



MIRACOSTA COLLEGE FOUNDATION BOARD GOVERNANCE AND NOMINATIONS COMMITTEE MEETING

Tuesday, April 16, 2023, 2:00 - 3:00 p.m.

MiraCosta College San Elijo Campus
3333 Manchester Avenue Cardiff, CA 92007
Conference Room 1131

Members of the community not able to attend in person can access the live stream here:
<https://linktr.ee/miracostacollegefoundation>

Governance and Nominations Committee Members:

Alec Babiarez, Dottie Benson, Hema Crockett, Alma Flores, Hap L'Heureux,
Amy McNamara, Diane Mills, Sudershan Shaunak,
Denise Stillinger, Val Warner-Saadat, Sharon Wiback

Staff Support & Additional Attendees:

Elizabeth Lurenana, Shannon Stubblefield

MiraCosta College Foundation Mission:

Promote the benefits of MiraCosta College and secure resources that transform lives.

MiraCosta College Foundation Vision:

Educational opportunities for all.

Land Acknowledgement:

We acknowledge the original caretakers of the land on which MiraCosta College is built. The Luiseno people are made up of seven bands: the La Jolla, Pala, Pauma, Pechanga, Rincon, San Luis Rey, and Soboba. We pay our respects to the Luiseno – past, present, and emerging, and are grateful to have the opportunity to be part of this community and to honor their history, culture, and spirit.

AGENDA

- I. CALL TO ORDER**
- II. ROLL CALL, WELCOME, INTRODUCTIONS**
- III. PUBLIC COMMENT ON ITEMS ON AND NOT ON THE AGENDA**
- IV. CHANGES IN AGENDA ORDER**
- V. APPROVE MEETING MINUTES – Action Required**
 - A. Regular Meeting of October 24, 2023
- VI. COMMITTEE REPORT(S)**
 - A. Governance and Nominations
 - i. Purpose and Functions of the Governance & Nominations Committee
 - a. <https://foundation.miracosta.edu/foundation-board/board-manual/board-committees.html>
 - ii. Board Member Term Renewals

- a. Karen Pearson
- iii. Board Prospects
 - a. Alex Kaiser (application attached)
 - b. Newly Identified: Mark Brandt
 - c. Additional Prospective Board Members
- iv. Slate of Officers for Next Term (July 2024 – June 2026)
- v. LinkedIn as a Board Recruitment Tool
- vi. Board Development Goals (through June 2027)
 - a. Board Gaps: Skills/Experience & Demographics
 - b. Proposed Goals: 3 to 5 new members voted onto the board for terms beginning in FY 24/25.
- vii. Committee Vice Chair
 - a. Sharon Wiback has volunteered
 - b. Role of Vice Chair
- viii. Voting on Minutes for Meetings not Attended

VII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

Next Governance and Nominations Committee Meeting (San Elijo Campus)

TBD

Next Audit Committee Meeting (San Elijo Campus)

Tuesday, April 23, 2024 at 12:00 – 12:30 p.m.

Next Finance Committee Meeting (San Elijo Campus)

Tuesday, April 23, 2024 at 1:00 – 2:30 p.m.

Next Executive Committee Meeting (San Elijo Campus)

Tuesday, April 23, 2024 at 2:45 – 4:00 p.m.

Next Quarterly Board Meeting (TCI Campus)

Tuesday, May 7, 2024 at 3:00 – 5:00 p.m.

VIII. FUTURE AGENDA ITEMS

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.

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 addition, if you would like a copy of any record related to an item on the agenda, please contact the board assistant by e-mail at foundation@miracosta.edu.



MIRACOSTA COLLEGE FOUNDATION BOARD GOVERNANCE AND NOMINATIONS COMMITTEE

REGULAR MEETING

**October 24, 2023
(DRAFT)**

I. CALL TO ORDER

The MiraCosta College Foundation Governance and Nominations Committee met in open session on Tuesday, October 24, 2023 in Room 1131 on the San Elijo Campus (3333 Manchester Ave, Cardiff, CA 92007). Chair Stillinger called the meeting to order at 2:00 p.m.

