MIRACOSTA COLLEGE FOUNDATION

MIRACOSTA COLLEGE FOUNDATION BOARD
GOVERNANCE AND NOMINATIONS COMMITTEE MEETING

Tuesday, August 4, 2026, 2:00 - 3:00 p.m.

MiraCosta College TCI Campus (Conf Room)
2075 Las Palmas Dr, Carlsbad, 92011

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:
Alma Flores, Rod Freeman, Gina Mancuso, Diane Mills, Jacqueline Pierson

Staff Support & Additional Attendees:
Laural Cooper, 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 Payómkawichum (the People of the West) as the traditional land caretakers of the land on which MiraCosta College is built and its surrounding traditional cultural landscapes. Today, the Payómkawichum are known as Luiseño and are made up of seven bands: La Jolla, Pala Pauma, Pechanga, Rincon, San Luis Rey, and Soboba. We, the MiraCosta College Foundation, are mindful of the Indigenous peoples in this place, and we pay our respects to the Luiseño - past, present, and emerging. We are grateful to have the opportunity to be part of this community in Luiseño territory and to honor their history, culture, and perseverance of spirit.
Pronunciations*: Luiseño (Loo-sin-yo) Payómkawichum (Pie-yom-ko-wi-shum)*

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 May 12, 2026

VI. COMMITTEE REPORT(S)
   A. Committee Charter
   B. Governance and Nominations
      i. Emeritus Board Members **- Action Required**
      ii. Review FY26/27 Board Grid for Gap Areas
      iii. New Board Member Goals for FY26/27

VII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

Next Governance and Nominations Committee Meeting (TCI campus)
Tuesday, October 27, 2026, from 2:00 – 3:00 p.m.

Next Finance Committee Meeting (San Elijo Campus)
Tuesday, August 11, 2026, from 2:00 – 3:30 p.m.
Next Executive Committee Meeting (San Elijo Campus)
Tuesday, August 11, 2026, from 3:45 – 5:00 p.m.
Next Quarterly Board Meeting (CLC campus)
Tuesday, August 25, 2026, from 3:00 – 5:00 p.m.
Next Grants & Scholarships Ad hoc Committee Meeting (Oceanside campus & Zoom)
Tuesday, September 29, 2026, from 2:00 – 3:00 p.m.
Next Audit Committee Meeting (San Elijo Campus)
Tuesday, May 11, 2027, from 1:00 – 1:30 p.m.

Community Leaders Breakfast (Westin Carlsbad Resort and Spa)
Friday, October 16, 2026
- **Networking: 7-7:30am**
- **Program: 7:30-9am**

Donor Appreciation Event (Oceanside Campus)
Wednesday, December 2, 2026
- **Board VIP Reception (Dr. Johnson is invited): 5-7:00pm**
- **Guests arrive, networking, drinks, hors d'oeuvres: 6-7:00pm**
- **Holiday concert: 7:30pm**

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, 760.757.2121, extension 6940. 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/. 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, at 760.795.6645 or by e-mail at foundation@miracosta.edu

MIRACOSTA COLLEGE FOUNDATION

MIRACOSTA COLLEGE FOUNDATION BOARD
GOVERNANCE AND NOMINATIONS COMMITTEE

MINUTES OF THE REGULAR MEETING **May 12, 2026**
DRAFT

I. CALL TO ORDER
The MiraCosta College Foundation Governance and Nominations Committee met in open session on Tuesday, May 12, 2026 in the Conference Room on the TCI Campus (2075 Las Palmas Dr, Carlsbad, CA, 92011). The meeting was live-streamed on Zoom. Chair Flores called the meeting to order at 2:10 p.m.

II. ROLL CALL, WELCOME, INTRODUCTIONS
Committee Members Present:

Hema Crockett | Alma Flores | Diane Mills (2:16 p.m.)
Val Saadat | Denise Stillinger

Committee members Absent:
Sharon Wiback

Staff Present:
Laural Cooper | Elizabeth Lurenana | Shannon Stubblefield

III. PUBLIC COMMENT ON ITEMS ON AND NOT ON THE AGENDA
None

IV. CHANGES IN AGENDA ORDER
None

V. APPROVE MEETING MINUTES – Action Required
A. By motion of Committee Member Hema, seconded by Committee Member Saadat, the minutes of the regular meeting of January 27, 2026, were approved as presented.
Vote: 4/0/0/2
Aye: Crockett, Flores, Saadat, Stillinger
Nay: None
Abstain: None
Absent: Wiback, Mills

VI. COMMITTEE REPORT(S)
A. Governance and Nominations
i. The committee reviewed and discussed the board prospect questionnaire for Rod Freeman.

