft: Town and Gown of USC Code of Conduct and Ethics

<u>Nominating Chair</u>	Helaine Lopes	Oral Report/YES
		Consent Agenda

Submitted By: Helaine Lopes

REPORT:

- The nominating committee met to review their role and responsibilities in the selection of the Directors for 2022-2023. The proposed slate will be presented to the Town and Gown of USC Board of Directors and voted on at the January 25, 2022 Meeting. It is requested that the Board review the following attachments which will be presented and discussed at the September Board meeting: Board Succession Planning Policy, Nomination and Election Policy and Procedures, and General Requirements for Board Directors. Other documents that the Committee will be reviewing and for the Board Directors to review are Board Position Descriptions (documents on the Board Portal) for the positions listed below.
- The Board Directors to be elected at the Town and Gown of USC March 2022 Annual Meeting are as follows:

Secretary

First Vice President, Investments

Second Vice President, Scholarship

Third Vice President, Fund Development

Fourth Vice President, Membership

Fifth Vice President, Programs

Governance Chair

Nominating Committee member #1

Nominating Committee member #2

- The Call for Nominations Form will be emailed/mailed to the Town and Gown of USC Membership during the last week of September and will be returned to the Nominating Chair at the end of October.

Oral Report:

- Helaine is honored to serve as Chair of the Nominating Committee; she has an outstanding committee of Carol Fox, Joyce Fadil, Carol Kroesche, and Linda Swick
- She named all nine positions to be filled this year: (Seven 2-year positions:) Secretary; 1st VP, Investments; 2nd VP, Scholarship; 3rd VP, Fund Development; 4th VP, Membership; 5th VP, Programs; Chair, Governance Committee; and (Two 1-year positions:) Nominating Committee Members (2 positions)
- Important dates: November 2, 2021 (deadline for nominations), January 25, 2022 Board Meeting (presentation of proposed slate to Board), March 1, 2022 (Election of slate by T&GUSC membership at the Annual Meeting)
- Hard copies of the nomination forms will be available at the upcoming General Meeting. The form will be emailed to all members in October.
- The skills of a nominee must match the proposed position; nominators and nominees must understand the positions, roles, and responsibilities, including the time commitment
- Nominators should confirm the nominees are interested in the position(s)
- Self-nominations are welcomed
- The Committee is looking for new people to join the Board
- Helaine will present the form and the nomination process at the October 5 General Meeting

Attachments:

Town and Gown of USC Board Succession Planning Policy

Town and Gown of USC Board Nomination and Election Policy and Procedures

General Requirements Town and Gown of USC Board of Directors

Benefit Chair

Eddie Etmekjian

**Oral Report/YES
Consent Agenda**

Submitted By: Eddie Etmekjian

REPORT:

- Will give oral update

Oral Report:

- Eddie Etmekjian, Benefit Chair
 - Eddie is excited to nominate the six “Women of Vision, Six Shining Models of Volunteer Leadership,” namely, Sally Edwards, Carol Fox, Linda Givvin, Carol Greenhalgh, Thelma Orr, and Alli Solum
 - She met recently with Carol Latham, the fashion show coordinator, at the Beverly Hills Hotel.
 - Patti Jamgotchian has great promotions coming up
 - It is exciting for the Benefit to be an in-person event again
- Patti Jamgotchian, Publicity Chair
 - A robust promotional schedule is planned for the Benefit. This will include the T&GUSC newsletter, social media, and Twitter. Lisa Up de Graf, Communications Chair, is fine-tuning the postings
 - As video postings get a better response, Ian Chestnut has been recording many. Video postings will appear a couple of times a month through December, and then in January, this will increase to several times a week
 - Subjects of the short videos will include the Honorees and news about the fashion show, vendors, scholars, and opportunity drawings
 - Directors and Past Presidents may let Patti know if they would like to participate in the videos
- Ann Palmer, Vendor Chair
 - Vendor tables will be outside
 - There will be only 12 vendors; they currently have five
 - Robert Ellis will have a scarves vendor; he has requested there be no other clothing nor scarves vendors
 - Directors should let Ann know of any suggested vendors. Ex., handbags, jewelry, etc.
 - Shoppers will be “sipping, strolling, and shopping” in the hotel’s garden
- Sara Pfirrmann, Opportunity Drawing Chair
 - As drawings work best when the prizes are exceptional, Sara encouraged the Board to ask friends and other contacts for exceptional items to donate. She is looking mainly for “experiences,” not physical items