II. ROLL CALL, WELCOME, INTRODUCTIONS

Committee Members Present:

Alec Babiarz	Hema Crockett	Hap L'Heureux
Val Saadat	Denise Stillinger	Sharon Wiback

Committee Members Absent:

Sudershan Shaunak

Staff Present:

Elizabeth Lurenana	Shannon Stubblefield
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III. PUBLIC COMMENT ON ITEMS ON AND NOT ON THE AGENDA

None

IV. CHANGES IN AGENDA ORDER

None

V. APPROVE MEETING MINUTES

A. Regular Meeting of July 25, 2023

- i. By motion of Committee Chair Stillinger, seconded by Committee Member Saadat the minutes of the regular meeting of July 25, 2023 were approved as presented.

Vote: 5/0/1/1

Aye: Babiarz, Crockett, Saadat, Stillinger, Wiback

Nay: None

Abstain: L'Heureux

Absent: Shaunak

VI. PRESENTATION(S)

None

VII. COMMITTEE REPORT(S)

A. Governance and Nominations

i. Board Prospects

- a. VP/ED Stubblefield and committee members reviewed the interview process for board prospects and gave insight into each applicant.
- b. By motion of Committee Member Wiback, seconded by Committee Member Crockett, board candidates Angela Babiarz, Dottie Benson, Alma Flores, Amy McNamara (Wynne), and Diane Mills were all approved to have their names advanced to the Executive Committee for approval.

Vote: 6/0/0/1

Aye: Babiarz, Crockett, L'Heureux, Saadat, Stillinger, Wiback

Nay: None

Abstain: None

Absent: Shaunak

- c. If the Executive Committee approves all the new members, they will be invited to the board meeting on November 14. VP/ED Stubblefield will send an email to the entire board letting them know and requesting board members let her know prior to the meeting if they have any concerns.
- ii. Slate of Officers for Next Term (July 2024 – June 2026)
 - a. The committee discussed the slate of officers for the next board term and what the process will look like. At the November 14 meeting, Chair Stillinger will announce that anyone interested in being the next board Vice President should let her know by Q3.
 - b. VP/ED Stubblefield reviewed the board member term grid with the committee noting board term limits and who would be available for the next slate of officers up to 2030.
 - The committee discussed the option of bringing on board members to fill prematurely vacant board seats to help with staggering board turnover. This could be looked at in future meetings.
 - c. Chair Stillinger has approached Karen Pearson to see if she is interested in being the next Board Vice President and is waiting to hear back. Board Member Pearson would not be able to stay on as a previous president the term after since she will reach term limits before then. Three additional board members are eligible: Hema Crockett, Cindy Musser, and Kimberly Troutman.
- iii. Board Development Goals (through June 2027)
 - a. Chair Stillinger and VP/ED Stubblefield will bring recommendation board development goals for each fiscal year through June 2027 for the committee to review at the February 2024 meeting.
- iv. ICBOC Foundation Board Representative
 - a. <https://www.miracosta.edu/governance/icboc/membership.html>
 - b. Committee Member Babiarz terms off ICBOC in April 2024. He shared the importance of having foundation board representation on the committee and discussed time commitment.
 - Applications are requested for fall 2023.
 - c. Committee Member Babiarz will present the opportunity at the November 14 board meeting. If no one shows interest, staff can approach specific board members who may be a good fit.
- v. New Board Member Flow Charts
 - a. Board Prospect Selection Process
 - The committee recommended it be made clear to board members who are participating in the initial interview that the interviewee is being considered for the board and it is not a guarantee.
 - b. New Board Member Onboarding Process
 - The committee discussed how they can help with the onboarding process for the new board members after the November 14 meeting. One idea is setting up coffee/lunch meetings with new and existing board members.
 - The committee recommended introducing new board members to the college governance structure and spreading out interactions so new board members don't get overwhelmed by having to learn everything at once and jump into being involved.
 - Add one-on-one with the Board President to the flow chart.
 - In-person meetings are important rather than relying solely on Zoom.
 - c. By motion of Committee Member Babiarz, seconded by Committee Member Saadat the two flow charts are approved to be placed on the consent agenda at the November 14 board meeting, with the stipulation that any non-substantive

changes can be made by staff, but any substantive changes will need to be approved by the board.

Vote: 6/0/0/1

Aye: Babiarz, Crockett, L'Heureux, Saadat, Stillinger, Wiback

Nay: None

Abstain: None

Absent: Shaunak

vi. Committee Vice Chair

- a. President McGuigan has requested each committee have a vice-chair. This will be discussed at the next meeting.

