



FOUNDATION

MIRACOSTA COLLEGE FOUNDATION BOARD

GOVERNANCE AND NOMINATIONS COMMITTEE  
SPECIAL MEETING

Wednesday, February 24, 2021 4 p.m.

Zoom Video Conference

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MINUTES

I. CALL TO ORDER:

Chair, Shaunak called the meeting to order at 4:05pm

II. ROLL CALL, WELCOME, INTRODUCTIONS

Committee Members present:

Stephen "Hap" L'Heureux (4:10pm)

Val Sadaat

Sudershan Shaunak

Denise Stillinger

Sharon Wiback

Committee Members absent:

Janet Wennes

Staff present:

Executive Director, Cynthia Rice

Interim Associate Director, Development, Caleb Rainey

Foundation Specialist, Dee Jaykus

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

None

IV. CHANGES IN AGENDA ORDER

None



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**V. APPROVE MEETING MINUTES (action item)**

**Regular Meeting February 9, 2021**

By motion made by Committee member Wiback, and seconded by Committee member L'Heureux, the minutes of the regular meeting of February 9, 2021 were approved.

Vote: 5/0

Aye: L'Heureux, Sadaat, Shaunak, Stillinger, Wiback

Abstentions: none

Absent: Wennes

**VI. DISPOSITION AND POSTING OF FOUNDATION MANUAL**

**VII. PRESENTATION(S) ;**

**None**

**VIII. COMMITTEE REPORT(S)**

**A. Governance and Nominations**

**i. Board member composition**

There are presently 21 Board members- the goal is to increase that to 25.

A conversation took place on how many corporations should be members of the Foundation Board. Cynthia polled other Community Colleges to see their ratio of individual to corporate members. Cal State San Marcos and Palomar. Both invite individuals to serve on the board and they happen to represent a corporation, a seat is not held for the corporation.

Stillinger asked if the financial responsibility is on the individual or the corporation.

AVP to call and inquire how many board members at CSUSM and Palomar are corporations or funded by corporations.

Addressed today is if the board is interested in changing the model of inviting individuals or reserve space for corporations.

Caleb presented the idea to invite a corporation's VP or employees grooming for executive leadership.

L'Heureux suggested when asking the corporation for candidates inform that there are no guarantees for board membership and provide an application.

L'Heureux suggested to hold off until the new AVP has their feet on the ground and can decide.

A slate of new offices will need to be presented to the full board at the May meeting for the new officers to start their term on July 1, 2021, the start of the Foundation fiscal year.



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Rice shared the candidates list. Shaunak asked for it to be sent to the committee.

Board grid to be reviewed to see who is terming out and when and what areas we will need to fill.

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

Next Finance Committee meeting – Tuesday, February 16, 2021 – 1:30pm

Next Executive Committee meeting – Tuesday, February 16, 2021 – 3pm

Next Foundation Board meeting – Tuesday, February 23, 2021 – 3pm

See attached meeting and events calendar for future dates

### X. FUTURE AGENDA ITEMS

### XI. ADJOURNMENT

Chair, Shaunak adjourned the meeting at 4:57pm.

**\* 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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