MiraCosta College | FOUNDATION

MIRACOSTA COLLEGE FOUNDATION BOARD
GOVERNANCE AND NOMINATIONS COMMITTEE MEETING

Tuesday, October 28, 2025, 2:00 - 3:00 p.m.

MiraCosta College Oceanside-East Campus (Room 1054)
1 Barnard Dr. Oceanside CA 92056

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:
Hema Crockett, Alma Flores, Diane Mills,
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 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 August 5, 2025

VI. COMMITTEE REPORT(S)
- A. Governance and Nominations
    - i. Community Leaders Breakfast Feedback
    - ii. Board Prospects for FY 25/26
        - a. Gap Analysis
        - b. Presentation to Board

iii. Policies/Procedures to Review
   a. Calendar of Board-Approved Policies & Procedures **– Action Required**
   b. Board Candidate Questionnaire & Cover Letter **– Action Required**
   c. Code of Ethical Conduct **– Action Required**
   d. Conflict of Interest Statement **– Action Required**
   e. Statement of Adherence to Confidentiality **– Action Required**

iv. Next Meeting Location (February 3, 2026 at 2-3 pm)

VII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

Next Governance and Nominations Committee Meeting (TBD)
Tuesday, February 3, 2026 at 2:00 – 3:00 p.m.

Next Finance Committee Meeting (San Elijo Campus)
Tuesday, November 4, 2025 at 2:00 – 3:30 p.m.
Next Executive Committee Meeting (San Elijo Campus)
Tuesday, November 4, 2025 at 3:45 – 5:00 p.m.
Next Quarterly Board Meeting (Community Learning Center)
Tuesday, November 18, 2025 at 3:00 – 5:00 p.m.
Next Resource Development Ad hoc Committee Meeting (Zoom)
Monday, December 1, 2025 at 2:00 – 2:45 p.m.
Next Grants & Scholarships Ad hoc Committee Meeting (Oceanside Campus & Zoom)
Tuesday, January 20, 2026 at 2:00 – 3:00 p.m.
Next Audit Committee Meeting (San Elijo Campus)
Tuesday, May 19, 2026 at 1:00 – 1:30 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, 760.757.2121, 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 — August 5, 2025

I. CALL TO ORDER & LAND ACKNOWLEDGMENT

The MiraCosta College Foundation Governance and Nominations Committee met in open session on Tuesday, August 5, 2025 in Room 1116 on the San Elijo Campus (3333 Manchester Ave, Cardiff, CA 92007). The meeting was live-streamed on Zoom. Chair Crockett called the meeting to order at 2:01 p.m.

II. ROLL CALL, WELCOME, INTRODUCTIONS

Committee Members Present:

Hema Crockett, Alma Flores, Amy McNamara, Val Saadat, Denise Stillinger (2:04)

Committee Members Absent:

Diane Mills, Sharon Wiback

Staff Present:

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 Saadat, seconded by Vice Chair Flores, the minutes of the regular meeting of April 15, 2025 were approved as presented.

Vote:	4/0/0/3
Aye:	Crockett, Flores, McNamara, Saadat, Stillinger
Nay:	None
Abstain:	None
Absent:	Mills, Stillinger, Wiback

VI. COMMITTEE REPORT(S)

A. Governance and Nominations
   i. Succession Planning
      a. VP/ED Stubblefield reported that Hema Crockett has expressed interest in becoming the Vice President of the board (to start 7/1/26 in order to assume role of President 7/1/28). The Governance & Nominations Committee will begin the formal process of forming a slate of officers in Q2 of FY25/26.
      b. Past Chair Stillinger reported that Alma Flores has agreed to be the committee Vice Chair starting 7/1/25 looking toward the possibility of assuming the role of Chair 7/1/26.
   ii. Board Member Resignations

a. Past Chair Stillinger reported that Jimmy Figueroa and Dottie Benson both resigned from the MiraCosta College Foundation Board of Directors in June, providing background on their resignations.

iii. Board Prospects for FY25/26 (Crockett)

a. Chair Crockett led a conversation around board member prospects and gaps and agreed to keep the goal of bringing on four new board members in FY25/26.
   - Committee members recommended asking President/Superintendent Cooke for additional board prospects and agreed to look for prospects in their own networks, especially where there are demographic gaps.

b. Chair Crockett reported on the new Resource Development Committee members and the potential of asking some of them to join the board of directors.

c. The committee reviewed and discussed Josh Mazur's Board Candidate Questionnaire. By motion of Committee Member McNamara, seconded by Committee Member Saadat, applicant Josh Mazur was approved by the committee. His application will be on the agenda for the upcoming Executive Committee and Quarterly Board meetings.

