



**FOUNDATION**

**MIRACOSTA COLLEGE FOUNDATION BOARD**

**EXECUTIVE COMMITTEE MEETING**

**Tuesday, May 11, 2021 – 4 pm \*TIME CHANGE**

**Zoom Video Conference**

One tap mobile: US: +16699006833,,97061679691#

Meeting URL:

<https://miracostaedu.zoom.us/j/97061679691?pwd=SlhWUGFBbnZHbVl2NzZOdEtKL04xZz09&from=addon>

Meeting ID: 970 6167 9691

Passcode: 727852

Dial: US: +1 669 900 6833 or +1 346 248

Meeting ID: 970 6167 9691

Passcode: 727852

NOTE: If joining by phone only - please identify yourself during roll call or send an email to [djaykus@miracosta.edu](mailto:djaykus@miracosta.edu) to record the number you are calling from.

**Minutes**

**I. CALL TO ORDER**

*Request consent to record meeting*

Chair Babiarz called the meeting to order at 4:04 p.m.

**II. ROLL CALL, WELCOME and INTRODUCTIONS**

**Committee members present:**

Alec Babiarz  
Bruce Bandemer  
Raye Clendening  
Janice Kurth  
Dave McGuigan  
Sudershan Shaunak

**Committee members absent:**

Julie Ames

Staff Present:

Foundation Specialist/Board Support, Dee Jaykus

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

None

**IV. CHANGES IN AGENDA ORDER**

None



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## FOUNDATION

### V. APPROVE MEETING MINUTES

Regular meeting February 16, 2021- **Action**

By motion made by Committee member Shaunak and seconded by Committee member Clendening, the minutes of the regular meeting of February 16, 2021 were approved.

Vote: 6/0

Aye: Babiarz, Bandemer, Clendening, Kurth, McGuigan, Shaunak

Absent: Ames

Abstentions: None

### VI. PRESENTATION(S)

### VII. COMMITTEE UPDATES (information items and updates on activities since the last meeting)

#### A. Executive Committee

Chair Babiarz thanked the committee for their great work and announced this was his last meeting as Chair.

i. LinkedIn for the Board to consider. Brown Act Compliance.

Committee discussed suggesting to the board adding their LinkedIn address to their MCC Foundation profile. Vice President, Clendening commented it as an option to add MCC Foundation to their LinkedIn to show the association. Chair, Babiarz will present at the board meeting.

ii. Foundation Board Member Job Descriptions.

Chair Babiarz, directed the Governance and Nominations Committee to put together the Board Member job description. Chair, Babiarz suggested only one, not two different sets of expectations, ie, do not deviate from what is expected of board members as shown on Grid and approved by G&N.

Committee member, Shaunak approved the new item (job description) and will work with Sue Kubik and the examples she has researched.

Vice President Clendening, asked if there was a process in place for inactive board members. Are they called? Chair, Babiarz reported that during one of the prior bi-weekly Board leadership meetings the Executive Director was to contact the inactive board members. The President, Vice President, or the Chair of Governance and Nominations Committee could contact them. It needs to be done. Chair, Babiarz offered to contact Board Member Cardoso.

Chair Babiarz notified that retired Board Member, Grajek submitted his daughter's bio. for consideration to serve on the board. It is pending review. The Committee needs to act on.

Chair Babiarz discussed the ad hoc committee: Workforce for the Future need to meet to get ideas how the board can work with the college. Staff member, Rainey is putting together. Members are board members: Adams, Ames, Cacioppo, Wennes, Wiback

Chair Babiarz mentioned that Governance and Nominations Committee needs to review bylaws on the audit committee. The Audit Committee has the singular authority to approve the audit. It does not go to the Executive Committee for approval. The Audit committee approves and reports the results to the Executive Committee.



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Chair Babiarz discussed another item for Governance and Nominations is the request to add Estate and Real Estate to the Board Grid.

Chair, Babiarz shared an email from Sunny on the update for the search for a new Associate Vice President, Institutional Advancement/Executive Director. District is working with a consulting firm. An interim is being considered. This person is retired from a CSU and has interim position experience. Tentative to start end of May with Sue Kubik helping with transition. New AVP projected for late fall.

### B. Finance Committee

Chair Bandemer reported Vanguard presented and Vice President, Clendening attended the meeting. The Foundation has seen a 42% gain, due in part from last March we were at the absolute bottom and had a substantial recover. If you look at the 3 to 5 year numbers we are 89% which is outstanding.

The Committee discussed the allocation of the reserve portfolio and how it is currently set up. The Committee is looking at making some changes to how that works and will report at next meeting.

Chair Bandemer reported that the Key Performance Indicators, top 10 donors, and Q3 financials, FY21/22 Operating Budget, and FY21/22 Endowed Distributions were approved to forward to the Board for approval.

Committee member, Shaunak asked how the numbers looked from March 2019 pandemic. Chair, Bandemer reported from the big dip out in March, we have recovered and are continuing to grow.

### C. Governance & Nominations Committee

Chair Shaunak announced this was his last meeting as Chair and commented it was a pleasure and a lot has been accomplished and lot still needs to be done.

