



**MIRACOSTA COLLEGE FOUNDATION BOARD
GOVERNANCE AND NOMINATIONS COMMITTEE MEETING**

Tuesday, February 6, 2023, 2:00 - 3:00 p.m.

MiraCosta College San Elijo Campus
3333 Manchester Avenue Cardiff, CA 92007
Conference Room 1116

Members of the community not able to attend in person can access the live stream here:
<https://linktr.ee/miracostacollegefoundation>

Governance and Nominations Committee Members:

Alec Babiarz, Dottie Benson, Hema Crockett, Alma Flores, Hap L'Heureux,
Amy McNamara, Diane Mills, Sudershan Shaunak,
Denise Stillinger, Val Warner-Saadat, Sharon Wiback

Staff Support & Additional Attendees:

Elizabeth Lurenana, Shannon Stubblefield

MiraCosta College Foundation Mission:

Promote the benefits of MiraCosta College and secure resources that transform lives.

MiraCosta College Foundation Vision:

Educational opportunities for all.

Land Acknowledgement:

We acknowledge the original caretakers of the land on which MiraCosta College is built. The Luiseno people are made up of seven bands: the La Jolla, Pala, Pauma, Pechanga, Rincon, San Luis Rey, and Soboba. We pay our respects to the Luiseno – past, present, and emerging, and are grateful to have the opportunity to be part of this community and to honor their history, culture, and spirit.

AGENDA

- I. CALL TO ORDER**
- II. ROLL CALL, WELCOME, INTRODUCTIONS**
- III. PUBLIC COMMENT ON ITEMS ON AND NOT ON THE AGENDA**
- IV. CHANGES IN AGENDA ORDER**
- V. APPROVE MEETING MINUTES – Action Required**
 - A. Regular Meeting of October 24, 2023
- VI. COMMITTEE REPORT(S)**
 - A. Governance and Nominations
 - i. Purpose and Functions of the Governance & Nominations Committee
 - ii. Slate of Officers for Next Term (July 2024 – June 2026)
 - iii. Board Development Goals (through June 2027)
 - a. Board Gaps: Skills/Experience & Demographics

- b. Proposed Goals: 4 New Members annually in Q1 2024/25; 2025/26; 2026/27 (review annually)
- iv. Committee Vice Chair
 - a. Sharon Wiback has volunteered
 - b. Role of Vice Chair
- v. Voting on Minutes for Meetings not Attended

VII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

Next Governance and Nominations Committee Meeting (San Elijo Campus)

Tuesday, April 16, 2024 at 2:00 – 3:00 p.m.

Next Finance Committee Meeting (San Elijo Campus)

Tuesday, February 13, 2024 at 1:00 – 2:30 p.m.

Next Executive Committee Meeting (San Elijo Campus)

Tuesday, February 13, 2024 at 3:00 – 4:00 p.m.

Next Quarterly Board Meeting (TCI Campus)

Tuesday, February 27, 2024 at 3:00 – 5:00 p.m.

VIII. FUTURE AGENDA ITEMS

IX. ADJOURNMENT

*** ITEMS ON THE AGENDA:** Members of the audience may address the Foundation Board Committee on any item listed on the agenda when that agenda item comes up for discussion and/or action. Comments will be limited to three (3) minutes per agenda item and a total of fifteen (15) minutes of public comment on an item, unless waived by the committee. Non-English speakers utilizing a translator will have six (6) minutes to directly address the Committee.

ITEMS NOT ON THE AGENDA: Members of the audience may address the Foundation Board Committee on any topic not on the agenda so long as the topic is within the jurisdiction of the Foundation. Under the Brown Act, the committee is not permitted to engage in public discussion or take any action on an agenda item not on the agenda, except that members of the committee may briefly respond to statements made or questions posed by persons exercising their public testimony rights under Government Code §54954.3. In addition, on their own initiative, or in response to questions posed by the public, a member of the committee may ask a question for clarification. A member of the committee or the committee itself may provide a reference to staff or other resources for factual information, request staff to report back to the body at a subsequent meeting concerning any matter or take action to direct staff to place a matter of business on a future agenda. Comments from visitors shall not exceed three (3) minutes unless the committee waives the time limit. Non-English speakers utilizing a translator will have six (6) minutes to directly address the committee. The committee may also limit the total amount of time for public comment on a particular topic to fifteen (15) minutes.