By motion of Committee Member Crocket, seconded by Committee Member Stillinger, the committee recommended that Rod Freeman's nomination be presented to the Executive Committee and the full Board of Directors in Q4 of FY25/26, with an official start date as a board member on July 1, 2026.
Vote: 5/0/0/1
Aye: Crockett, Flores, Mills, Saadat, Stillinger

Nay: None
Abstain: None
Absent: Wiback

ii. The committee reviewed and discussed the board prospect questionnaire for Michael Krival.

By motion of Committee Member Saadat, seconded by Committee Member Crocket, the committee recommended that Michael Krival's nomination be presented to the Executive Committee and the full Board of Directors in Q4 of FY25/26, with an official start date as a board member on July 1, 2026.
Vote: 5/0/0/1
Aye: Crockett, Flores, Mills, Saadat, Stillinger
Nay: None
Abstain: None
Absent: Wiback

iii. The committee reviewed and discussed the board prospect questionnaire for Jacqueline Pierson.

By motion of Committee Member Stillinger, seconded by Committee Member Saadat, the committee recommended that Jacqueline Pierson's nomination be presented to the Executive Committee and the full Board of Directors in Q4 of FY25/26, with an official start date as a board member on July 1, 2026.
Vote: 5/0/0/1
Aye: Crockett, Flores, Mills, Saadat, Stillinger
Nay: None
Abstain: None
Absent: Wiback

iv. The committee reviewed and discussed the board members eligible to serve an additional 4-Year Term. Cindy Musser is the only board member up for re-election and has opted not to serve a second term. Committee members discussed the naming convention in the Term grid.

v. The committee reviewed and discussed the list of current board members eligible to receive emeritus status after ending their service June 30, 2026.
   a. At the FY26/27 Q1 meeting, the board will review the criteria for emeritus status and then vote on the recipients. At the Q1 full board meeting, Karen will formally recognize the new emeritus members.

vi. The committee reviewed and discussed the Proposed Board Grid for FY26/27, including setting annual targets for future board composition, balancing desired expertise, and identifying gaps to address.

vii. The committee reviewed and discussed the finalized Slate of Officers for July 1, 2026 – June 30, 2028
   a. President: Karen Pearson
   b. Vice President: Alma Flores
   c. Treasurer: Michelle Gray

By motion of Committee Member Stillinger, seconded by Committee Member Crocket, the Slate of Officers for July 1, 2026 – June 30, 2028 were approved for review by the Executive Committee and full Board of Directors.

Vote: 5/0/0/1
Aye: Crockett, Flores, Mills, Saadat, Stillinger
Nay: None
Abstain: None
Absent: Wiback

viii. The committee reviewed and discussed the Board Officer Election Policy.

By motion of Committee Member Saadat, seconded by Committee Member Mills, the Board Officer Election Policy was approved with no changes for review by the Executive Committee and full Board of Directors.

Vote: 5/0/0/1
Aye: Crockett, Flores, Mills, Saadat, Stillinger
Nay: None
Abstain: None
Absent: Wiback

ix. Bylaws Review & Discussion
   a. The committee reviewed Article IV, Section 2 of the Bylaws and determined not to recommend a change at this time.

x. The committee discussed the Governance and Nominations committee meeting location for FY26/27 and determined they will meet at the Technology Career Institute.

xi. The committee reviewed the board meeting calendar for FY26/27.

VII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

Next Governance and Nominations Committee Meeting (Technology Career Institute)
Tuesday, August 4, 2026 at 2:00 – 3:00 p.m.

Next Finance Committee Meeting (San Elijo Campus)
Tuesday, May 19, 2026 at 2:00 – 3:30 p.m.
Next Executive Committee Meeting (San Elijo Campus)
Tuesday, May 19, 2026 at 3:45 – 5:00 p.m.
Next Audit Committee Meeting (San Elijo Campus)
Tuesday, May 19, 2026 at 1:00 – 1:30 p.m.
Next Resource Development Ad hoc Committee Meeting (Zoom)
Monday, June 1, 2026 at 2:00 – 2:45 p.m.
Next Quarterly Board Meeting (Technology Career Institute Campus)
Tuesday, June 2, 2026 at 3:00 – 5:00 p.m.
Next Grants & Scholarships Ad hoc Committee Meeting (Oceanside Campus & Zoom)
Tuesday, July 28, 2026 at 2:00 – 3:00 p.m.