Vote:	5/0/0/2
Aye:	Crockett, Flores, McNamara, Saadat, Stillinger
Nay:	None
Abstain:	None
Absent:	Mills, Wiback

iv. Chair Crockett and VP/ED Stubblefield reviewed the "Mission, Vision, Commitment, Values, and Goals" document in the agenda packet and reported that the Board of Trustees recently reaffirmed the college's Mission, Vision, Commitment, Values, and Goals. The committee discussed ways to highlight this commitment for future board prospects.

a. The foundation's 'about us' webpage has been updated. Updates to the "New Board Member Questionnaire" have been drafted and will be presented to the committee next quarter, and additional talking points will be added to the board prospect tour. Additionally, the Mission, Vision, Commitment, Values, and Goals document will be included for discussion at the next Executive Committee Meeting and at the August 26, 2025 quarterly board meeting.

v. Chair Crockett led a conversation regarding the role of elected government officials on the foundation board, specifically discussing if being a government official is a conflict of interest for foundation board members.

a. VP/ED Stubblefield recommended adding "elected offices held" to the Conflict of Interest form that is signed annually.

b. Members of the committee will listen to a podcast summarizing Board Fiduciary Duties from the Association of Governing Boards (AGB): https://agb.org/podcast/fiduciary-duties/

vi. The committee discussed the proposed Board Policies & Procedures Calendar and agreed to have staff bring it back for approval in Q2 after reviewing the bylaws for guidance around frequency of policy reviews. Policies will continue to be approved by the committee in charge of the policy, the Executive Committee, and the full board.

vii. Chair Crockett highlighted the Community Leaders Breakfast coming up on October 17 as well as the additional calendar items below.

VII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

Next Governance and Nominations Committee Meeting (San Elijo Campus)

Tuesday, October 28, 2025 at 2:00 – 3:00 p.m.

- Staff will send out a poll to determine the time and location of the next meeting with three options: 2:00 p.m. at San Elijo Campus, 2:00 p.m. at Oceanside-Barnard Campus, or 1:00 p.m. at Oceanside-Barnard Campus.

Next Resource Development Ad hoc Committee Meeting (Zoom)
Monday, August 11, 2025 at 2:00 – 2:45 p.m.
Next Finance Committee Meeting (San Elijo Campus)
Tuesday, August 12, 2025 at 2:00 – 3:30 p.m.
Next Executive Committee Meeting (San Elijo Campus)
Tuesday, August 12, 2025 at 3:45 – 5:00 p.m.
Next Quarterly Board Meeting (San Elijo Campus)
Tuesday, August 26, 2025 at 3:00 – 5:00 p.m.
Next Grants & Scholarships Ad hoc Committee Meeting (Oceanside Campus & Zoom)
Tuesday, October 21, 2025 at 2:00 – 3:00 p.m.
Next Audit Committee Meeting (San Elijo Campus)
Tuesday, May 19, 2026 at 1:00 – 1:30 p.m.

VIII. FUTURE AGENDA ITEMS

A. Conflict of Interest
B. Calendar of Policies & Procedures

IX. ADJOURNMENT

The meeting was adjourned at 3:03 p.m.