DECORUM: Decorum requires members of the public to observe order at committee meetings. Speakers shall speak to the issues, and refrain from using defamatory or abusive personal remarks that disturb or impede the meeting or exceed the bounds of civility necessary to the conduct of the business of the Foundation Board Committee. The presiding officer has the authority to run the meeting, which includes the authority to issue warnings, call for recesses, or clearing the boardroom in the event of disruptive behavior. Government Code section 54954.3(c) establishes that the legislative body of a local agency shall not prohibit public criticism of the policies, procedures, programs, or services of the agency, or of the acts or omissions of the legislative body, and California Penal Code section 403 makes it a misdemeanor for any person to willfully disturb or break up any lawfully authorized assembly or meeting.

Foundation Committee meetings are held in meeting rooms that are accessible to those with mobility disabilities. If you wish to attend the meeting and you have another disability requiring special accommodation, please notify the board assistant, 760.795.6645, 760.757.2121, extension 6645, or 619.755.5155, extension 6645. The California Relay Service is available by dialing 711 or 800-735-2929 or 800-735-2922.

In compliance with Government Code §54957.5, nonexempt writings that are distributed to a majority or all of the MiraCosta Community College District Foundation Board in advance of their meetings may be viewed at the Office of Institutional Advancement, 1 Barnard Drive, Oceanside, California, 92056 or by clicking on the Foundation website at <http://foundation.miracosta.edu/agendas>. Such writings will also be available at the board meeting. In addition, if you would like a copy of any record related to an item on the agenda, please contact the board assistant by e-mail at foundation@miracosta.edu.



MIRACOSTA COLLEGE FOUNDATION BOARD GOVERNANCE AND NOMINATIONS COMMITTEE

REGULAR MEETING

**October 24, 2023
(DRAFT)**

I. CALL TO ORDER

The MiraCosta College Foundation Governance and Nominations Committee met in open session on Tuesday, October 24, 2023 in Room 1131 on the San Elijo Campus (3333 Manchester Ave, Cardiff, CA 92007). Chair Stillinger called the meeting to order at 2:00 p.m.

II. ROLL CALL, WELCOME, INTRODUCTIONS

Committee Members Present:

Alec Babiarz
Val Saadat

Hema Crockett
Denise Stillinger

Hap L'Heureux
Sharon Wiback

Committee Members Absent:

Sudershan Shaunak

Staff Present:

Elizabeth Lurenana

Shannon Stubblefield

III. PUBLIC COMMENT ON ITEMS ON AND NOT ON THE AGENDA

None

IV. CHANGES IN AGENDA ORDER

None

V. APPROVE MEETING MINUTES

A. Regular Meeting of July 25, 2023

- i. By motion of Committee Chair Stillinger, seconded by Committee Member Saadat the minutes of the regular meeting of July 25, 2023 were approved as presented.

Vote: 5/0/1/1

Aye: Babiarz, Crockett, Saadat, Stillinger, Wiback

Nay: None

Abstain: L'Heureux

Absent: Shaunak

VI. PRESENTATION(S)

None

VII. COMMITTEE REPORT(S)

A. Governance and Nominations

i. Board Prospects

- a. VP/ED Stubblefield and committee members reviewed the interview process for board prospects and gave insight into each applicant.
- b. By motion of Committee Member Wiback, seconded by Committee Member Crockett, board candidates Angela Babiarz, Dottie Benson, Alma Flores, Amy McNamara (Wynne), and Diane Mills were all approved to have their names advanced to the Executive Committee for approval.