Chair Shaunak shared a new slate of officers will take over July 1, 2021. Vice President Clendening will be President, Board Member McGuigan will be Vice President, and Board Member Bandemer will be Treasurer.

Board Member, Bandemer offered to support a new board member to mentor for the Treasurer position.

Chair Shaunak shared Board Members Clendening and Ames terms were expiring June 30, 2021.

Chair Shaunak reported the Governance and Nominations committee approved adding Estate law and Real Estate law to the board grid.

Chair Shaunak reported on the candidate process edits presented to the Governance and Nominations Committee. The Committee would like to have more discussion on adding the Superintendent/President to the process flow. The Committee requested additional clarification on what exactly the involvement will be.



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Chair Shaunak reported discussion was had regarding Corporations and board composition. The previous AVP was unable to provide the additional information regarding how Palomar and Cal State San Marcos compose their board. The Committee needs more information before making a decision.

President, Babiarz thanked Chair, Sudershan for being the chairperson and doing a fantastic job.

Vice President, Clendening thanked Chair, Sudershan for all he does for the college and the board.

### **D. Audit Committee Ad hoc Committee**

#### **i. 990/Tax Returns FY19/20**

President, Babiarz reported the Audit Committee approved the 990's. The Audit Report will be reviewed and voted on soon.

Committee member, Shaunak commented that it was very difficult to get Audit Committee members together, however the committee was able to have quorum.

### **E. Comprehensive Campaign Ad hoc Committee**

Chair McGuigan reported the committee meets every other week and thanked Janice, Raye and Alec for being a part of those meetings. Projected launch of the public phase of the campaign need 60% of the goal to have the fundraising completed before the campaign is announced with your honorary committee in place. The launch was due to occur at the Report to the Region in October 2021. The Committee decided to announce the public phase in Q1 of next year, completing the campaign either in December of 2022 or June of 2023. Covid 19 wreaked a bit of havoc on our plans, although a lot of nonprofits and academic institutions have done well with fundraising, overall, we have done well, although we could have done better.

Chair McGuigan reminded the board this is a comprehensive campaign, not just a fundraising campaign, there are community outreach activities and a marketing awareness program that needs to continue and provide measurable results.

Chair McGuigan reported that he has noticed within the staff a slowdown and since the AVP's departure the staff tends to be a little less on the balls of their feet from a fundraising standpoint. It's important as the Chair of the Comprehensive Campaign to do an analysis. Would like to ask if the Board can pick it up from a volunteer standpoint and support the staff to have more success in the coming months and create a short-term goal.

President, Babiarz suggested asking others on the Comprehensive Campaign that would help a little bit more and look if there's some more resources.

Chair McGuigan reported the committee is working with staff to see if we can get a little bit of a push between now and the end of June. Typically, for nonprofits who are structured with a July 1 through June 30 structure, fiscally, there's always a big knock on the door in May/June to try to get as much bottom-line results as you can.

Chair McGuigan reported that despite Covid 19 we've done well on our marketing communications and on fundraising and thanked everyone for their help. We will keep pushing as hard as we can.



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Kudos to Sue Kubik who has done a great job, has extensive collegial experience, is a constructive good person with the trust of Dr. Cooke.

### **F. Innovation Grants and Scholarships Ad hoc Committee**

President, Babiarz announced that scholarship applications went out and he read 30 and encouraged the Committee to participate.

### **G. MM Oversight Ad hoc Committee**

Representative, Babiarz reported that in the next 12 months we may see some increases of prices on materials and will increase costs and have an adverse effect on budget. There is a shortage of materials and the price of wood and steel due to big federal infrastructure projects. Right now we are on budget.

## **VIII. PROPOSE AND DISCUSS AGENDA ITEMS FOR UPCOMING BOARD MEETING**

President Babiarz presented and discussed the draft agenda.

Board member Kurth commented we all need to start thinking about the problem that board engagement has been the year plus no personal touches. It's affecting the Comprehensive Campaign and Board Member engagement and enthusiasm for moving forward. Every organization is having the same issue. It's important for us to address when and how we think we can come together safely. Several organizations are doing hybrid meetings and events with vaccinated people and simultaneously via zoom for those who are not. It is reasonable for us to come together and have a regular board meeting safely and in accordance with CDC recommendations.

President Babiarz agreed and suggested announcing at the upcoming meeting. Zoom can be available for those that want to participate remote.

Vice President Clendening commented concern over having the Board Retreat in August and if we will have someone to lead the retreat. President, Babiarz suggested the facilitator, Chris Hill, who has facilitated our prior meetings. She has retired – maybe her replacement. Or look for an outside consultant.

Vice President Clendening mentioned Dr. Cooke will have some ideas about how to move forward, since we are moving in line with what the college is doing.

## **IX. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW**

Next Board meeting 3 – 5 p.m. Tuesday, May 18, 2021 – **Zoom Video Conference**

Next Executive Committee meeting 3 p.m. Tuesday, September 21, 2021 – **Zoom Video Conference**

See attached Meeting and Events Calendar for future meeting dates.

## **X. FUTURE AGENDA ITEMS**

### **XI. ADJOURNMENT**

Chair Babiarz adjourned the meeting at 5:10 p.m.



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- \* **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.

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