- She has a merchant letter that describes the Benefit, Town and Gown of USC, and the purpose of the fundraising. This letter will be available on the Board Portal, website, and newsletter to encourage the membership to contribute and/or solicit prizes
- The merchant letter and the newsletter will include a wish list of items
- Approximately 16 packages will be put together for the drawings
- Sara also is seeking gift cards. They will be used in a couple of different ways, similar to the wine draw in previous years. Buyers will purchase “something” for \$20 and receive a gift card. Sara is working out the details
- Opportunity ticket sales will close one week before the Benefit. Sara will work with Patti Jamgotchian (Publicity) to build enthusiasm for the drawings

Hospitality Co-Chairs Kate Farlow, Janyce Teasley

**Oral Report/YES
Consent Agenda**

Submitted By: Kate Farlow and Janyce Teasley

REPORT:

- June 15th we met at the California Club and helped Hilary Crahan hand out raffle gifts.
- June 30th we had a Board Portal Workshop with Ian Chestnut.
- In July, Judy Lieb reviewed committee procedures and answered questions.
- We talked with Edie Etmekjian and Ayuko Siegel regarding Hospitality duties.
- In August we met with the Benefit committee at Edie Etmekjian’s home.
- August we personally called ladies to ask them to volunteer for the August 29th Back to School event on campus.
- We sent out a letter with instructions for all the ladies who agreed to help us. In this letter we referred to guidelines from LA County and USC to be followed to keep everyone safe on campus.
- On August 29 we arrived early and set up the Hospitality tables with the help of our committee. Kari May brought all the registration and name tags for us. Everything went smoothly.
- There were several follow up Zoom meetings we attended.
- In September we asked Kari May to send out our welcome letter to all members on the Hospitality Committee. We asked members to sign up for two months to volunteer at our in person meetings.
- We received many replies and entered these on an Excel spreadsheet. We have a letter ready to send out reminding our October 5th ladies to come early and follow the guidelines again.
- We talk to each other regularly to compare notes and to know we are on the same page. As we have divided our duties, we need to stay connected
- We will celebrate the September birthdays at our September Board Meeting

Oral Report:

- The August 29 Back to School event was fabulous
- Ann Palmer donated two tickets for the October 9 Utah football game. They will be an in-person opportunity drawing prize at the October 5 General Meeting
- September birthdays were celebrated: Laurie Hunter Tiedemann, Beth Petak-Aaron, Helaine Lopes, and Hilary Crahan

Communications Chair

Lisa Up de Graf

**Oral Report/NO
Consent Agenda**

Submitted By: Lisa Up de Graf

REPORT:

- Note cards sent to:
 - Carol Thueson (Get well) 07/16/2021
 - Carol Thueson (Bday) 09/04/2021
 - Mindy Pharris (Cancer treatment) 09/15/2021
 - Jody Zuvich (Coronavirus) 09/15/2021
- Social media:
 - Posted weekly to Instagram, Facebook, Twitter
 - Instagram- 1,431 followers. 122 new since May 2021
 - Facebook-1,008 followers. 26 new since May 2021

Instagram seems to be the social media vehicle of choice for our group. Also, saw a big uptick in followers after I made "announcement" asking people to follow us on IG and FB at the Back to School luncheon.

** Thank you for liking our posts! Please also leave a comment or "emoji"(love those emoji's) when you "like" a post. The algorithm of IG and FB will show a post to more people if a post shows lots of engagement so find your fave emoji and comment!

