



FOUNDATION

MIRACOSTA COLLEGE FOUNDATION BOARD

GOVERNANCE AND NOMINATIONS COMMITTEE  
MEETING

Tuesday, November 2, 2021 2 to 3 p.m.

Zoom Video Conference

[MCC Foundation Governance and Nominations 11.2.21](#)

G&N Committee Members :

Denise Stilling, Sudershan Shaunak, Hap L'Heureux, Val Saadat, Sharon Wiback

Staff Support Attendees:

Peter Smits, Dee Jaykus

MINUTES

- I. **CALL TO ORDER** - 2:00 pm - *Stilling*  
*Request consent to record meeting - Stilling*
- II. **WELCOME, INTRODUCTIONS**
  - A. **ROLL CALL** – *Quorum requirements met. - Jaykus*
    - i. **In Attendance:** *Denise Stilling, Hap L'Heureux, Sharon Wiback, Sudershan Shaunak*
    - ii. **Absent:** *Val Saadat*
- III. **PUBLIC COMMENT ON ITEMS ON AND NOT ON THE AGENDA**
  - A. NO PUBLIC COMMENTS
- IV. **RESOLUTION – ACTION** - *Stilling*
  - A. Adopt Resolution Authorizing Teleconferencing for Meetings Pursuant to AB 361
    - i. **ACTION**
      - a. **Move to approve:** *Wiback*
      - b. **Second:** *Shaunak*
      - c. **Further discussion** – *none*
        - **VOTE:**
          - i. **Yes:** *4*
          - ii. **No:** *0*
          - iii. **Abstention:** *0*
    - ii. **MOTION CARRIES**
- V. **CHANGES IN AGENDA ORDER** - *Stilling*
  - A. No changes to agenda order



**FOUNDATION**

**VI. APPROVE MEETING MINUTES - ACTION - Stillinger**

- A. Regular meeting Comments on minutes
  - a. *Order of agenda items, grammatical wording changes and completion of edits - Shaunak*
  - ii. *Tabling approval of September 14, 2021 minutes Stillinger*
    - a. **ACTION:** *Make the suggested edits, review, and approve at the next meeting. - Stillinger*

**VII. PRESENTATION(S)**

- A. No presentations

**VIII. COMMITTEE REPORT(S)**

- A. Governance and Nominations - *Stillinger*
  - i. Review and update of the board candidate list (see excel attachment)**
    - a. Challenge: Current list of potential board prospects outdated and we can no longer rely on it for solid prospects. Stillinger is working on getting a better and fresher list for the committee.
      - Steps to refresh list
        - i. Dr. Cooke and Smits to provide a list of potential from contacts
        - ii. Tori and Charity Potential prospects from Alumni
    - b. Stillinger to meet and work with above named staff members to create a current list of potential candidates for the board
    - c. Recruitment will wait until VP of Advancement position is filled.
    - d. Upside of board recruitment:
      - No one terming out this year or next
      - 19 on board right now and can have between 11 and 33 - *Stillinger*

**DISCUSSION:**

- e. Comments: Inquiry of any board members' interest or lack there-of in serving on the board. Expression of disconnection and missing in-person meetings. Outreach from leaders to the board. Reconnecting with members that have not been present at meetings. Current strategies for finding new prospects to refresh the current list. Board retreat conversation about finding the right people and skills for great board member prospects. Supporting communication with the distribution of a current board contact list. - *Shaunak – Stillinger – Smits - L'Heureux*
  - **ACTION:** *Jaykus check with Alec Babiarz to make sure board contact information is up to date and then mail it out with only necessary information – Smits*
- ii. **Discuss change to bylaws re: officers' terms – Stillinger**
  - a. Addressing the last meeting discussion of election of officers and serving terms. Our by-laws need to reflect this by adding to our by-laws - *Stillinger*



## FOUNDATION

- b. Article V section 1 reflected change:

### Current Language of Article V, section 1 of the bylaws:

The elected officers shall commence office on July 1 of the following fiscal year and serve for a period of two years. Vacancies shall be filled by the Board for the unexpired term of the office vacated.