	AREAS OF EXPERTISE										**C-SUITE REPRESENTATION**					**DIVERSITY**				
Board Member	**Wealth Mngt / Investments**	**Accounting (CPA)**	Real Estate/Property Management	Human Resources	Marketing / PR	**Fundraising**	**Estate Law**	Legal System	**Economic Development**	Business Ownership	Biotech	Health/Medical	Technology	Manufacturing/Advanced Manufacturing	Energy/Sustainability	**Gender**	**Ethnicity**	**LGBTQ**	**Veteran/Military**	**Alumni**
Crockett, Hema				1						1						Female	Asian American	No	No	No
Flores, Alma				1												Female	Latino/Hispanic	No	No	Yes
Gray, Michelle	1															Female	White	No	No	No
Kurth, MD, Janice						*1*										*Female*	*White*	*No*	*No*	*No*
Mazur, Josh			1							1						Male	White	No	No	No
McCarthy, Neil	1	1	1													Male	White	Yes	No	No
McGuigan, David					*1*	*1*										*Male*	*White*	*No*	*No*	*No*
McNamara, Amy	1		1													Female	White	No	No	No
Mills, Diane			1		1											Female	Latino/Hispanic	No	No	No
Musser, Cindy		1														Female	White	No	No	No
Pearson, Karen					1	1										Female	White	No	No	No
Saadat, Val								*1*								*Female*	*African American*	*No*	*No*	*Yes*
Snodgrass, Tim		*1*	*1*		*1*	*1*	*1*									*Male*	*White*	*No*	*No*	*Yes*
Spano, Anthony										1						Male	White	No	No	Yes
Stillinger, Denise					*1*	*1*										*Female*	*White*	*No*	*No*	*No*
Wiback, Sharon										*1*						*Female*	*White*	*No*	*No*	*No*

Foundation Board Membership 2025/26

FY 2025/26 Goal: Onboard 5 new members

- Q1: Josh Mazur (1)
- Q2: n/a
- Q3:
- Q4:

As of FY25/26 Q2: 16 Board Members

- 6 ending 2nd Term
- 1 not renewing 2nd Term
- = 9 Board Members at 7/1/26
- Bylaws require 11 to 33 Board Members

Gap Analysis

- Skills / Expertise
  - Estate Law/Estate Planners
  - Financial Advisors
  - CPAs – have but can always include others
  - Campaign Fundraising
  - Marketing / PR – have but can always include others
  - Real Estate – could use commercial
  - Associate Faculty
  - Business Ownership
- Demographics
  - Male
  - LGBTQIA+
  - People of Color to (reflect MCC Students)
  - Veteran/Military
  - Alumni
- C-Suite Representation in Key Industries
  - Bio/Life Sciences
    - From SDBJ Book of Lists: Thermo Fisher (Carlsbad), Ionis Pharmaceuticals (Carlsbad), Illumina (SD)
    - MCC Partners: Genentech, General Atomic, others will be added
  - Business
  - Tech
  - AI.
  - Advanced automation. Adv manufacturing.
  - Mental Health (pursuing potential Psychiatric Technician program)

Policy	Next Update (date)	Review Frequency	Signature Frequency	Last Update	Who Reviews
Administrative Costs Recovery	FY26/27 Q1	Every 2 years	NA	8/19/2024	Finance Committee & Full Board
Allowable Expenses & Reimbursements from Unrestricted Funds	FY25/26 Q2	Recommend every 3 years		11/8/2012	Finance Committee & Full Board
Cash Deposit & Withdrawal Procedures	FY25/26 Q2	Recommend every 3 years	NA	2/15/2018	Finance Committee & Full Board
Investment & Spending Policy	FY25/26 Q3	Annually	NA	8/27/2024	Finance Committee & Full Board
Solicitation & Acceptance of Gifts	FY28/29 Q1	Every 3 years	NA	8/26/2025	Finance Committee & Full Board
Spend Rate	FY25/26 Q1	Annually within 60 days of end of calendar year	NA	2/13/2024	Finance Committee & Full Board
Memorandum of Understanding - Approval	3/27/2030	Every 5 years	Every 5 Years	3/27/2025	Finance Committee & FullBoard
Board Officer Election Policy	FY25/26 Q4	Recommend every 3 years	NA	4/25/2023	Governance and Nominations Committee & FullBoard
Code of Ethical Conduct	FY25/26 Q2	Every 3 years	Annually	5/17/2022	Governance and Nominations Committee & FullBoard
Conflict of Interest	FY25/26 Q2	Recommend every 3 years	Annually	5/17/2022	Governance and Nominations Committee & FullBoard
Statement of Adherence to Confidentiality	FY25/26 Q2	Recommend every 3 years	Annually	3/14/2022	Governance and Nominations Committee & FullBoard
Whistleblower Policy	FY25/26 Q3	Recommend every 3 years	NA	2/13/2014	Governance and Nominations Committee & FullBoard
Document Retention & Destruction	FY25/26 Q3	Recommend every 3 years	NA	2/13/2014	Governance and Nominations Committee & FullBoard
Bylaws	FY27/28 Q1	Every 5 years	NA	8/16/2022	Governance and Nominations Committee & FullBoard

