



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

Tuesday, April 25, 2023, 2:00 - 3:00 p.m.

MiraCosta College San Elijo Campus
3333 Manchester Avenue Cardiff, CA 92007
Conference Room 1131

Members of the community not able to attend in person can access the live stream here:
<https://www.miracosta.edu/faculty-staff/academic-information-services/media-services/ocn2.html>

Governance and Nominations Committee Members:

Alec Babiarz, Hema Crockett, Hap L'Heureux, Sudershan Shaunak,
Denise Stillinger, Val Warner-Saadat, Sharon Wiback

Staff Support & Additional Attendees:

Brian Astredo, Elizabeth Lurenana (Zoom), Shannon Stubblefield

AGENDA

- I. CALL TO ORDER**
- II. ROLL CALL, WELCOME, INTRODUCTIONS**
 - A. New committee member: Hema Crockett
- 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 January 31, 2023
- VI. PRESENTATION(S)**
- VII. COMMITTEE REPORT(S)**
 - A. Governance and Nominations
 - i. Board Election Policy
 - ii. Board Development
 - iii. Board Member Terms and Reelection
 - a. Matt Adams
 - b. Karen Pearson
- VIII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW**
 - Next Governance and Nominations Committee Meeting:**
Tuesday, July 25, 2023 at 2:00 – 3:00 p.m.
 - Next Finance Committee Meeting**

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

Next Executive Committee Meeting

Tuesday, May 2, 2023 at 3:00 – 4:00 p.m.

Next Quarterly Board Meeting

Tuesday, May 16, 2023 at 3:00 – 5:00 p.m.

Next Comprehensive Campaign Committee Meeting

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

IX. FUTURE AGENDA ITEMS

X. 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

MINUTES OF REGULAR MEETING

January 31, 2023
(DRAFT)

I. CALL TO ORDER (Meeting was live streamed and recorded.)

The MiraCosta College Foundation Governance and Nominations Committee met in open session on Tuesday, January 31, 2023 in Room 1131 on the San Elijo Campus (3333 Manchester Avenue, Cardiff, CA 92007). Chair Stillinger called the meeting to order at 2:01 p.m.

II. ROLL CALL, WELCOME

Committee Members Present:

Alec Babiarz	Hap L'Heureux	Val Saadat (arrived at 2:12 p.m.)
Denise Stillinger	Sharon Wiback	

Committee Members Absent:

Sudershan Shaunak

Staff Present:

Elizabeth Lurenana	Shannon Stubblefield
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- A. Vice President/Executive Director Stubblefield welcomed Staff Member Lurenana as a permanent foundation staff member.

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

None

IV. CHANGES IN AGENDA ORDER

None

V. APPROVE MEETING MINUTES – Action Required

A. Regular Meeting of October 25, 2022

- i. By motion of Committee Member Wiback, seconded by Committee Member L'Heureux, the minutes of the regular meeting of October 25, 2022 were approved.

Vote: 5/0/0/01

Objection: None

Aye: Babiarz, L'Heureux, Stillinger, Warner-Saadat, Wiback

Nay: None

Abstentions: None

Absent: Shaunak

VI. PRESENTATION(S)

None

VII. COMMITTEE REPORT(S)

A. Governance and Nominations

- i. Update to "[Committee Roles & Responsibilities](#)" Policy

- a. Chair Stillinger explained a recommendation by VP/ED Stubblefield to update the "Committee Roles & Responsibilities" document rather than updating the bylaws

so the foundation does not need to update the state of California of a change to the bylaws.

- Staff discovered significant changes to the bylaws may need to be sent to the state. Prior to updating more bylaws staff plan to seek legal advice on what constitutes a “significant” change. The committee does not remember ever submitting changes to the state. Staff will do more research and follow up with the committee in April.
 - i. L’Heureux recommended adding notations to the website for when bylaws updates are submitted to the state.
- The committee discussed the board manual and what belongs in the bylaws vs. policies or appendixes. The committee encouraged VP/ED Stubblefield to the structure and make future recommendations.
- Rather than updating the “Committee Roles & Responsibilities” Policy, staff will create a new policy called “Board Officer Election Process” and bring it back to the committee for review in April.