Vote: 6/0/0/1

Aye: Babiarz, Crockett, L'Heureux, Saadat, Stillinger, Wiback

Nay: None

Abstain: None

Absent: Shaunak

- c. If the Executive Committee approves all the new members, they will be invited to the board meeting on November 14. VP/ED Stubblefield will send an email to the entire board letting them know and requesting board members let her know prior to the meeting if they have any concerns.
- ii. Slate of Officers for Next Term (July 2024 – June 2026)
 - a. The committee discussed the slate of officers for the next board term and what the process will look like. At the November 14 meeting, Chair Stillinger will announce that anyone interested in being the next board Vice President should let her know by Q3.
 - b. VP/ED Stubblefield reviewed the board member term grid with the committee noting board term limits and who would be available for the next slate of officers up to 2030.
 - The committee discussed the option of bringing on board members to fill prematurely vacant board seats to help with staggering board turnover. This could be looked at in future meetings.
 - c. Chair Stillinger has approached Karen Pearson to see if she is interested in being the next Board Vice President and is waiting to hear back. Board Member Pearson would not be able to stay on as a previous president the term after since she will reach term limits before then. Three additional board members are eligible: Hema Crockett, Cindy Musser, and Kimberly Troutman.
- iii. Board Development Goals (through June 2027)
 - a. Chair Stillinger and VP/ED Stubblefield will bring recommendation board development goals for each fiscal year through June 2027 for the committee to review at the February 2024 meeting.
- iv. ICBOC Foundation Board Representative
 - a. <https://www.miracosta.edu/governance/icboc/membership.html>
 - b. Committee Member Babiarz terms off ICBOC in April 2024. He shared the importance of having foundation board representation on the committee and discussed time commitment.
 - Applications are requested for fall 2023.
 - c. Committee Member Babiarz will present the opportunity at the November 14 board meeting. If no one shows interest, staff can approach specific board members who may be a good fit.
- v. New Board Member Flow Charts
 - a. Board Prospect Selection Process
 - The committee recommended it be made clear to board members who are participating in the initial interview that the interviewee is being considered for the board and it is not a guarantee.
 - b. New Board Member Onboarding Process
 - The committee discussed how they can help with the onboarding process for the new board members after the November 14 meeting. One idea is setting up coffee/lunch meetings with new and existing board members.
 - The committee recommended introducing new board members to the college governance structure and spreading out interactions so new board members don't get overwhelmed by having to learn everything at once and jump into being involved.
 - Add one-on-one with the Board President to the flow chart.
 - In-person meetings are important rather than relying solely on Zoom.
 - c. By motion of Committee Member Babiarz, seconded by Committee Member Saadat the two flow charts are approved to be placed on the consent agenda at the November 14 board meeting, with the stipulation that any non-substantive

changes can be made by staff, but any substantive changes will need to be approved by the board.

Vote: 6/0/0/1

Aye: Babiarz, Crockett, L'Heureux, Saadat, Stillinger, Wiback

Nay: None

Abstain: None

Absent: Shaunak

vi. Committee Vice Chair

- a. President McGuigan has requested each committee have a vice-chair. This will be discussed at the next meeting.

VIII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

Next Governance and Nominations Committee Meeting (San Elijo Campus)

Tuesday, February 6, 2024 at 2:00 – 3:00 p.m.

Next Finance Committee Meeting (San Elijo Campus)

Tuesday, October 31, 2023 at 1:00 – 2:30 p.m.

Next Executive Committee Meeting (San Elijo Campus)

Tuesday, October 31, 2023 at 3:00 – 4:00 p.m.

Next Quarterly Board Meeting (Community Learning Center Campus)

Tuesday, November 14, 2023 at 3:00 – 5:00 p.m.

Next Comprehensive Campaign Committee Meeting (Zoom)

Tuesday, November 28, 2023 at 1:00 – 2:00 p.m.

IX. FUTURE AGENDA ITEMS

- A. Goals for onboarding new board members.
- B. Committee Vice-Chair

X. ADJOURNMENT

- A. The meeting was adjourned at 3:09 p.m.