VIII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

Next Governance and Nominations Committee Meeting (San Elijo Campus)

Tuesday, February 6, 2024 at 2:00 – 3:00 p.m.

Next Finance Committee Meeting (San Elijo Campus)

Tuesday, October 31, 2023 at 1:00 – 2:30 p.m.

Next Executive Committee Meeting (San Elijo Campus)

Tuesday, October 31, 2023 at 3:00 – 4:00 p.m.

Next Quarterly Board Meeting (Community Learning Center Campus)

Tuesday, November 14, 2023 at 3:00 – 5:00 p.m.

Next Comprehensive Campaign Committee Meeting (Zoom)

Tuesday, November 28, 2023 at 1:00 – 2:00 p.m.

IX. FUTURE AGENDA ITEMS

- A. Goals for onboarding new board members.
- B. Committee Vice-Chair

X. ADJOURNMENT

- A. The meeting was adjourned at 3:09 p.m.

Committee Roles & Responsibilities

With the exception of the Executive Committee, all committee members shall be appointed by the President and shall serve at his or her pleasure. The standing committees of the board are Executive, Finance, Audit, and Governance and Nominations. All standing committee meetings and actions of the board will be in compliance with the Brown Act.

Executive Committee

The Executive Committee shall consist of seven members including the President, Vice President, Treasurer, Chair of the Governance and Nominations Committee, and three additional board members appointed by the President. The Superintendent/President, the Vice President of Business and Administrative Services, and the College Vice President of the Office of Institutional Advancement serve as advisors to the committee.

Subject to such limitations as may be imposed by the board, the Executive Committee shall be possessed of all of the powers of the board, except those that the California Nonprofit Public Benefit Corporation Law, Nonprofit Integrity Act, and all applicable laws, specifically reserved to the full board. Members of the Executive Committee should be willing to serve as board officers as vacancies arise. For more information, read the Foundation Bylaws.

Audit Committee

The Audit Committee shall consist of a minimum of five board members. One Member of the Finance Committee shall serve as non-voting member of the Audit Committee.

The Audit Committee shall be responsible for approving the selection of the independent auditor of the Foundation. Subject to supervision by the board, the Audit Committee shall be responsible for recommending to the Board the retention or termination of the independent auditor and the compensation due that auditor. The Audit Committee shall confer with the auditor to review the annual audit. The Audit Committee acts to either accept the audit or recommend action based on the report. For more information, read the Foundation Bylaws.

Finance Committee

The Finance Committee shall consist of at least five members, one of whom shall be the Treasurer. The College Vice President of the Office of Institutional Advancement and the Vice President of Business and Administrative Services shall serve as advisors. Committee members should be willing to serve as committee chair when a vacancy arises.

This committee shall oversee all financial, planned giving, and investment activities of the Foundation. The Finance Committee shall develop fiscal policies and procedures for approval by the board, including the official presentation of the annual budget. The Finance Committee's actions shall conform to the Nonprofit Integrity Act and all applicable laws. For more information, read the Foundation Bylaws.

Governance and Nominations Committee

The membership of the Governance and Nominations Committee shall consist of at least five board members and the College Vice President of the Office of Institutional Advancement who serves an advisor. Committee members should be willing to serve as committee chair when a vacancy arises.

The Governance and Nominations Committee is responsible for identifying and evaluating prospective members of the board. The board will follow the Candidate Selection Process striving for equity and inclusion. The committee shall recommend candidates to the Executive Committee. The Executive Committee shall vote by majority to send this candidate to the full board for election. For more information, read the Foundation Bylaws.

Ad hoc Committee(s)

The Board President may, by action, establish ad hoc committees that he or she determines are necessary to assist the board in its responsibilities. Any ad hoc committee established by board action shall be composed solely of less than a quorum of members of the board and shall be advisory to the board.

Board committees that are only advisory have no authority or power to act on behalf of the board. Findings or recommendations from these ad hoc committees shall be reported to the board for consideration. Ad hoc advisory committees are not required to comply with the Brown Act or with board policies regarding open meetings.