Dr. Cooke Retirement Fundraising Event (Oceanside – Barnard Campus)
Saturday, June 13, 2026 (4:00 – 8:30 p.m.)

VIII. FUTURE AGENDA ITEMS

A. None

IX. ADJOURNMENT

The meeting was adjourned at 2:52 p.m.

Governance and Nominations Committee

Charter

Reference: Bylaws, ARTICLE VII: Committees, Section 4: Governance and Nominations Committee

Committee Duties

- Identify and evaluate prospective members of the Board
    - Board Prospect Selection Procedure
    - Recommend candidates to the Executive Committee, then the full Board for election
- Evaluate Board members with expiring terms
    - Make recommendations to the Executive Committee on which Board members should or should not be asked to stand for reelection.
    - Send applicable candidate(s) to the full Board for election.
- Review Governance and Nominations Policies and Procedures, including the Foundation's bylaws
    - Policies and Procedures (see Governance)
    - Make any necessary recommendations to the Executive Committee

Emeritus Board Member Nominees for Board Consideration

August 2026

Board Members serving 8 or more years, as of June 30, 2026

Janice Kurth

Board President 2024-2026

Chair, Executive Committee 2024-2026

David McGuigan

Board President 2022-2024

Board Vice President, 2021-2022

Chair, Resource Development ad hoc Committee 2025-2026

Chair, Comprehensive Campaign ad hoc Committee 2021-2023

Tim Snodgrass

Chair, Audit Committee 2022-2026

Denise Stillinger

Chair, Governance & Nominations Committee 2022-2026

Valencia Warner-Saadat

Chair, Grants and Scholarships Committee 2022-2026

Sharon Wiback

Vice Chair, Governance & Nominations Committee 2024-2026

FY25/26	Board Member Responsibilities:				
Date Updated: 5/28/26*	Donation	*Gifts Solicited	Quarterly Board Meeting Attendance	Standing Committee Meeting Attendance	Ad hoc Committee Meeting Attendance
	(Min $1000)		(Minimum of 75% Required)	(Min 75%)	(Min 75%)
Janice Kurth, MD, PhD	$50,000.00	$1,250.00	100%	100%	NA
David M. McGuigan	$11,039.40	$ -	100%	100%	91%
Val Saadat	$ 999.96	$ -	100%	86%	100%
Tim Snodgrass	$10,363.01	$ -	0%	86%	NA
Denise K. Stillinger	$ 4,500.00	$ -	100%	75%	NA
Sharon Wiback, PhD	$ 1,036.58	$ -	100%	50%	67%

Jul-26

Board Grid

Board Member	AREAS OF EXPERTISE									C-SUITE				DIVERSITY					Status
	Wealth Mngt / Investments	Accounting (CPA)	Real Estate	Human Resources	Marketing / PR	Fundraising	Estate Law	Business Ownership	Other	Biotech	Health/Medical	Technology	Manufacturing	Gender	Ethnicity	LGBTQ	Veteran/Military	Alumni	District of Residence
Fletcher, Bryan	1							1	1			1	1	Male	African American	No	No	No	Northeast Oceanside
Flores, Alma				1										Female	Latino/Hispanic	No	No	Yes	Northwest Oceanside
Freeman, Rod									1	1			1	Male	White	No	No	No	Northeast Oceanside
Gray, Michelle	1													Female	White	No	No	No	South Carlsbad/Encinitas
Mancuso, Gina			1		1	1								Female	White	No Answer	No	No	South Carlsbad/Encinitas
Mazur, Josh			1					1						Male	White	No	No	No	Carlsbad
McCarthy, Neil	1	1	1											Male	White	Yes	No	No	Outside District
McNamara, Amy	1		1											Female	White	No	No	No	Del Mar
Mills, Diane			1		1									Female	Latino/Hispanic	No	No	No	Carlsbad
Pearson, Karen					1	1								Female	White	No	No	No	Carlsbad
Pierson, Jacqueline								1						Female	Latino/Hispanic	No	No	Yes	Outside District
Spano, Anthony								1						Male	White	No	No	Yes	South Oceanside/North Carlsbad