Procedure					
Board Prospect Selection Procedure	FY26/27 Q2	Recommend every 3 years	NA	11/14/2023	Staff Internal
New Board Member Onboarding Procedure	FY26/27 Q2	Recommend every 3 years	NA	11/14/2023	Staff Internal
Memorandum of Understanding - Internal Review (Article I Sect R and Art II Sect A)	FY25/26 Q3	Annually	NA	3/1/2025	Staff Internal

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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 *OR* ☐ Currently Working

Company Name:

Position:

Type of Business: Work Phone:________________

Are you an alumnus of MiraCosta College? ☐ Yes ☐ No

If yes, year you graduated or took classes: Major:

MiraCosta College Involvement (past/present):

Education:

Other community activities:

Leadership roles:

Other information:

MiraCosta College FOUNDATION

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

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

How can we best utilize your skills to advance the Foundation's mission and vision?

What are your interests and passions regarding MiraCosta College?

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

- ☐ Wealth Management/Investment
- ☐ Accounting (CPA)
- ☐ Estate Law
- ☐ Real Estate/Property Management
- ☐ Marketing/PR
- ☐ Fundraising
- ☐ Legal System
- ☐ Economic Development
- ☐ Business Ownership
- ☐ Other:

C-Suite Representation in Key Industries (Check all that Apply):

- ☐ Biotech
- ☐ Health/Medical
- ☐ Technology
- ☐ Manufacturing/Advanced Manufacturing
- ☐ Energy/Sustainability
- ☐ Other:

Diversity (Please self-identify):

Gender: Pronouns: LGBTQIA+: ☐ Yes ☐ No

Ethnicity:

Veteran: ☐ Yes ☐ No Active Duty Military: ☐ Yes ☐ No

Status:

Highest Level of Education:

MiraCosta College District of Residence (if applicable):

Work Status:

Industry/Sector:

Institutional Relationship:

Committee Interest:

Please select a minimum of 2 committees you are interested in joining, including at least 1 standing committee.

☐ Governance & Nominations (standing) ☐ Finance (standing) ☐ Audit (standing)

☐ Grants and Scholarships (Ad hoc) ☐ Resource Development (Ad hoc)

MiraCosta College FOUNDATION

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FOR INFORMATIONAL PURPOSES ONLY

(Candidates chosen for the board will be required, to sign/provide the following.)

1. *Conflict of Interest Statement*
2. *Statement of Adherence to Confidentiality*
3. *Board Involvement Agreement*

………………………………...

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:

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.

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1 Barnard Dr., Oceanside, CA 92056 760.757.2121

Board Involvement Agreement

I understand that as a MiraCosta College Foundation Board Member I am an ambassador and champion of the foundation's mission to promote the benefits of MiraCosta College and secure resources that transform lives through education. I will fulfill the following commitments:

- **Give Generously:** Make a personal gift of $1,000 or more to the Annual Fund, which includes membership in the President's Circle. 100% board giving makes a powerful statement to individuals, companies, and institutions being asked to support MiraCosta College Foundation.

- **Help Raise $150,000 - 250,000 Annually:** Give and help secure gifts for appeals, matching gift campaigns, event sponsorships, and naming opportunities.

- **Open Doors:** Engage new donors through introductions and stewardship. Board members promote MiraCosta College to friends, family, and colleagues who might support the college financially. Board members are ambassadors; they know the college story, tell it, and sell it.
  - Invite and bring guests to an event, campus tour, or coffee meeting
  - Identify speaking engagements (for example, at Rotary or service clubs)
  - Host and sponsor a foundation event (such as a President's Circle event) alongside the staff team at my home or business.

- **Be Present:** Board members attend in-person meetings, a minimum of three out of four board meetings per year, and participate in two committees. Board members attend and support key Foundation and College events: at least two college events and one foundation event per year.
  - Since the board is bound by the Brown Act, I will review the Brown Act parameters annually by July 31, either by viewing a training link sent by staff or posted on the foundation website, or by attending another training of my choice.