Source: <https://foundation.miracosta.edu/foundation-board/board-manual/board-committees.html>



FOUNDATION

1 Barnard Dr., Oceanside, CA 92056 760.757.2121

BOARD Candidate Questionnaire

Please take about 10 minutes to complete and return this form to Foundation@miracosta.edu along with a digital headshot photo and current resume.

Name:

Home Address:

City: State: Zip:

Home Phone: Cell Phone:

Email Address: Date of Birth:

Retired Currently Working Veteran Active Duty Military

Company Name:

Position:

Type of Business:

Are you an alumnus of MiraCosta College? Yes No

If yes, year you graduated: Major:

MiraCosta College Involvement (past/present):

Education:

Other community activities:

Leadership roles:

Other information:

Foundation Office Only: Date Received: _____ Nominator: _____



Why do you want to join the MiraCosta College Foundation Board?

To help students

What are some of the qualities and strengths you can bring to the Board?

Expertise in financial investments and portfolio management

How can we best utilize your skills to advance the [Foundation's mission and vision](#)?

Utilize my portfolio management skills to help with the Foundation's finances

What are your interests and passion regarding MiraCosta College?

Interested in helping MiraCosta continue all the great benefits provided to the students

Alexander Kaiser

Board Applicant Name

04/01/2024

Date



FOUNDATION

1 Barnard Dr., Oceanside, CA 92056 760.757.2121

Area(s) of Expertise (Check all that Apply):

- Attorney
- Business
- Education
- Government
- Health/Medical
- Technology
- Executive Management
- Entrepreneur
- Finance/Investments
- Accounting (CPA)
- Legal System
- Estate Law
- Real Estate
- Marketing/PR
- Fund Raising
- Gift Planning
- Other Board of Directors Positions
- Community Reinvest Act
- Other:

Diversity (Please self-identify):

Gender: Pronouns:

Ethnicity:

Religion:

LGBTQIA+: Yes No

Status:

Highest Level of Education:

[MiraCosta College District of Residence](#) (if applicable):

Work Status:

Industry/Sector:

Institutional Relationship:

Committee Interest:

What MCC Foundation Board Committees are you interested in joining? (Please check all that apply.)

- Audit
- Finance
- Comprehensive Campaigning/Fundraising
- Governance and Nominations
- Executive
- Innovation Grants & Scholarships



FOUNDATION

1 Barnard Dr., Oceanside, CA 92056 760.757.2121

Conflict Of Interest Statement

It is the responsibility of all directors to ensure the standard of behavior at the MiraCosta College Foundation (hereafter referred to as the Foundation). All board members shall scrupulously avoid conflicts of interest between the interests of the Foundation on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as the perception of conflicts of interest.

No member of the Foundation Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation in Foundation. Each member shall disclose to the Foundation any personal interest which he or she, or any member of his or her family, may have in any matter pending before the organization and shall refrain from participation in any decision on such matter. Some examples include conflicts may include stock ownership, business ownership or interest, and personal financial interest in a Foundation vendor.

Personal Gain Statement

Any member of the Foundation’s Board of Directors shall refrain from obtaining any list of Foundation’s clients for personal or private solicitation purposes at any time during the term of their affiliation.

In addition to my service for the Foundation, I or a member of my immediate family are a Board member, owner, partner, employee, or own a financial interest in the following organizations:

Morgan Stanley

Alexander Kaiser

Print Name

04/01/2024

Date



FOUNDATION

1 Barnard Dr., Oceanside, CA 92056 760.757.2121

Statement of Adherence to Confidentiality

The MiraCosta College Foundation and (“Volunteer”) enter into this agreement regarding the protection and security of the information supplied to Volunteer from MiraCosta College’s database of alumni and friends (“data”).

The MiraCosta College Foundation grants Volunteer access to the data solely for the purpose of assisting the college in identifying, qualifying and cultivating potential donors to the college.

In performing the Volunteer Activity for the MiraCosta College Foundation, Volunteer agrees:

1. The data is proprietary information and the exclusive property of the MiraCosta College Foundation and MiraCosta College.
2. Volunteer will use the data solely for performance of the Volunteer Activity.
3. Volunteer will exercise all reasonable precautions to assure that the data is held in strict confidence.
4. Volunteer will not disclose the data to any third party (including other alumni volunteers) without prior written consent of the MiraCosta College Foundation unless the third party has also entered into an “Agreement for the Protection of Proprietary Information” with the MiraCosta College Foundation.
5. Volunteer will exercise all reasonable precautions to prevent loss, theft, compromise, or misuse of the data.
6. Immediately upon completion of performance of the Volunteer Activity, Volunteer will destroy the data.
7. Volunteer will not retain any copy or copies of the data once the Volunteer Activity has been performed or completed.
8. If Volunteer is required to disclose any data pursuant to legal process, Volunteer shall notify the MiraCosta College Foundation before disclosing the data in order to allow the College to seek an appropriate remedy to protect the data.