### Proposed edits to existing language

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 Nominations 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.

## DISCUSSION

- c. Comments: Grammatical changes. Proper adoption processes. Discussion of time periods and how the by-law changes would affect the serving term. How and when the transition of office would take place and sensitivity to the officer's mutual choice. Legal input or proper, accurate and broad language. The importance of setting up a practice and the intent to address extending the terms of an officer. - *Shaunak – Stilling – Smits - L'Heureux*
- **ACTION**: Suggestion to adopt this language to give the board the authority to extend the term beyond two years whenever it is needed.
  - **Move to approve**: I move that this new edited language be inserted into our by-laws - *Shaunak*
  - **Second**: *Wiback*
  - **Further discussion** – The motion is that Governance and Nominations recommends to the Executive Committee to present this language to the board for an amendment to the by-laws – *L'Heureux*
    - i. **VOTE**:
      1. **Yes**: 4
      2. **No**: 0
      3. **Abstention**: 0
  - **MOTION CARRIES**

- iii. **Review and update roles and responsibilities for board members (attached document)** - *Stilling*

- a. Document was pulled from the 2011 board manual. Wanting to look at the first paragraph.

Board members are responsible for assuring the Foundation's fiduciary conformance related to fiscal management in the receiving, managing, and administering of gifts received for the benefit of MiraCosta College. Board members are expected to be active players in three fundamental ways: as donors, participants, and advocates. Felt that the "benefit of MiraCosta College" did not reflect who the work benefited.



#### FOUNDATION

- b. After a brief discussion, it was decided that this was quite common language. Since this document was received on short notice, it will be left on the agenda for next meeting's discussion.
  - **ACTION:** Next meeting agenda items
    - i. Between now and then review for next meetings discussion.
    - ii. Think about: Discussion of attendance of board meetings and retreats

#### DISCUSSION

- c. Question: Is this the most current copy of the roles and responsibilities?
  - Answer: This is the most recent found. - *Stillinger*
  - **ACTION:** Jaykus to look for a later version for the Roles and Responsibilities.

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

Next Governance and Nominations meeting – Tuesday, February 8, 2022 – 2 – 3 p.m.

Next Finance Committee meeting – Tuesday, February 15, 2022 – 1:30 – 3 p.m.

Next Foundation Board meeting– Tuesday, February 22, 2022 – 3 – 5 p.m.

#### X. FUTURE AGENDA ITEMS

- Review and discuss the ROLES AND RESPONSIBILITIES OF BOARD MEMBERS Document
- Review and Approve Meeting Minutes from September 14, 2021

#### XI. ADJOURNMENT 2:57 pm - *Stillinger*

\* **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.

Foundation Committee meetings are held in meeting rooms that are accessible to those with mobility disabilities. If you wish to attend the meeting and you have another disability requiring special accommodation, please notify the board assistant, 760.795.6645, 760.757.2121, extension 6645, or 619.755.5155, extension 6645. The California Relay Service is available by dialing 711 or 800-735-2929 or 800-735-2922.

In compliance with Government Code §54957.5, nonexempt writings that are distributed to a majority or all of the MiraCosta Community College District Foundation Board in advance of their meetings may be viewed at the Office of Institutional Advancement, 1 Barnard Drive, Oceanside, California, 92056 or by clicking on the Foundation website at <http://foundation.miracosta.edu/agendas>. Such writings will also be available at the board meeting. In

GN Mtg. Minutes November 2, 2021



---

**FOUNDATION**

addition, if you would like a copy of any record related to an item on the agenda, please contact Dee Jaykus, board assistant, at 760.795.6645 or by e-mail at [djaykus@miracosta.edu](mailto:djaykus@miracosta.edu).