ii. Board Prospects (**Action Required**)

a. Hema Crockett

- VP/ED Stubblefield reviewed Hema Crockett’s application, highlighting that Crockett approached her with interest in joining the board.
 - i. Crockett has a strong connection to the foundation’s mission and vision.
 - ii. Crockett fills the HR gap on the Foundation Board, has a strength in leadership training, and is from a minority ethnic group (APIDA).
 - iii. Crockett has worked as a consultant for the college in the past and may work for the college as an HR consultant in the future. The committee determined this is not a conflict of interest.
- By motion of Committee Member Saadat, seconded by Committee Member Wiback, Hema Crockett’s application to join the foundation board will be advanced to the Executive Committee for review.
Vote: 5/0/0/01
Objection: None
Aye: Babiarz, L’Heureux, Stillinger, Warner-Saadat, Wiback
Nay: None
Abstentions: None
Absent: Shaunak

- b. Committee Member Babiarz noted the links to the website in the board prospect questionnaire are outdated. Staff will make sure they are up to date with the new website design prior to more questionnaires being sent out.
- c. Staff will research if the board needs to limit the number of college employees as members of the board.
- d. VP/ED Stubblefield reviewed board prospect list priorities with the committee.
 - Dr. Beatriz Villarreal is the next candidate VP/ED Stubblefield plans to pursue.
 - Top demographic priorities for board prospects are minority groups, Legal Background & Real Estate.
- e. When board members are not meeting board roles and responsibilities, the VP/ED will reach out to the board president.

iii. AB 2449 Review and Recommendations/Brown Act Training

- a. Staff Member Lurenana described the specifics of AB 2449 and the committee discussed.
- b. VP/ED Stubblefield recommends meet in one location with remote availability for “just cause” and “emergency circumstances.”
- c. The current recommended training has been added to the website and will be added to the Board Member Agreement packet and annual documents board member sign.

iv. Land Acknowledgment at Board Meetings

- a. The committee recommends:
 - Every committee meeting packet include a written land acknowledgment.
 - Every quarterly board meeting packet include a written land acknowledgment and be verbalized by the board president.
- v. Update on Recognition of former board members
 - a. Personalized thank you letters were sent to former board members in December.

VIII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

- A. All upcoming meetings are scheduled to take place at the San Elijo Campus (3333 Manchester Ave, Cardiff by the Sea, CA) in Room 1131.

Next Governance and Nominations Committee Meeting:

Tuesday, April 25, 2023 at 2:00 – 3:00 p.m.

Next Finance Committee Meeting

Tuesday, February 7, 2023 at 1:00 – 2:30 p.m.

Next Executive Committee Meeting

Tuesday, February 7, 2023 at 3:00 – 4:00 p.m.

Next Quarterly Board Meeting

Tuesday, February 21, 2023 at 3:00 – 5:00 p.m.

Next Comprehensive Campaign Committee Meeting

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

IX. FUTURE AGENDA ITEMS

- A. Discussion of future meeting locations.
- B. “Board Officer Election Process” Policy

X. ADJOURNMENT

- A. The meeting was adjourned by Chair Stillinger at 3:15 p.m.

The policy will be located on the website, here: <https://foundation.miracosta.edu/foundation-board/policies.html>

Board Officer Election Policy

The Governance and Nominations Committee is responsible for leading the nomination of elected officers of the board during an election year and if vacancies arise.

During a Year Where Officers are Elected:

- At the second quarter (October-December) board meeting of the fiscal year, the Governance and Nominations Committee will initiate the call for officers by announcing that board officers will be elected at the fourth-quarter board meeting (April-June).
 - Per the by-laws, service on the Executive Committee is a requirement to be considered for Board President.
 - Board members interested in serving as an officer of the board should contact the chair of the Governance and Nominations Committee by the end of the second quarter (October-December).
- At the third quarter (January-March) board meeting, the Governance and Nominations Committee will present a draft slate of officers first to the Executive Committee for review and then to the full board.
- At the fourth quarter (April-June) board meeting, the Governance and Nominations Committee will present the slate of officers for a vote by the board of directors. The board will vote on the full slate of officers, not for individual officers.

If Vacancies Arise:

- The Board President (or Vice-President, in the event of a presidential vacancy) will notify the chair of the Governance and Nominations Committee of any officer vacancies that occur outside of the election cycle.
- At the following committee meeting, the Governance and Nominations Committee will put forth a qualified candidate from the board to fill the vacancy.
- At the following Executive Committee meeting, the chair of the Governance and Nominations Committee will present the candidate(s) for Executive Committee review.
- At the following board meeting, the Governance and Nominations Committee will present the candidate to the full board for a vote.

