



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

MINUTES OF REGULAR MEETING

**April 25, 2023
Approved July 25, 2023**

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
Denise Stillinger Sharon Wiback

Val Saadat (2:04)

Committee Members Absent:

Sudershan Shaunak

Staff Present:

Brian Astredo Elizabeth Lurenana (via Zoom) Shannon Stubblefield

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 Stillinger 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 Stillinger 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, Stillinger, 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 Stillinger 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 Stillinger, 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.


Denise Stillinger (Aug 9, 2023 16:19 PDT)


Shannon Stubblefield (Aug 9, 2023 17:02 PDT)

Denise Stillinger, Committee Chair

Shannon Stubblefield, Executive Director










2023.4.25 MCC Foundation Governance & Nominations Committee Minutes

Final Audit Report

2023-08-10

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