All requests for the MiraCosta College Foundation authorization, consent, or permission pursuant to this agreement should be addressed to MiraCosta College’s Vice President, Institutional Advancement at 760-795-6775 or foundation@miracosta.edu. No such authorization, consent, or permission is valid unless signed by the executive director of the MiraCosta College Foundation.

Alexander Kaiser

Volunteer Name

04/01/2024

Date



FOUNDATION

1 Barnard Dr., Oceanside, CA 92056 760.757.2121

Board Involvement Agreement

I understand as a MiraCosta College Foundation Board Member that I will fulfill the following commitments:

- **As Donors:** Members are expected to donate at least \$1,000 annually to the Foundation. Ideally, this should come from a personal donation by the member. Being able to state that all members are donors makes a powerful statement about commitment and credibility to individuals, companies, and institutions being asked to support MiraCosta College.
- **As Participants:** Members have a fiduciary responsibility to the Foundation. They will remain aware of fiscal management and other activities of the Foundation by attending the annual board retreat and at least two board meetings per year. They will also actively participate in at least two committees and attend at least two college events and one fundraising event per year. In addition, members will help review scholarships and innovative grant applications, as well as cultivate new board members.
- **As Advocates:** Members speak favorably about the college and the Foundation to friends and acquaintances that may have the ability to assist the college financially. Board members are ambassadors; they know the college story, tell it, and sell it.

Alexander Kaiser

Board Candidate Name

04/01/2024

Date

Foundation Office Only				
Nomination Approval Date	Nominator	Alumnus/ae:	Yes	No

Alexander Kaiser

Morgan Stanley

Carlsbad, CA

Financial Advisor, Associate Vice President
Senior Portfolio Manager

December 2016 to Present

University of California, Santa Barbara

Santa Barbara, CA

B.A. in Economics

June 2016

Carlsbad High School

Carlsbad, CA

Graduated with Honors

June 2013

MiraCosta College Foundation Board of Directors
Proposed Slate of Officers for July 1, 2024 – June 30, 2026

President: Janice Kurth

Vice President: Karen Pearson

Treasurer: Cindy Musser

Board Member	Area of Expertise															DIVERSITY						
	Corporate Representation	Education	Government	Health / Medical / Biotech	Technology	Executive Management	Entrepreneur	Wealth Mngt / Investments	Accounting (CPA)	Legal System	Lawyer	Estate Law	Real Estate	Marketing / PR	Fund Raising	Gift Planning	Other BoD Positions	CRA (Comm Reinvest Act)	Gender	Ethnicity	LGBTQ	Veteran/Military
Babiarz, Alec	1				1	1	1	1						1					Male	White	No	No
Bandemer, Bruce	1						1	1											Male	White	No	No
Benson, Dottie	1	1	1				1		1	1	1	1	1	1	1				Female	White	No	No
Crockett, Hema	1					1	1												Female	Asian American	No	No
Figueroa, Jimmy			1			1													Male	Latino/Hispanic	No	No
Flores, Alma	1																		Female	Latino/Hispanic	No	No
Kurth, MD, Janice				1	1		1										1		Female	White	No	
L'Heureux, Hap	1								1	1	1	1			1				Male	White	No	Yes
McGuigan, David	1			1		1	1						1	1		1			Male	White	No	No
McNamara, Amy	1						1					1							Female	White	No	No
Mills, Diane	1					1						1	1						Female	Latino/Hispanic	No	
Musser, Cindy								1											Female	White	No	No
Pearson, Karen	1		1										1	1			1		Female	White	No	No
Saadat, Val		1	1						1										Female	African American	No	
Shaunak, Sudershan	1	1				1	1							1					Male	Asian American	No	
Snodgrass, Tim	1					1		1		1	1	1	1	1					Male	White	No	
Stillinger, Denise		1				1							1	1					Female	White	No	
Troutman, Kimberly				1									1						Female	African American	No	No
Wiback, Sharon	1			1	1														Female	White	No	No