Physical Facilities/Historian Chairs Kathleen Campos, Jody Zuvich

**Oral Report/YES
Consent Agenda**

Submitted By: Kathleen Campos and Jody Zuvich

REPORT:

- The Physical Facilities/Historian committee met Monday 8/16/2021 at McKay's. The attendees included Marilou Hamill, D'Arcy McLeod, Wilma Pinder, and Kathleen Campos. Jody Zuvich was unable to attend. D'Arcy and Marilou were gracious in

introductions to Jerry Wingate, Director of USC Design Operations, as well as Claude Zachary, USC Archivist, for the transition. We will be meeting Jerry Wingate 9/28/2021 after the Town & Gown Board Meeting and brainstorm a priority list for the 2021-2022 year and beyond.

- Our entire committee scheduled a Zoom Call with Claude Zachary, USC Archivist, September 8, 2021. Our focus is on The Agreement and the women of Town and Gown of USC who were engaged with The Agreement. The first order of business is to get a copy of the USC *Chronicle of Higher Education* which featured the signing of The Agreement. In addition, over the next few months, we will be reviewing the archives with Claude Zachary. There are approximately 37 boxes. This is in preparation for the Town and Gown of USC Benefit. We asked Claude for an estimate of the costs.
 - The estimated costs are as follows:
 1. Supplies
 - a. 7" doc box = \$10/box
 - b. Bankers box = \$14/box
 2. Labor
 - a. Processing/cataloging time cost = \$50/hour
 - b. Processing/cataloging time = ~2 hours per box of archival material
 - For the entire current Town & Gown archival collection of 37 boxes, we're looking at about 75 hours, total \$3,750, for cataloging and rehousing into archival containers.
 - For supplies, some of the current boxes are archival, but we'll need to use new acid-free folders and sleeves, particularly for the scrapbooks. This would total approximately \$500.
 - Total \$4,250
 - Kathleen will move today to cover these costs
- Communications:
 - Physical Facilities received an email from Jerry J. Wingate, Director, USC Design Services. He shared his appreciation for D'Arcy McLeod and Marilou Hamill. In addition, he thanked Town and Gown of USC for the AV equipment and the reupholstering of the chairs.

Oral Report:

- The Physical Facilities/Historian Committee will have its third meeting soon

MOTION:

I, Kathleen A. Campos and Jody Zuvich, Physical Facilities/Historian Co-Chairs, move to donate \$5,000 to Claude Zachary, USC Archivist, to complete the archiving of the Town and Gown of USC records.

Second: Not needed, as it comes the Committee

Approved: 09.28.2021

Audit Chair

Deb Bradley

Oral Report/NO
Consent Agenda**Submitted By:** Deb Bradley**REPORT:**

- No activity to report for 2021-2022

Members-al-Large

Sara Pfirrmann/Jill Stuart/Deborah Wong

Oral Report/NO
Consent Agenda**Submitted By:** Sara Pfirrmann**REPORT:**

- No activity to report since the last meeting/report

Guest Speakers**Introductions: 1st VP, Investments, Laurie Hunter Tiedemann, Via Zoom****Peter Weil, General Counsel for Town and Gown of USC (on Zoom)**

Laurie introduced Peter Weil, the T&GUSC counsel and a partner in the law firm of Glaser Weil. He practices real estate and business law, and is one of the nation's finest. He began his association with T&GUSC in 2005, when he led a two-year effort to negotiate the current investment agreement between T&GUSC and USC. Since then, he has stayed involved with T&GUSC, donating his time and counsel, and also contributing to its fundraising.

Topic:

- **The Agreement between Town and Gown of USC and the University of Southern California, dated October 23, 2007**

Peter gave a nutshell explanation of The Agreement. In 2005, USC contacted Town and Gown of USC and said it wanted to manage the organization's \$36 million endowment. The committee of women, led by Carol Greenhalgh, contacted Peter about the university's proposal. After two years of negotiations, the result was a win-win agreement between USC and T&GUSC.

It is important to remember Town and Gown of USC is not a part of the university. It is set up to benefit USC, but it is a separate California nonprofit organization.

T&GUSC's endowment now is worth approximately \$69 million. The liaison with USC has been attorney Steve Yamaguchi.