- **Engage Fully:** In the first meeting of our fiscal year, members complete the Board Member Engagement Plan in August to set our annual commitment. Board members are actively involved in governing the foundation including monitoring and approving foundation policies and procedures, reviewing and approving the annual budget, and providing financial oversight.

MiraCosta College **FOUNDATION**

1 Barnard Dr., Oceanside, CA 92056 760.757.2121

May 15, 2025

Dear Kim,

Thank you for your interest in joining the MiraCosta College Foundation Board of Directors.

Board members are first and foremost ambassadors for MiraCosta College. We share our time, treasure, and talents to forward the vision and advance the mission of the foundation.

The Board of Directors is the active governing body of the MiraCosta College Foundation. The board is responsible for governance, including putting our mission into action and providing financial oversight for the foundation in support of the college's mission, vision, commitment, values and goals. The MiraCosta College Foundation Board Manual is online.

Board members actively promote MiraCosta in our community and personally donate to the foundation. Philanthropic leadership by our board members is crucial to the success of the Foundation. Many board members have also endowed scholarships, secured corporate foundation grants, and included the MiraCosta College Foundation in their estate plan. As a minimum gift, board members make a $1,000 donation annually to the Annual Fund, which includes membership in the President's Circle.

Board members make meaningful contributions by joining a standing committee as well as participating in our quarterly board meetings, which are held in person to comply with the Brown Act. Board members may serve a four-year term with a limit of two consecutive terms. Board members provide crucial insight and guidance to the foundation through the lens of our respective professional experiences and backgrounds.

Please find our Board Member Roles and Responsibilities online.

Thank you in advance for taking a few minutes to fill out the Foundation Board questionnaire for our files.

Again, we appreciate your interest in the MiraCosta College Foundation and look forward to working together.

Sincerely,

Janice Kurth
President, MiraCosta College Foundation Board

Hema Crockett
Chair, Governance & Nominations Committee

Code of Ethical Conduct (https://foundation.miracosta.edu/foundation-board/board-manual/code-of-ethics.html)

Personal and Professional Integrity

All staff, members of the Board of Directors (the "Board"), and volunteers of the MiraCosta College Foundation (the "Foundation") are expected to act with honesty, integrity, and openness in all their dealings as representatives of the organization. The Foundation promotes a working environment that values respect, fairness, and integrity.

I. Mission

The mission of the Foundation is to promote the benefits of the MiraCosta Community College District ("District") and secure resources that will transform lives. The mission has been approved by the Board, in pursuit of the public good. All of its programs support that mission and all who work for or on behalf of the Foundation understand and are loyal to that mission and purpose.

II. Governance

The Board is an active governing body which is responsible for setting the mission and strategic direction of the organization and oversight of the finances, operations, and policies of the Foundation.

The Board does the following:

- Ensures that its members have the requisite skills and experience to carry out their duties, and that all members understand and fulfill their governance duties acting for the benefit of the Foundation and its public purpose.
- Has a conflict-of-interest policy that ensures that any conflicts of interest, or the appearance thereof, are avoided or appropriately managed through disclosure, recusal, or other appropriate means.
- Ensures that the chief executive and appropriate staff provide the Board with timely and comprehensive information so that the Board can effectively carry out its duties.
- Ensures that the Foundation conducts all transactions and dealings with transparency, integrity, and honesty.
- Ensures that the Foundation promotes working relationships with Board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness, and openness.
- Ensures that policies of the Foundation are in writing, clearly articulated, and officially adopted.

Code of Ethical Conduct (https://foundation.miracosta.edu/foundation-board/board-manual/code-of-ethics.html)

- Is responsible for engaging independent auditors to perform an annual audit of the Foundation's financial statements, and has an audit committee that is responsible for overseeing the reliability of financial reporting (usually the responsibility of the finance committee), including the effectiveness of internal control over financial reporting, reviewing, and discussing the annual audited financial statements to determine whether they are complete and consistent with operational and other information known to the committee members; understanding significant risks and exposures and management's response to minimize the risks; and understanding the audit scope, and approving audit and non-audit services.
- Ensures that the resources of the Foundation are responsibly and prudently managed.
- Ensures that the Foundation has the capacity to carry out its programs effectively.
- Ensures that the Foundation is independent from all political activity associated with the District and the District's Board of Trustees, by refraining from involvement in controversial campus matters and by leaving policy decisions to the District's Board of Trustees and the District's Superintendent/President.

