



FOUNDATION

MIRACOSTA COLLEGE FOUNDATION BOARD

GOVERNANCE AND NOMINATIONS COMMITTEE
MEETING

Tuesday, September 14, 2021 2 to 3 p.m.

Zoom Video Conference

Join Zoom Meeting

One tap mobile: US: +16699006833,,94759530859

Meeting URL:

<https://miracosta-edu.zoom.us/j/94759530859?pwd=cW8vSFhmUUZJRGxJdVlyWUV6bEpsQT09&from=addon>

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Meeting ID: 947 5953 0859

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

MINUTES

I. CALL TO ORDER

Chair Stillinger called the meeting to order at 3:02 p.m.

II. ROLL CALL, WELCOME, INTRODUCTIONS

Request consent to record meeting

Committee Members present:

Stephen "Hap" L'Heureux
Sudershan Shaunak
Denise Stillinger
Sharon Wiback

Committee Members absent:

Val Sadaat

Staff present:

Interim Associate Vice President, Peter Smits
Foundation Specialist/Board Support, Dee Jaykus
Interim Development Officer, Charity Singleton

Staff absent:

Interim AVP Smits reported on the staff changes in the Office of Institutional Advancement. Search is ongoing for the Associate Vice President (title is now, as recommended by Smits, Vice President). Associate Director of Development, Caleb Rainey left his position for another



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non-profit. Charity Singleton is interim Development Officer filling in for Tori Fishinger while on maternity leave Tori is returning early from leave and stepping in as interim Associate Director, Development. Tori is owed 4 to 6 weeks of maternity leave. The Associate Director of Development position will be filled after the Vice President is onboard.

Chair Stillinger thanked Jaykus, the only full-time permanent staff member for a while, for keeping everything afloat.

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

None

IV. CHANGES IN AGENDA ORDER

None

V. APPROVE MEETING MINUTES (action item)

Special meeting May 4, 2021

Chair Stillinger pointed out that a new slate of officers was approved at the May 4, 2021, meeting. Reminder that the Board chose to approve, at the recommendation from Governance and Nominations, to continue the slate of officers with Alec Babiarz as President, Raye Clendening as Vice President and Bruce Bandemer as Treasurer to keep continuity until the new Vice President is on board. Stillinger recommends amending the Board meeting Minutes of May 18, 2021, to list the names of the officers.

Chair, Stillinger recommended amending the bylaws to be consistent and more flexible for extending terms. Chair Stillinger and AVP Smits to meet and discuss. Potential Bylaws amendments to be considered by the Committee at future date.

Committee member Shaunak reminded that any changes to the bylaws need approval by Governance and Nominations and the Board.

Footnote reference to board meeting minutes noted on the May 4, 2021, Governance and Nominations meeting minutes.

By motion made by Committee member Wiback, and seconded by Committee member Shaunak, the minutes of the special meeting of May 4, 2021, were approved.

Vote: 3/0

Aye: Shaunak, Stillinger, Wiback

Abstentions: L'Heureux

Absent: Sadaat

PRESENTATION(S)

Best Practices in cultivating and recruiting board members – Peter Smits

Chair Stillinger reported she discussed with Smits where the organization is right Now, the transition period, leadership and how that presents a unique challenge to the



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Committee specifically on cultivating and recruiting board members. We are not stopping our recruiting efforts but are not actively asking people to join currently.

Interim AVP Smits shared his 50 years' experience working with nonprofit boards. The public institution and the campus related Foundation, a separate organization with a 501C3 from the IRS. The Foundation exists because the College exists. The mission of the Foundation is to support the College through fundraising which presents two big challenges in Governance and Nominations. 1 – Identify the right people to serve on the board, 2, once they get on board engage them in meaningful ways. During this transition, it is important for the next round of recruitment for board members include the Vice President of Institutional Advancement to review the qualifications.

Dr. Cooke is looking at the boards she serves on to identify potential candidates to bring to the G&N committee for consideration. It's important to recruit board members who understand the importance of and will actively participate in fundraising.

Corporate representation on a board should be a CEO or senior Vice President of an organization. It's important to identify CEO's that could add to the meaningful work of the Foundation. There is a responsibility on the part of the board to create these meaningful interactions to make the experience of the board members to be truly useful and rewarding. Although in transition, we should be building a pool of possibilities between now and the end of December.

Committee member Shaunak discussed the conversations Governance and Nominations had with the previous Associate Vice President regarding inviting corporate board members. The AVP was to research how many corporate members are on the board at Cal State San Marcos and Palomar Community College. The AVP left before presenting any findings. The concern was to make sure we don't have a heavy number of corporations versus non-corporate. Smits to report back to the committee.

Smits shared that if you offer a corporation the opportunity to put someone on the board you will get middle management, which is not what you want on a fundraising board. You want the CEO or someone from a senior position in the corporation. Committee member L'Heureux suggested an application on our website for anyone interested in applying for the board.

Smits suggested inviting corporate representation on committees rather than full board.

Chair, Stillinger mentioned the Business Roundtable members as potential board candidates. Although BR is not active there are connections and people that showed a high level of interest and engagement that are good candidates for the board.

Committee member L'Heureux commented that the last couple of years have been very stressful on many of the board members. Many are feeling very disconnected. What can we do to get people re-engaged.

Smits created a board engagement survey that will be sent to the board prior to the retreat.

L'Heureux suggested there needs to be outreach to all the board members to reengage them.



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There needs to be a concerted effort before the retreat to get people back re-engaged so they will spend the six hours attending a retreat.

Chair Stillinger to discuss with Alec and Raye to suggest they call and reconnect with the board Members who have not been engaged. Chair will Review candidate list and connect with Smits and Cooke once they have reviewed the list.

Smits to discuss a newsletter from Sunny to send to the board.

Discussion of board member Adams as next treasurer and being trained by board member Bandemer. Discussion for later, July 2022.

VI. COMMITTEE REPORT(S)

A. Governance and Nominations

i. Revisit Governance and Nominations view on corporate membership.

ii. Review proposed addition to candidate process

Chair Stillinger discussed adding the president of the College to the onboarding process flow chart to advise on the election of candidates, not approval of the candidates.

Smits confirmed the language is clear that the board is seeking the advice of the President, not the consent or approval of the President.

By motion made by Committee member Shaunak, and seconded by Committee member L'Heureux, changing the language in the candidate process flow chart was approved.

Vote: 3/0

Aye: Shaunak, Stillinger, L'Heureux

Abstentions:

Absent: Sadaat, Wiback (left at 2:47pm)

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iii. Review and update list of board candidates (see attachment)

VII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

Next Finance Committee meeting – Tuesday, September 21, 2021 – 1:30 pm

Next Executive Committee meeting – Tuesday, September 21, 2021 – 4 pm *Time Change

Next Foundation Board meeting/RETREAT– Tuesday, October 26, 2021 – 12 p.m. to 6 p.m.

VIII. FUTURE AGENDA ITEMS

Mentor for future Treasurer



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Add language to bylaws for flexibility to extend terms as in the FY21/22 extension of President, Vice President and Treasurer until Vice President is on board.

IX. 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.

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