Major highlights of The Agreement:

- T&GUSC agreed to transfer its \$36 million endowment (now known as Fund I) to the general endowment fund of USC, under USC's management

- USC is obligated to provide T&GUSC with all financial information they also give to the USC Board of Trustees Finance Committee
- The USC Treasurer is obligated to meet at least quarterly with representatives from Town and Gown of USC to discuss performance of the funds. This right to meet has not recently been exercised. Instead, T&GUSC receives quarterly performance reports from Amy Diamond, USC's Chief Investment Officers. Laurie has not thought it necessary to meet in person; however, we may consider meeting with the Treasurer at least annually to remind both parties of the right.
- USC guarantees to T&GUSC that the amounts available from the Fund to award in scholarships will be the greater of 1) the payout rate of USC's pooled endowment fund and 2) an amount equal to a 5% annual return on the principal of the Fund. In essence, T&GUSC is guaranteed no less than a 5% return.
- USC shall provide, at least quarterly, the beginning and ending balances of all scholarship endowment accounts within the Fund, as well as the performance and spending data relating to such accounts
- USC acknowledges that T&GUSC maintains other accounts for internal use by T&GUSC for organizational and operational needs and beautification activities. T&GUSC has sole discretion on how those funds are used
- USC agrees to provide to T&GUSC up to \$100,000 to help T&GUSC administer its scholarship program. This amount is adjusted for inflation. This Overhead/Allowance in 2021-2022 will amount to approximately \$135,000. It is important the total amount is spent every year, and only on operational/administrative costs, as any unused balance would be returned to the university.
- The scholarship recipients shall be determined solely by T&GUSC, using criteria not in conflict with USC's procedures
- USC appoints a liaison for T&GUSC to foster the relationship. Steve Yamaguchi, University Counsel, has been the liaison from the beginning
- USC acknowledges Town and Gown of USC's authority to use USC's name and logo, and the continued participation in the use, modification, and decoration of the Town and Gown building at USC.
- In the unlikely case that USC would ever breach The Agreement, the funds would return to Town and Gown of USC's management.

Peter underscored the importance of the Board understanding the rights granted to T&GUSC through The Agreement. The rights should never be waived, and they all should be utilized, so that they will never be taken away.

The T&GUSC Committee worked hard on The Agreement for two years on behalf of T&GUSC. There were many meetings as a Committee and with USC, and many drafts. The document has served us well, and it will continue to serve us well.

Laurie Hunter Tiedemann added a few thoughts.

1. A benefit of The Agreement to the donors and our endowment is that, as part of USC's \$8 billion portfolio, T&GUSC receives professional investment management at the highest level
2. We spend only from our earnings. The \$135,000 Overhead/Allowance is small, but it is more than adequate because we keep our operational costs to a minimum
3. The original Committee of Carol Greenhalgh, Carol Fox, Sally Edwards, Alli Solum, Thelma Orr, and Linda Givvin, along with attorney Peter Weil, worked hard on behalf of T&GUSC. They helped elevate T&GUSC as a professional organization within the Trojan Family. As a result of their stewardship, these six women are being formally recognized as this year's Benefit Honorees

Carol Greenhalgh, Zoom-ing in from England, thanked Peter for his critical work on behalf of T&GUSC, and she thanked the committee who worked for two years. She also thanked then-USC Vice-Provost Bob Biller for recommending Peter Weil to T&GUSC. It has been a pleasure to work with Peter since then.

Hilary reiterated Peter's letter of March 18, 2021, which clarifies how T&GUSC may use the annual Overhead/Allowance. She and a few others will meet soon with USC President Folt to explain The Agreement and T&GUSC's annual scholarships and other gifts to USC. She thanked Laurie for explaining how the six women contributed to The Agreement and its importance. She complimented Laurie on elevating the First Vice President position. Hilary thanked Peter for working *pro bono* for T&GUSC and for his continual availability to our organization. Last, she thanked Peter and his wife, Julie, for their \$5,000 donation to this year's Benefit.

Peter takes pride in working with T&GUSC and he hopes to continue for many years.

