



MIRACOSTA COLLEGE FOUNDATION
BOARD OF DIRECTORS

MINUTES OF SPECIAL MEETING

January 25, 2022
(Approved on May 17, 2022)

I. CALL TO ORDER

The MiraCosta Community College Foundation Board of Directors met in open session on Tuesday, January 25, 2022, via Zoom. President Alec Babiarz called the meeting to order at 4:30 p.m.

II. ROLL CALL

Board Members Present:

Bruce Bandemer Janice Kurth Denise Stillinger
Sudershan Shaunak Alec Babiarz Matt Adams
Raye Clendening Barry Johnson Dave McGuigan
Karen Pearson Kimberly Troutman Val Sadaat
Jimmy Figueroa Tim Snodgrass Sharon Wiback

Board Members Absent:

Hap L'Heureux Julie Ames Bessie Chin
Bill Cardoso

MiraCosta Staff/Advisors Present:

Supertintendent/President, Dr. Sunny Cooke
Interim Executive Director, Elaine Dodge
Director, Public & Governmental Relations, Kristen Huyck
Development Officer, Tori Fishinger
Development Specialist, Charity Singleton
Consultant, Peter Smits

III. TELECONFERENCING OF MEETINGS – ACTION REQUIRED

A. Approve Continued Observance of Resolution Authorizing Teleconferencing for Meetings Pursuant to AB 361

By motion of Board Member Clendening, seconded by Board Member Pearson, the Board adopted the Resolution Authorizing Teleconferencing to Meetings Pursuant to AB 361.

Vote: 15/0/4
Objection: None
Aye: Bandemer, Kurth, Stillinger, Shaunak, Babiarz, Adams, Clendening, Johnson, McGuigan, Pearson, Troutman, Sadaat, Figueroa, Snodgrass, Wiback
Naye: None
Abstentions: None
Absent: L'Heureux, Ames, Chin, Cardoso

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

None

V. CHANGES IN AGENDA ORDER

None

VI. SPECIAL MEETING OUTCOME:

A. Approve By-Laws Change – ACTION

- i. Recommendation from the Governance and Nominations Committee and the Executive Committee to amend the Bylaws as follows:

ARTICLE V: Officers

Section 1: Board Officers

The officers of this Foundation shall be a President, a Vice President, a Chief Operating Officer, and a Treasurer. They shall serve without compensation. The Chief Operating Officer shall serve as the Executive Director of the Foundation and shall serve as Secretary to the Foundation Board as indicated in Article VI below. The President, Vice-President, and Treasurer shall be elected from the Board at the fourth-quarter Board meeting of the fiscal year. The elected officers shall commence office on July 1 of the following fiscal year and serve for a period of two years. The Governance and Nomination committee may recommend to the Board the extension of the tenure of the officers beyond the two-year term. Such an extension shall require Board approval. Vacancies shall be filled by the Board for the unexpired term of the office vacated.

That this Amendment to the MiraCosta Foundation Bylaws shall take effect immediately upon its adoption.

PASSED AND ADOPTED by the MiraCosta College Foundation Board, this 25th day of January, 2022, by motion of Board Member Sudershan, seconded by Board Member McGuigan by the following vote:

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| Vote: | 15/0/4 |
| Objection: | None |
| Aye: | Bandemer, Kurth, Stillinger, Shaunak, Babiarz, Adams, Clendening, Johnson, McGuigan, Pearson, Troutman, Sadaat, Figueroa, Snodgrass, Wiback |
| Naye: | None |
| Abstentions: | None |
| Absent: | L'Heureux, Ames, Chin, Cardoso |

VII. MEMBERSHIP IN ICBOC (Alec Babiarz) - DISCUSSION

- A. Babiarz serving two more years as the Foundation Board representative on the ICBOC Committee.

VIII. FUTURE AGENDA ITEMS AND ANNOUNCEMENTS

None

IX. ADJOURNMENT

The meeting Adjourned at 4:38 p.m.