



MIRACOSTA COLLEGE FOUNDATION BOARD GOVERNANCE AND NOMINATIONS COMMITTEE MEETING

Tuesday, July 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:

Elizabeth Lurenana, Shannon Stubblefield

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 April 25, 2023
- VI. PRESENTATION(S)**
- VII. COMMITTEE REPORT(S)**
 - A. Governance and Nominations
 - i. Roles and Responsibilities of Board Members
 - ii. Board Prospects and Development
 - a. Review Board Grid
 - b. Prioritize Top 4 Board Prospects
 - iii. Procedures
 - a. Board Prospect Selection Process
 - b. New Board Member Onboarding Process
 - iv. Slate of Officers for Next Term (July 2024 – June 2026)
- VIII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW**

Next Governance and Nominations Committee Meeting (San Elijo Campus)
Tuesday, October 24, 2023 at 2:00 – 3:00 p.m.

Next Finance Committee Meeting (San Elijo Campus)

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

Next Executive Committee Meeting (San Elijo Campus)

Tuesday, August 1, 2023 at 3:00 – 4:00 p.m.

Next Quarterly Board Meeting (Oceanside Campus)

Tuesday, August 15, 2023 at 3:00 – 5:00 p.m.

Next Comprehensive Campaign Committee Meeting (Zoom)

Tuesday, August 29, 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

**April 25, 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, April 25, 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**

Committee Members Present:

Alec Babiarz (participated as a member of the public via Zoom)		
Hema Crockett	Hap L'Heureux	Val Saadat (2:04)
Denise Stillinger	Sharon Wiback	

Committee Members Absent:

Sudershan Shaunak

Staff Present:

Brian Astredo	Elizabeth Lurenana (via Zoom)	Shannon Stubblefield
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III. **WELCOME & INTRODUCTIONS**

- A. Chair Stillinger welcomed new committee member, Hema Crockett, who introduced herself to the rest of the committee.

IV. **PUBLIC COMMENT ON ITEMS ON AND NOT ON THE AGENDA**

None

V. **CHANGES IN AGENDA ORDER**

None

VI. **APPROVE MEETING MINUTES – Action Required**

- A. Regular Meeting of January 31, 2023

- i. By motion of Committee Member Wiback, seconded by Committee Member L'Heureux, the minutes of the regular meeting of January 31, 2023 were approved.

Vote: 4/0/1/2

Objection: None

Aye: L'Heureux, Saadat, Stillinger, Wiback

Nay: None

Abstentions: Crockett

Absent: Babiarz, Shaunak

VII. **PRESENTATION(S)**

None

VIII. **COMMITTEE REPORT(S)**

A. Governance and Nominations

i. Board Election Policy

- a. Chair Stilling explained this policy was reviewed at the previous meeting and revised by ED/VP Stubblefield and Lurenana, so it is now ready for final review by the committee. ED/VP Stubblefield gave background information about the policy and Chair Stilling reviewed the substantive portions of the policy.
 - L'Heureux asked if the policy is required to be approved by the full board as well as the committee. The committee discussed and determined this policy should go to the Executive Committee and then to the full board.
 - VP/ED Stubblefield informed the committee staff are working on an annual calendar and tracking system for reviewing and approving policies.
 - The committee requested staff develop a formal policy for how policies are adopted, and which committees need to officially approve them versus those that need to see them for informational purposes only.
 - VP/ED Stubblefield noted that implementation of a consent agenda is being discussed with the Executive Committee, and this would make voting on policies by the full board more efficient.
- b. By motion of Committee Member Wiback, seconded by Committee Member Saadat, the Board Election Policy was approved by the Governance and Nominations Committee to be sent to both the Executive Committee and full board for approval.

Vote: 5/0/0/2

Objection: None

Aye: Crockett, L'Heureux, Saadat, Stilling, Wiback

Nay: None

Abstentions: None

Absent: Babiarz, Shaunak

ii. Board Development

- a. VP/ED Stubblefield reviewed the written update provided in the agenda packet, including giving an introduction on a board candidate (Judge Michael Dewitt Washington) she met with.
 - Judge Washington is a superior court judge with board experience who is community oriented and familiar with MiraCosta College. He would fill legal gaps in the board grid, and he is also recommending names to help fill other gaps (particularly the HSI representation gap). He is reviewing MiraCosta College Foundation documents and VP/ED Stubblefield will follow up to see if he is interested in joining the board.
- b. Robert Aleshire – Babiarz (as a member of the public) asked what the note in the report meant VP/ED Stubblefield clarified that the committee had identified that the gap in CPAs has been filled which lowers the level of priority in bringing an additional CPA onto the board.
- c. Small Business representation on the grid
 - Babiarz (as a member of the public) suggested it would be beneficial for fundraising purposes to add board members from larger corporations rather than small businesses, because they would have more connections to provide funding for the college. Committee Member L'Heureux recommended adding both to the grid as areas to consider and reflected on the difficulty of finding younger board members.
- d. Committee Member Crockett asked about prioritization of grid items and Chair Stilling reviewed the top priorities: Latinx/a/Hispanic, LGBTQIA+, Military/Veteran, and dropping the age of the board.

iii. Board Member Terms and Re-election

- a. By motion of Chair Stilling, seconded by Committee Member Wiback, the committee moved to approve both Matthew Adams and Karen Pearson to serve

a second term on the board, contingent upon their desire to do so. The Executive Committee and full board will approve the nominations in their upcoming meetings.

- Discussion: Staff noted they were informed Adams is not seeking re-election and Pearson is. Chair Stillinger will contact both Adams and Pearson to confirm.