Board Member	Area of Expertise															DIVERSITY					
	Business	Education	Government	Health / Medical / Biotech	Technology	Executive Management	Entrepreneur	Finance / Investments	Accounting (CPA)	Legal System	Lawyer	Estate Law	Real Estate	Marketing / PR	Fund Raising	Gift Planning	Other BoD Positions	CRA (Comm Reinvest Act)	Gender	Ethnicity	LGBTQ
Babiarz, Alec	1				1	1	1	1						1					Male	White	No
Babiarz, Angela	1																		Female	Other	Yes
Bandemer, Bruce	1						1	1											Male	White	No Answer
Benson, Dottie	1	1	1				1		1	1	1	1	1	1	1				Female	White	No
Crockett, Hema	1					1	1												Female	Asian American	No
Figuroa, Jimmy			1		1														Male	Latino/Hispanic	No
Flores, Alma	1																		Female	Latino/Hispanic	No
Kurth, MD, Janice				1	1		1										1		Female	White	No
L'Heureux, Hap	1								1	1	1	1			1				Male	White	No
McGuigan, David	1			1		1							1	1			1		Male	White	No
McNamara, Amy	1						1					1							Female	White	No
Mills, Diane	1					1						1	1						Female	Latino/Hispanic	No
Musser, Cindy								1											Female	White	No
Pearson, Karen	1		1										1	1			1		Female	White	No
Saadat, Val		1	1						1										Female	African American	No
Shaunak, Sudershan	1	1				1	1							1					Male	Asian American	No
Snodgrass, Tim	1					1		1		1	1	1	1	1					Male	White	No
Stillinger, Denise		1			1								1	1					Female	White	No
Troutman, Kimberly				1									1						Female	African American	No
Wiback, Sharon	1			1	1														Female	White	No

Board Member	STATUS				
	Veteran/Military	Age	Education	District of Residence	Work Status
Babiarz, Alec	No	70+	Masters	South Carlsbad/Encinitas,	Retired
Babiarz, Angela	No	40-49	Masters,	Outside District	Working - Employee
Bandemer, Bruce	No	60-69,	Masters	Carlsbad	Working - Business Owner
Benson, Dottie	No	40-49,	Juris Doctor	South Carlsbad/Encinitas,	Working - Employee
Crockett, Hema	No	40-49,	Masters,	South Oceanside/North Carlsbad	Working - Business Owner
Figuroa, Jimmy	No	30-39	Juris Doctor	South Oceanside/North Carlsbad	Working - Employee
Flores, Alma	No	40-49,	Masters,	Northwest Oceanside	Working - Employee
Kurth, MD, Janice		50-59	Doctorate,	Outside District - La Jolla	Working - Business Owner
L'Heureux, Hap	Yes	70+	Juris Doctor	Carlsbad	Retired
McGuigan, David	No	60-69,	Bachelors,	Del Mar	Working - Employee
McNamara, Amy	No	60-69,	Associates,	South Carlsbad/Encinitas,	Working - Business Owner
Mills, Diane		60-69,	Bachelors,	Carlsbad,	Working - Business Owner
Musser, Cindy	No	50-59,	Bachelors,	Outside District	Working - Employee
Pearson, Karen	No	70+	Masters,	Carlsbad,	Retired
Saadat, Val		50-59	Masters	Outside District	Working - Employee
Shaunak, Sudershan		60-69,	Masters,	Outside District	Retired
Snodgrass, Tim	Ansv	50-59,	Juris Doctor	Carlsbad	Working - Business Owner
Stillinger, Denise		50-59	Masters	Cardiff/Rancho Santa Fe/Solana Beach	Working - Employee
Troutman, Kimberly	No	60-69,	Associates,	South Oceanside/North Carlsbad	Working - Employee
Wiback, Sharon	No	40-49	Doctorate	Cardiff/Rancho Santa Fe/Solana Beach	Working - Employee

FOUNDATION BOARD ELECTION CYCLE CALENDAR

		FY Start Date =	Jul-23	Jul-24	Jul-25	Jul-26	Jul-27	Jul-28
Started	New FY 1st Term Start Date per new Term limits in by-laws	July 1, 23 - June 30, 24	July 1, 24 - June 30, 25	July 1, 25 - June 30, 26	July 1, 26 - June 30, 27	July 1, 27 - June 30, 28	July 1, 28 - June 30, 29	