III. Responsible Stewardship

The Foundation manages its funds responsibly and prudently. These management practices should include the following considerations:

- Spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management.
- Knows that solicitation of funds has reasonable fundraising costs, and recognizes the variety of factors that affect fundraising costs.
- Does not accumulate excessive operating funds.
- Draws prudently from endowment funds consistent with donor intent and appropriate to fulfill the mission of the Foundation.
- Ensures that all spending practices and policies are fair, reasonable, and appropriate to fulfill the mission of the Foundation.
- Ensures that all financial reports are factually accurate and complete in all material respects.

IV. Openness and Disclosure

Code of Ethical Conduct (https://foundation.miracosta.edu/foundation-board/board-manual/code-of-ethics.html)

The Foundation staff provides comprehensive and timely information to the public, the media, and all stakeholders, and is responsive in a timely manner to reasonable requests for information. All information about the Foundation will fully and honestly reflect the policies and practices of the organization. Basic informational data about the Foundation, such as the Form 990, shall be made available to the public. All solicitation materials accurately represent the Foundation's policies and practices and will reflect the dignity of program beneficiaries. All financial, organizational, and program reports will be complete and accurate in all material respects.

V. Conflicts of Interest

It is the responsibility of all directors, officers, and employees to ensure that the standard of behavior at the Foundation is that all staff, volunteers, and board members 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.

The purposes of this policy are to protect the integrity of the Foundation's decision-making process, to enable its constituencies to have confidence in its integrity, and to protect the integrity and reputations of volunteers, staff, and Board members. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to foundations.

The following definitions apply to this Conflicts of Interest Policy:

- "Interested Person" means any member of the Board, principal officer, or member of a committee with Board authority, who has a direct or indirect financial interest, as defined below, is an interested person.
- "Financial Interest" is when a person has, directly or indirectly, through business, investment, or family:
    - An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement,
    - A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or
    - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

Code of Ethical Conduct (https://foundation.miracosta.edu/foundation-board/board-manual/code-of-ethics.html)

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The Foundation will follow the following procedures related to potential conflicts of interest:

- Duty to Disclose: Upon or before election, hiring, or appointment, and annually, Board members and staff will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. Such disclosure would include the following language: "I have received a copy of the conflicts of interest policy, I have read and understood the policy, and I will comply with the policy. I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question. This written disclosure will be kept on file and I will update it as appropriate. I understand that the purposes of this policy are to protect the integrity of the MiraCosta College Foundation's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff and Board members. I further understand that the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes." Please see the attached Conflict of Interest Statement.
- Determining Whether a Conflict of Interest Exists: After disclosure of the Financial Interest and all material facts, and, after any discussion with the Interested Person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members shall decide if a conflict of interest exists.
- Procedures for Addressing the Conflict of Interest: An Interested Person may make a presentation at a Board or committee meeting; the Interested Person should then leave the meeting for the discussion and vote. If appropriate, the chair shall appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement. Prior to authorizing or approving the transaction, the Board or committee must consider and in good faith determine after reasonable investigation under the circumstances if a more advantageous transaction or arrangement that would not give rise to a conflict of interest is possible. If not, and if the Board determines that if the transaction is for the Foundation's own benefit, and is fair and reasonable to the Foundation, and is otherwise permitted by law, the Board or committee shall vote to determine whether to continue with the transaction or arrangement.

Code of Ethical Conduct (https://foundation.miracosta.edu/foundation-board/board-manual/code-of-ethics.html)

- Violations: If the Board has reasonable cause to believe that a Board member, staff or volunteer has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and permit the individual to explain the alleged failure to disclose. If, after hearing the response, the Board determines the member has failed to disclose an actual or possible conflict, it shall take appropriate disciplinary or corrective action.