Vote: 5/0/0/2
Objection: None
Aye: Crockett, L'Heureux, Saadat, Stillinger, Wiback
Nay: None
Abstentions: None
Absent: Babiarz, Shaunak

IX. 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.

X. FUTURE AGENDA ITEMS

- A. VP/ED Stubblefield said she would like to look at the candidate & onboarding processes and board member roles & responsibilities and put this on the agenda for the next meeting.
 - i. Involving current board members in the candidate & onboarding process will be a key addition.

XI. ADJOURNMENT

- A. The meeting was adjourned by Chair Stillinger at 2:49 p.m.

ROLES AND RESPONSIBILITIES OF BOARD MEMBERS

Board members are first and foremost ambassadors for MiraCosta College and the foundation's mission to promote the benefits of MiraCosta College and secure resources that transform lives. with our vision of providing educational opportunities for all.

~~Board members are responsible for assuring the Foundation's fiduciary conformance related to fiscal management in the receiving, managing, and administering of gifts received for the benefit of MiraCosta College. The Board of Directors is the active governing body of the MiraCosta College Foundation. The board is responsible for approving and implementing the foundation's mission, providing financial oversight, and fundraising for the foundation.~~ Board members are expected to be active players in three fundamental ways: as donors, participants, and advocates.

As Donors: Board Mmembers are expected to donate at least \$1,000 annually to the Foundation. Ideally, this should come from a personal donation by the member. Being able to state that all members are donors makes a powerful statement about commitment and credibility to individuals, companies, and institutions being asked to support MiraCosta College.

As Participants: Board Mmembers are actively involved in governing the foundation including monitoring and approving foundation policies and procedures, reviewing and approving the annual budget, and providing financial oversight. Board members are expected to attend the annual board retreat and at least two board meetings per year (for a total of three out of four board meetings), actively participate in at least two committees, and attend at least two college events and one foundation/fundraising event per year.

As Advocates: Board members ~~speak favorably about~~ promote the MiraCosta College to friends, family, and colleagues who might ~~and acquaintances that may have the ability to assist~~ support the college financially. Board members are ambassadors; they know the college story, tell it, and sell it.

Examples of ways in which board members may fulfill their roles:

- ~~• **Advocating.** A board member can contribute information about the college in conversation, helping to create a positive image of the college in the community.~~
- **Introducing.** A board member may have a philanthropic friend or colleague who has an interest in higher education. The board member would talk to his or her friend about the college and introduce his/her friend to the appropriate college personnel.
- **Hosting.** Hosting prospective donors for campus tours together with staff. Board members are willing to bring individuals to campus and participate in a campus tour.
- **Sponsoring.** Sponsoring a college event at home/business. Board members are willing (as appropriate) to make their home or place of business the site of a President's Circle or foundation event.
- **Soliciting.** Assist with solicitations by either (a) being part of the solicitation team or (b) assisting with strategy and cultivation.
- ~~• **Information Conduit.** Serving as the eyes and ears of the college, identifying donor opportunities, and alerting staff to potential problems. If a board member hears positive or negative information about the college, the board member is comfortable relaying the information in confidence.~~
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Leadership

To uphold the experience of each Mira-Costa College Foundation Board member while ensuring the Board operates to its full capacity, it is essential that the roles of all key players are clearly defined. The College defines the role of the College Superintendent/President and the Vice President of Institutional Advancement (VP). Board members shape their roles and set expectations of fellow board members that create a productive and positive volunteer experience. This self-governance is led by the board chair.

Role of the Foundation's ChairBoard President

The Chair-Board President is a full partner with the College President and the Vice President. The collaboration between these three roles sets up the structure needed for the members of the boardboard members to fully participate.

- Coordination. Touching base regularly with committee chairs to coordinate and monitor committee activities.
- Communication. Communicating with the President and VP; keeping informed of committee activity; and touching base regularly with board members.
- Leadership. Modeling leadership behavior. The chair sets the standard for philanthropic participation and in the College's fundraising events and efforts.

Role of the College Superintendent/President

The Superintendent/President's role is the key in establishing the credibility of the Board as the institution's senior volunteer organization.

- Leadership. Providing leadership for the board, raising the visibility of the Foundation and its benefits in the community at large as well as the campus community.
- Inner Circle. Sharing college information with the “inner circle.” The Superintendent/President is expected to keep the Board abreast of the latest developments throughout the District.
- Working Culture. Building a working culture for the Board. By example, the Superintendent/President leads the Board in its fundraising work, and is a full partner in the process of donor identification, cultivation, and solicitation.

Role of the Vice President of Advancement

The role of the Vice President of Institutional Advancement (Vice President) is to design, develop, and implement strategic plans for the organization in a cost-effective and time-efficient manner. The Vice President is also responsible for the day-to-day operation of the Foundation, including managing staff and developing business plans. The Vice President is accountable to the College Superintendent/President and provides quarterly progress reports to the Foundation Board. Board members are invited to offer suggestions and ideas about how to improve the organization, and the Vice President decides whether and how to implement these ideas.

- Leadership. Is visionary, providing leadership in fundraising strategies and programs and is flexible and responsive.
- Communication. Providing timely communications to board members regarding college plans and development program progress in meeting strategic and tactical goals.
- Board Development. Developing and nurturing the existing talents of the board members, participating in the identification

of potential members, and connecting board members with service opportunities.

- Fundraising and Administrative Expertise. Staying on the cutting edge of the profession through continuous professional development.

**Learn more about [Brown Act Compliance Requirements](#).

Board Prospect Selection Process