Babiarz, Alec	2-Nov-11	2-Jul-16	2.75	Termed Out	Available	Available	Available	Available
Babiarz, Angela	14-Nov-23	2-Jul-23	1.00	1.25	1.50	1.75	2.00	2.25
Bandemer, Bruce	2-Jan-00	2-Jul-16	2.75	Termed Out	Available	Available	Available	Available
Benson, Dottie	14-Nov-23	2-Jul-23	1.00	1.25	1.50	1.75	2.00	2.25
Crockett, Hema	21-Feb-23	2-Jul-23	1.00	1.25	1.50	1.75	2.00	2.25
Figueroa, Jimmy	20-Jul-18	2-Jul-18	2.25	2.50	2.75	Termed Out	Available	Available
Flores, Alma	14-Nov-23	2-Jul-23	1.00	1.25	1.50	1.75	2.00	2.25
Kurth, MD, Janice	2-Nov-16	2-Jul-18	2.25	2.50	2.75	Termed Out	Available	Available
L'Heureux, Hap	2-Feb-11	2-Jul-16	2.75	Termed Out	Available	Available	Available	Available
McGuigan, David	2-Nov-16	2-Jul-18	2.25	2.50	2.75	Termed Out	Available	Available
McNamara, Amy	14-Nov-23	2-Jul-23	1.00	1.25	1.50	1.75	2.00	2.25
Mills, Diane	14-Nov-23	2-Jul-23	1.00	1.25	1.50	1.75	2.00	2.25
Musser, Cindy	15-Nov-22	2-Jul-22	1.25	1.50	1.75	2.00	2.25	2.50
Pearson, Karen	1-Feb-20	1-Jul-20	1.75	2.00	2.25	2.50	2.75	Termed Out
Warner-Saadat, Valencia	20-Jul-18	2-Jul-18	2.25	2.50	2.75	Termed Out	Available	Available
Shaunak, Sudershan	2-May-10	2-Jul-16	2.75	Termed Out	Available	Available	Available	Available
Snodgrass, Tim	2-Sep-17	2-Jul-18	2.25	2.50	2.75	Termed Out	Available	Available
Stilling, Denise	2-May-16	2-Jul-18	2.25	2.50	2.75	Termed Out	Available	Available
Troutman, Kimberly	21-May-21	1-Jul-21	1.50	1.75	2.00	2.25	2.50	2.75
Wiback, Sharon	2-Apr-18	2-Jul-18	2.25	2.50	2.75	Termed Out	Available	Available

Number of Board Members per FY	Board Members	20	16	16	9	9	8
Maximum Number of Replacement/New Board member	# to Max	13	17	17	24	24	25
Minimum Number of Replacement/New Board member	# to Min	-9	-5	-5	2	2	3
Goal # Add			4	4	4	4	4
# after Add			20	24	21	25	28

FOUNDATION BOARD ELECTION CYCLE CALENDAR

	Jul-29	Jul-30	Jul-31	Jul-32
	July 1, 29 - June 30, 30	July 1, 30 - June 30, 31	July 1, 31 - June 30, 32	July 1, 32 - June 30, 33

Babiarz, Alec	Available	Available	Available	Available
Babiarz, Angela	2.50	2.75	Termed Out	Available
Bandemer, Bruce	Available	Available	Available	Available
Benson, Dottie	2.50	2.75	Termed Out	Available
Crockett, Hema	2.50	2.75	Termed Out	Available
Figueroa, Jimmy	Available	Available	Available	Available
Flores, Alma	2.50	2.75	Termed Out	Available
Kurth, MD, Janice	Available	Available	Available	Available
L'Heureux, Hap	Available	Available	Available	Available
McGuigan, David	Available	Available	Available	Available
McNamara, Amy	2.50	2.75	Termed Out	Available
Mills, Diane	2.50	2.75	Termed Out	Available
Musser, Cindy	2.75	Termed Out	Available	Available
Pearson, Karen	Available	Available	Available	Available
Warner-Saadat, Valencia	Available	Available	Available	Available
Shaunak, Sudershan	Available	Available	Available	Available
Snodgrass, Tim	Available	Available	Available	Available
Stilling, Denise	Available	Available	Available	Available
Troutman, Kimberly	Termed Out	Available	Available	Available
Wiback, Sharon	Available	Available	Available	Available