Thomas McWhorter, USC Dean of Financial Aid

Laurie introduced Tom McWhorter. He earned undergraduate and graduate degrees at USC, and he has spent his 36-year career in finance administration and financial aid at USC. He is a long-time friend of Town and Gown of USC. He speaks annually to the Board about Financial Aid.

Today's Topics:

- **State of Financial Aid at USC**
- **New Computer Scholarships for Students**
- **Future Graduate Student Scholarships Funding**

Tom opened his remarks by stating he was thrilled to be with the Board today and that he appreciates his staff for their hard work and their desire to serve students.

On March 13, 2020, he and his staff walked off campus, thinking they would return in three weeks. That didn't happen because of COVID-19, and things got complicated with the timing of financial aid and other challenges.

During COVID, students received \$43 million in emergency grant-funding from the Federal Government, with 26,000 disbursements. Unlike with regional emergencies faced by the FA Office, including hurricanes and other calamities, the virus has affected everyone, everywhere.

Financial Aid basics

- USC has a long tradition of meeting the demonstrated financial needs of its students
- USC is need-blind in its admission process — finances/lack of finances has no bearing on admission decisions. USC also meets 100% of demonstrated need. USC is one of only 56 schools nationwide which both meets a student’s needs and is need-blind
- USC works with families to fully meet the demonstrated need of students, and to recognize special circumstances
- The FA Office determines a student’s financial needs by reviewing the FA application, family finances, and available funds from federal, state, and university sources
- The “Demonstrated Need” formula considers 1) Cost of Attendance (COA) (tuition, fees, housing, meals, books & supplies, transportation, and personal expenses), 2) Expected Family Contribution (analysis of family’s financial information), and 3) Eligibility for Financial Aid (this is subtracted from the COA)
- Current Cost of Attendance is \$81,659, including \$60,000+ in tuition. Housing costs are estimated.
- Two-thirds of undergrads receive some form of financial aid
- 21% of fall 2020 new undergraduate first-year students received merit scholarships
- USC enrolls more than 4,100 low-income undergraduates (Pell Grant eligible). This is approximately 21% of the total enrollment
- The average USC grant is \$40,000

USC’s Affordability Initiative (AI) (introduced by President Folt in 2020)

- No tuition for families who earn less than \$80,000
- For students entering USC in Fall 2020 or later:
 - Students from U.S. families with an annual income of \$80,000 or less with (*this is the caveat:*) typical assets will attend USC tuition-free. Home equity is no longer being assessed
 - Ensures total university need-based grant funding will continue to outpace annual tuition growth — promising more available grants and scholarship for USC students
- The AI will not change the total USC financial aid picture, as most students with that much need were already getting aid
- It does expand assistance for families who earned too much to qualify for adequate aid, or too little to afford a top-tier college education
- Results from the 1st year of AI
 - Almost 900 new first-year students (fall 2020, spring 2021) benefitted from AI
 - More than 20% of newly enrolled first-year students
 - Includes 275 students who received free tuition under the plan
 - One-third of the students that benefitted under AI are first-generation students
 - The awards and funding are aligning with what the university expected

More Financial Aid Facts

Tuition has increased about 47% over the last decade. However, need-based aid went up about 95%. Therefore, students-with-need are not paying much more than before — a net of about 3% more over the last decade — because of the increased availability of financial aid that has filled the gap. A typical loan is about \$5,500, about the same as ten years ago.

Loans

- About 32% of 2020 graduates borrowed from federal student loan programs (excludes parent and/or private loans)
- Average cumulative amount borrowed by these students: \$19,640, a 5.2% reduction from the Class of 2019
- The number of students who take out loans has decreased from 45% ten years ago to 32% in 2020.

T&GUSC Computer Scholarships

- This is a partnership of FA Office and T&GUSC. The total T&GUSC scholarship funding is \$15,000. The scholarships are for “regular needy students,” with no other outside support. Five new first-year students and five new transfer students were selected this year to receive a \$1,500 stipend from T&GUSC toward a new computer. The FA Office provided an additional \$34,000 in funding for the remaining students (15 first-year and 8 transfer students) who were eligible and approved. This has created a great impact on students who have received computers. Tom shared a few written testimonials from recipients of the funds.