Red = Gap Areas

FOUNDATION BOARD ELECTION CYCLE CALENDAR

		FY Start Date =	Jul-23	Jul-24	Jul-25	Jul-26	Jul-27	Jul-28
Started	New FY 1st Term Start Date per new Term limits in by-laws	July 1, 23 - June 30, 24	July 1, 24 - June 30, 25	July 1, 25 - June 30, 26	July 1, 26 - June 30, 27	July 1, 27 - June 30, 28	July 1, 28 - June 30, 29	

Babiarz, Alec	2-Nov-11	2-Jul-16	2.75	Termed Out	Available	Available	Available	Available
Bandemer, Bruce	2-Jan-00	2-Jul-16	2.75	Termed Out	Available	Available	Available	Available
Benson, Dottie	14-Nov-23	2-Jul-23	1.00	1.25	1.50	1.75	2.00	2.25
Crockett, Hema	21-Feb-23	2-Jul-23	1.00	1.25	1.50	1.75	2.00	2.25
Figueroa, Jimmy	20-Jul-18	2-Jul-18	2.25	2.50	2.75	Termed Out	Available	Available
Flores, Alma	14-Nov-23	2-Jul-23	1.00	1.25	1.50	1.75	2.00	2.25
Kurth, MD, Janice	2-Nov-16	2-Jul-18	2.25	2.50	2.75	Termed Out	Available	Available
L'Heureux, Hap	2-Feb-11	2-Jul-16	2.75	Termed Out	Available	Available	Available	Available
McGuigan, David	2-Nov-16	2-Jul-18	2.25	2.50	2.75	Termed Out	Available	Available
McNamara, Amy	14-Nov-23	2-Jul-23	1.00	1.25	1.50	1.75	2.00	2.25
Mills, Diane	14-Nov-23	2-Jul-23	1.00	1.25	1.50	1.75	2.00	2.25
Musser, Cindy	15-Nov-22	2-Jul-22	1.25	1.50	1.75	2.00	2.25	2.50
Pearson, Karen	1-Feb-20	1-Jul-20	1.75	2.00	2.25	2.50	2.75	Termed Out
Warner-Saadat, Valencia	20-Jul-18	2-Jul-18	2.25	2.50	2.75	Termed Out	Available	Available
Shaunak, Sudershan	2-May-10	2-Jul-16	2.75	Termed Out	Available	Available	Available	Available
Snodgrass, Tim	2-Sep-17	2-Jul-18	2.25	2.50	2.75	Termed Out	Available	Available
Stilling, Denise	2-May-16	2-Jul-18	2.25	2.50	2.75	Termed Out	Available	Available
Troutman, Kimberly	21-May-21	1-Jul-21	1.50	1.75	2.00	2.25	2.50	2.75
Wiback, Sharon	2-Apr-18	2-Jul-18	2.25	2.50	2.75	Termed Out	Available	Available

Number of Board Members per FY	Board Members	19	15	15	8	8	7
Maximum Number of Replacement/New Board members	# to Max	14	18	18	25	25	26
Minimum Number of Replacement/New Board member	# to Min	-8	-4	-4	3	3	4
Goal # Add			3	5	4	3	3
# after Add			18	23	20	23	25

FOUNDATION BOARD ELECTION CYCLE CALENDAR

	Jul-29	Jul-30	Jul-31	Jul-32
	July 1, 29 - June 30, 30	July 1, 30 - June 30, 31	July 1, 31 - June 30, 32	July 1, 32 - June 30, 33

Babiarz, Alec	Available	Available	Available	Available
Bandemer, Bruce	Available	Available	Available	Available
Benson, Dottie	2.50	2.75	Termed Out	Available
Crockett, Hema	2.50	2.75	Termed Out	Available
Figuroa, Jimmy	Available	Available	Available	Available
Flores, Alma	2.50	2.75	Termed Out	Available
Kurth, MD, Janice	Available	Available	Available	Available
L'Heureux, Hap	Available	Available	Available	Available
McGuigan, David	Available	Available	Available	Available
McNamara, Amy	2.50	2.75	Termed Out	Available
Mills, Diane	2.50	2.75	Termed Out	Available
Musser, Cindy	2.75	Termed Out	Available	Available
Pearson, Karen	Available	Available	Available	Available
Warner-Saadat, Valencia	Available	Available	Available	Available
Shaunak, Sudershan	Available	Available	Available	Available
Snodgrass, Tim	Available	Available	Available	Available
Stillinger, Denise	Available	Available	Available	Available
Troutman, Kimberly	Termed Out	Available	Available	Available
Wiback, Sharon	Available	Available	Available	Available