Number of Board Members per FY	7	6	0	0
Maximum Number of Replacement/New Board Members	26	27	33	33
Minimum Number of Replacement/New Board Members	4	5	11	11

Goal # Add	4	4		
# after Add	31	34		

How should members of a public body handle the approval of meeting minutes if they were absent?

Tyler Augst, Michigan State University Extension - April 08, 2022

What should members of a public body do when it comes time to vote to approve minutes of a meeting that they were not present at?

In a perfect world, members of a public body would have perfect attendance at meetings, but that is not the case. Michigan State University (MSU) Extension recognizes that not being present for all or part of a previous meeting can happen for a variety of reasons, such as removing oneself due to a conflict of interest, being a new member on the board or life getting in the way as it does with all things. A question that then comes up for the absent member is what to do at the next meeting when a motion is made to approve the meeting minutes.

Members often report feeling that since they were not present at the meeting, they lack the first-hand knowledge of the proceedings to approve the minutes. Those members may feel they need to either vote 'no' or abstain from the vote to approve the minutes. In truth, neither of these is the appropriate route when considering state statute and Roberts Rules of Order, the commonly used parliamentary procedure. "Robert's Rules of Order Newly Revised, 12th edition (RONR)," by Henry Martyn Robert, explains that "it should be noted that a member's absence from the meeting for which minutes are being approved does not prevent the member from participating in their correction or approval."

Open Meetings Act on minutes

Michigan's Open Meetings Act requires that all public bodies must keep minutes of their meetings. Those minutes are the record of the meetings showing things like date, time, and location of the meeting, member present and absent, and decisions made (MCL 15.269(1)). The Open Meetings Act also states that "[t]he public body shall make any corrections in the minutes at the next meeting after the meeting to which the minutes refer" (MCL 15.269(1)).

In addition to the Open Meetings Act, other state statutes or local policies may have an impact on what meeting minutes look like for a particular body and who is responsible for them. Members of public bodies are encouraged to reference the applicable state laws and their local bylaws or rules of procedure for additional information.

What should an absent member do?

The Open Meetings Act is silent on the approval process for the minutes of public bodies, so what should a member of a public body do after an absence? In addition to statutes, members can look to their body's adopted parliamentary procedure for guidance on the process of approving meeting minutes. For example, many communities have chosen to use "Roberts Rules of Order Newly Revised, 12th edition" as their parliamentary authority. In the absence of guidance from statute or local policies and bylaws, the chosen parliamentary procedure will guide this process. Under RONR, during the meeting following the absence, members should fully participate in the discussion of the minutes and any corrections, even if they were absent.

As Ann Macfarlane explains in her article, "Approving minutes if you were absent," voting to approve the minutes is not you affirming you were an eyewitness to the events, but rather your confidence in the secretary, the other members, and the process that produced the minutes. Members should not abstain from the process. In fact, you should participate in the discussion, any corrections, and the approval.

If a member was not present for a meeting, the immediate next steps after the missed meeting are very similar to what members who were present would do. The absent member should have still completed

their preparation work for the meeting they missed (reading the meeting packet, reviewing any relevant documents, etc.) so they will still have an understanding of what was discussed. If a member truly has concerns with the minutes, they may make a motion to refer the minutes to committee or postpone approval until a certain time to allow for investigation or redrafting.

For members of an appointed body, such as a planning commission or zoning board of appeals (ZBA), the times when it is appropriate to abstain from a vote are limited. When someone takes on the role like that of a planning commission or ZBA member, it is with the expectation that individual will be an active participant in the deliberations and decisions of the body, as long as there is no conflict of interest. Members of elected bodies must also avoid conflicts of interest, but may have more ability to abstain during votes. This article contains more information on conflicts of interest, including how they may vary for different bodies.