He showed a few Financial Aid summary examples that demonstrated different scenarios based on varying Family Contribution (parent and student), need-based grants, loans, and work-study NAI students — Financial Aid packages may help them to avoid borrowing, which is a big plus.

Grad Student Financial Aid

- The financial needs of graduate students are estimated by considering the cost of attendance and loan eligibility
- More graduate students are borrowing, including loans for tuition and living expenses. Therefore, large scholarship awards make sense for these students
- Hilary said a proposal will be presented to the Board of Directors in October to consider increasing the scholarship funding for graduate students. With income from the \$2+ million estimated income from our \$60+ million endowment fund, T&GUSC could still provide 171 scholarships. Undergraduate awards would remain at \$10,000 each. However, the Board will be asked to consider awards of \$15,000 annually to the 60 or so graduate scholars, or \$7,500 per semester. This could begin with the 2022-2023 academic year.

Hilary thanked Tom for speaking today to the Board and invited him to be our guest at an upcoming luncheon.

Special Presentation

Carol Mollett, Past President

Carol explained the traditional medallion given to the President after her first year. It portrays the Town and Gown of USC seal, for which T&GUSC is the only authorized user.

Closing Business

MOTION:

I, Hilary Crahan, move to adjourn today's meeting.

SECOND: Marilou Hamill

Approved: 09.28.2021

The meeting was adjourned at 11:40am.

ATTACHMENTS:

- **Consent Agenda Cover Page for September 28, 2021**
 - **Consent Agenda for September 28, 2021**
 - **June 15, 2021 Board Meeting Minutes**
 - **August 3, 2021 Board Zoom Call Minutes**
 - **August 29 Back-to-School Event Minutes**
 - **August 31 Zoom Vote Minutes**
 - **September 9 Board Welcome Luncheon**
 - **Town and Gown of USC Updated Financials 07.1.2020 - 06.30.2021**
 - **Town and Gown of USC Balance Sheet, 08.31.2021**
 - **Town and Gown of USC Profit & Loss, July - August 2021**
 - **Town and Gown of USC Profit & Loss by Class, July - August 2021**
 - **Check Requisition Form, dated 6.30.20 (current)**
 - **USC Fund I Performance Report, Quarter Ended 06.30.2021**
 - **Clifford Swan Fund II Report as of 09.16.2021**
 - **Membership Applications, September 2021. Annual: Kaili Peng Myerson and Georgette Cooper; Life: Lisa Grode; and Change from Annual to Life: Kathryn Shirley, Lori Middleton, and Lisa Iannini-Goddard .**
 - **Draft: Town and Gown of USC Code of Ethics and Conduct**
 - **Town and Gown of USC Board Succession Planning Policy**
 - **Town and Gown of USC Board Nomination and Election Policy and Procedures**
 - **General Requirements Town and Gown of USC Board of Directors**
-

Attendees (*Past Presidents*):

IN-PERSON

Yvonne Bogdanovich

Kathleen Campos

Hilary Crahan

Sally Edwards
Edie Etmekjian
Kate Farlow
Carol Fox
Linda Givvin
Chris Gregg
Mary Hall
Marilou Hamill
Patti Jamgotchian
Patti Johnson
Kathie Johnson

ON ZOOM

Debra Bradley
Linda Dankwa
Carol Greenhalgh
Joyce Fadil
Marilyn Kezirian
Carol Kroesche

Helaine Lopes
Carol Mollett
Virginia Naeve
Ann Palmer
Norma Perez
Beth Petak-Aaron
Wilma Pinder
Ayuko Siegel
Colleen Stroyke
Jill Stuart
Bonnie Suffridge

Kathi Nicolard
Bianca Patterson
Sara Pfirrmann
Susie Rhodes
Linda Swick
Laurie Hunter Tiedemann

Janyce Teasley
Lisa Up de Graff
Ruberta Weaver
Pat Whitman
Carol Wright
Jody Zuvich

Guest:
Tom McWhorter

Deborah Wong

Guest:
Peter Weil

Respectfully submitted,
Patti Johnson
Secretary, Town and Gown of USC