MiraCosta College Foundation
Governance and Nominations Committee
Board Development: Gaps and Prospects
April 2023 – Q4 Report

Status of Board Development

To date in fiscal year 2022/23, the foundation has brought on three new board members towards its goal of four this year: Cindy Musser, Eva Budnik, and Hema Crocket. Our newest board members filled key gaps in finance/CPA and Human Resources/Leadership.

As outlined below, in Q4 of this fiscal year, we have key demographic gaps. Next year when several board members' terms expire, we will have additional gaps in expertise. The prospects we have identified will fill some future expertise gaps but potentially not demographic gaps.

Gaps in Grid

- Demographics
 - Latinx/a/Hispanic
 - 6% of Board vs 42% Students
 - HSI status
 - LGBTQIA+
 - 0% of Board
 - Underreported – 9% in dashboard
 - Age
 - 25% MCC students are age 18 to 20
 - 35% are age 21 to 29
 - Average MCC age 29
 - Military / Veteran
 - More than 4,000 students served in military and veteran's services
 - 1 board member (rolling off 2024)
 - Question for Committee: Add Small Business affiliation?
- Expertise
 - Legal System
 - Real Estate
 - Estate Law

Prospects

- Next (4th for this FY): Judge Michael Dewitt Washington
 - Raye Clendening Referral w/ Greg Snaer
 - Meeting on 4/20/23 with staff
- Next in order of names brought forth:
 - Amy McNamara, Real Estate rep (Bruce)
 - Dottie Benson, Lawyer, Encinitas (Dave)
 - William (Bill) Howe, HR and Executive Management (Alec)
 - Robert Aleshire, CPA; Encinitas – Shannon talk with Bruce about disqualifying (Bruce)



Meeting and Event Calendar: July 1, 2023 to June 30, 2024

Quarterly Board Meetings

(3333 Manchester Blvd, Encinitas, CA 92007)

- 3:00 – 5:00 p.m. Tuesday August 15, 2023
- 3:00 – 5:00 p.m. Tuesday, November 14, 2023
- 3:00 – 5:00 p.m. Tuesday, February 27, 2024
- 3:00 – 5:00 p.m. Tuesday, May 7, 2024

Finance Committee Meetings

(3333 Manchester Blvd, Encinitas, CA 92007)

- 1:00 – 2:30 p.m. Tuesday, August 1, 2023
- 1:00 – 2:30 p.m. Tuesday, October 31, 2023
- 1:00 – 2:30 p.m. Tuesday, February 13, 2024
- 1:00 – 2:30 p.m. Tuesday, April 23, 2024

Comprehensive Campaign Committee Meetings

(Zoom: <https://miracosta-edu.zoom.us/j/85780354889>)

- 1:00 – 2:00 p.m. Tuesday, July 18, 2023
- 1:00 – 2:00 p.m. Tuesday, August 29, 2023
- 1:00 – 2:00 p.m. Tuesday, September 26, 2023
- 1:00 – 2:00 p.m. Tuesday, November 7, 2023
- 1:00 – 2:00 p.m. Tuesday, January 30, 2024
- 1:00 – 2:00 p.m. Tuesday, February 20, 2024
- 1:00 – 2:00 p.m. Tuesday, March 26, 2024
- 1:00 – 2:00 p.m. Tuesday, April 30, 2024
- 1:00 – 2:00 p.m. Tuesday, May 28, 2024
- 1:00 – 2:00 p.m. Tuesday, June 25, 2024

Governance and Nominations

(3333 Manchester Blvd, Encinitas, CA 92007)

- 2:00 – 3:00 p.m. Tuesday, July 25, 2023
- 2:00 – 3:00 p.m. Tuesday, October 24, 2023
- 2:00 – 3:00 p.m. Tuesday, February 6, 2024
- 2:00 – 3:00 p.m. Tuesday, April 16, 2024

Executive Committee Meetings

(3333 Manchester Blvd, Encinitas, CA 92007)

- 3 – 4 p.m. Tuesday, August 1, 2023
- 3 – 4 p.m. Tuesday, October 31, 2023
- 3 – 4 p.m. Tuesday, February 13, 2024
- 3 – 4 p.m. Tuesday, April 23, 2024

Audit Committee Meetings

(3333 Manchester Blvd, Encinitas, CA 92007)

- 2:00 – 3:00 p.m. Tuesday, Feb 20, 2024

Community Leaders Breakfast

- 7 – 9 a.m. Friday, October 20, 2023

Board Social & Holiday Party

- July TBD
- December TBD