Number of Board Members per FY	6	5	0	0
Maximum Number of Replacement/New Board Members	27	28	33	33
Minimum Number of Replacement/New Board Members	5	6	11	11
Goal # Add	3	3		
# after Add	27	29		

How should members of a public body handle the approval of meeting minutes if they were absent?

Tyler Augst, Michigan State University Extension - April 08, 2022

What should members of a public body do when it comes time to vote to approve minutes of a meeting that they were not present at?

In a perfect world, members of a public body would have perfect attendance at meetings, but that is not the case. Michigan State University (MSU) Extension recognizes that not being present for all or part of a previous meeting can happen for a variety of reasons, such as removing oneself due to a conflict of interest, being a new member on the board or life getting in the way as it does with all things. A question that then comes up for the absent member is what to do at the next meeting when a motion is made to approve the meeting minutes.

Members often report feeling that since they were not present at the meeting, they lack the first-hand knowledge of the proceedings to approve the minutes. Those members may feel they need to either vote 'no' or abstain from the vote to approve the minutes. In truth, neither of these is the appropriate route when considering state statute and Roberts Rules of Order, the commonly used parliamentary procedure. "Robert's Rules of Order Newly Revised, 12th edition (RONR)," by Henry Martyn Robert, explains that "it should be noted that a member's absence from the meeting for which minutes are being approved does not prevent the member from participating in their correction or approval."

Open Meetings Act on minutes

Michigan's Open Meetings Act requires that all public bodies must keep minutes of their meetings. Those minutes are the record of the meetings showing things like date, time, and location of the meeting, member present and absent, and decisions made (MCL 15.269(1)). The Open Meetings Act also states that "[t]he public body shall make any corrections in the minutes at the next meeting after the meeting to which the minutes refer" (MCL 15.269(1)).

In addition to the Open Meetings Act, other state statutes or local policies may have an impact on what meeting minutes look like for a particular body and who is responsible for them. Members of public bodies are encouraged to reference the applicable state laws and their local bylaws or rules of procedure for additional information.

What should an absent member do?

The Open Meetings Act is silent on the approval process for the minutes of public bodies, so what should a member of a public body do after an absence? In addition to statutes, members can look to their body's adopted parliamentary procedure for guidance on the process of approving meeting minutes. For example, many communities have chosen to use "Roberts Rules of Order Newly Revised, 12th edition" as their parliamentary authority. In the absence of guidance from statute or local policies and bylaws, the chosen parliamentary procedure will guide this process. Under RONR, during the meeting following the absence, members should fully participate in the discussion of the minutes and any corrections, even if they were absent.

As Ann Macfarlane explains in her article, "Approving minutes if you were absent," voting to approve the minutes is not you affirming you were an eyewitness to the events, but rather your confidence in the secretary, the other members, and the process that produced the minutes. Members should not abstain from the process. In fact, you should participate in the discussion, any corrections, and the approval.

If a member was not present for a meeting, the immediate next steps after the missed meeting are very similar to what members who were present would do. The absent member should have still completed

their [preparation work for the meeting they missed](#) (reading the meeting packet, reviewing any relevant documents, etc.) so they will still have an understanding of what was discussed. If a member truly has concerns with the minutes, they may make a motion to refer the minutes to committee or postpone approval until a certain time to allow for investigation or redrafting.

For members of an appointed body, such as a planning commission or zoning board of appeals (ZBA), the times when it is appropriate to abstain from a vote are limited. When someone takes on the role like that of a planning commission or ZBA member, it is with the expectation that individual will be an active participant in the deliberations and decisions of the body, as long as there is no conflict of interest. Members of elected bodies must also avoid conflicts of interest, but may have more ability to abstain during votes. [This article](#) contains more information on conflicts of interest, including how they may vary for different bodies.