VI. Recordings of Proceedings

The minutes of the Board and all committees with Board authority shall contain:

- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

VII. Compensation

A voting member of any Board or committee, who receives compensation, directly or indirectly, for his or her services to the Foundation, is precluded from voting on matters pertaining to that member's compensation.

VIII. Legal Compliance

The Foundation is knowledgeable of, and complies with, all applicable laws and regulations.

IX. Program Evaluation

The Foundation regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs. The organization is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities and the field. The Foundation is responsive to changes in its field of activity and is responsive to the needs of its constituencies.

X. Inclusiveness and Diversity

The Foundation has a policy of promoting inclusiveness and its staff, Board, and volunteers to reflect diversity in order to enrich its programmatic effectiveness. The Foundation takes meaningful steps to promote inclusiveness in its hiring, retention, promotion, Board recruitment, and constituencies served.

XI. Fundraising

The Foundation solicitation of funds from the public or from donor institutions uses material that is truthful about the organization. The Foundation respects the privacy concerns of individual donors and expends funds consistent with donor intent. The Foundation discloses important and relevant information to potential donors.

In raising funds from the public, the Foundation will respect the rights of donors, as follows:

- Donors will be informed of the mission of the Foundation, the way the resources will be used, and their capacity to use donations effectively for their intended purpose. Further, donors will:
    - Be informed of the identity of those serving on the Board and that the Board will exercise prudent judgment in its stewardship responsibilities.
    - Have access to the Foundation's most recent financial reports.
    - Be assured their gifts will be used for purposes for which they are given.
    - Receive appropriate acknowledgment and recognition.
    - Be assured that information about their donations is handled with respect and with confidentiality to the extent permitted by law.
    - Be approached in a professional manner.
    - Be informed whether those seeking donations are volunteers, employees of the Foundation, or hired solicitors.
    - Be encouraged to ask questions when making a donation, and to receive prompt, truthful, and forthright answers.

XII. Reporting Responsibility

It is the responsibility of all directors, officers, and employees to comply with this code of ethical conduct and to report violations or suspected violations to the Treasurer or Secretary of the Foundation in accordance with the Whistleblower Policy. The Compliance officer will notify the sender and acknowledge receipt of a reported violation or suspected violation within five business days, unless the submission of the violation is anonymous. All reports will be promptly investigated pursuant to the Whistleblower Policy and appropriate corrective action will be taken if warranted by the investigation.

XII. Periodic Reviews

To ensure that the Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall conduct periodic reviews. The periodic review shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Foundation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

*Approved and adopted by the MiraCosta College Board of Directors 10/30/2008, 2/9/12, 2/13/14, 5/17/2022

Conflict of Interest Statement for Officers, Directors, and Staff Members

https://foundation.miracosta.edu/foundation-board/board-manual/conflict-of-interest-statement.html

Field Code Changed

July 2025 Review for Q2 G&N Review

No member of the MiraCosta College Foundation Board of Directors or staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation in the MiraCosta College Foundation (hereafter referred to as the Foundation). Each individual 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 or staff 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, at this time I am a Board member, owner, partner, elected official, and/or employee or own a financial interest in the following organizations/companies/government entities:

1.
2.
3.
4.
5.

Conflict of Interest Statement Signature Page

I have received a copy of the conflicts of interest policy, I have read and understood the policy, and I will comply with the policy. I further understand that the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes. This is to certify that I, except with regard to carrying out my duties as an officer, director or staff member of the Foundation or as described below, am not now nor at any time during the past year been:

1. A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with the Foundation that has resulted or could result in financial benefit to me.
2. A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with the Foundation.

Any exceptions to 1 or 2 above are stated below with a full description of the transactions and of the interest, whether direct or indirect, that I have (or have had during the past year) in the persons or organizations having transactions with the Foundation.

In addition, I hereby agree to refrain from using or sharing the MiraCosta College Foundation Board roster for business or other philanthropic purposes.

Signature Date

Printed Name

**Approved by the MiraCosta College Board of Directors on May 17, 2022.

https://foundation.miracosta.edu/foundation-board/board-manual/statement-of-adherence-to-confidentiality.html

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.

https://foundation.miracosta.edu/foundation-board/board-manual/statement-of-adherence-to-confidentiality.html

Volunteer Name:

Volunteer Signature: Date:

*Updated 3.14.2022