



MIRACOSTA COLLEGE FOUNDATION BOARD GOVERNANCE AND NOMINATIONS COMMITTEE

MINUTES OF REGULAR MEETING

January 31, 2023
Approved April 25, 2023

I. CALL TO ORDER (Meeting was live streamed and recorded.)

The MiraCosta College Foundation Governance and Nominations Committee met in open session on Tuesday, January 31, 2023 in Room 1131 on the San Elijo Campus (3333 Manchester Avenue, Cardiff, CA 92007). Chair Stillinger called the meeting to order at 2:01 p.m.

II. ROLL CALL, WELCOME

Committee Members Present:

Alec Babiarz Hap L'Heureux Val Saadat (arrived at 2:12 p.m.)
Denise Stillinger Sharon Wiback

Committee Members Absent:

Sudershan Shaunak

Staff Present:

Elizabeth Lurenana Shannon Stubblefield

- A. Vice President/Executive Director Stubblefield welcomed Staff Member Lurenana as a permanent foundation staff member.

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. Regular Meeting of October 25, 2022

- i. By motion of Committee Member Wiback, seconded by Committee Member L'Heureux, the minutes of the regular meeting of October 25, 2022 were approved.

Vote: 5/0/0/01

Objection: None

Aye: Babiarz, L'Heureux, Stillinger, Warner-Saadat, Wiback

Nay: None

Abstentions: None

Absent: Shaunak

VI. PRESENTATION(S)

None

VII. COMMITTEE REPORT(S)

A. Governance and Nominations

- i. Update to "[Committee Roles & Responsibilities](#)" Policy

- a. Chair Stillinger explained a recommendation by VP/ED Stubblefield to update the "Committee Roles & Responsibilities" document rather than updating the bylaws

so the foundation does not need to update the state of California of a change to the bylaws.

- Staff discovered significant changes to the bylaws may need to be sent to the state. Prior to updating more bylaws staff plan to seek legal advice on what constitutes a “significant” change. The committee does not remember ever submitting changes to the state. Staff will do more research and follow up with the committee in April.
 - i. L’Heureux recommended adding notations to the website for when bylaws updates are submitted to the state.
- The committee discussed the board manual and what belongs in the bylaws vs. policies or appendixes. The committee directed VP/ED Stubblefield to evaluate the structure the online manual and make recommendations on modifications.
- b. At the committee’s direction, rather than updating the “Committee Roles & Responsibilities” Policy as planned, staff will create a new policy called “Board Officer Election Process” and bring it back to the committee for review in April.
- ii. **Board Prospects (Action Required)**
 - a. Hema Crockett
 - VP/ED Stubblefield reviewed Hema Crockett’s application, highlighting that Crockett approached her with interest in joining the board.
 - i. Crockett has a strong connection to the foundation’s mission and vision.
 - ii. Crockett fills the HR gap on the Foundation Board, has a strength in leadership training, and is from a minority ethnic group (APIDA).
 - iii. Crockett has worked as a consultant for the college in the past and may work for the college as an HR consultant in the future. The committee determined this is not a conflict of interest.
 - By motion of Committee Member Saadat, seconded by Committee Member Wiback, Hema Crockett’s application to join the foundation board will be advanced to the Executive Committee for review.
Vote: 5/0/0/01
Objection: None
Aye: Babiarz, L’Heureux, Stillinger, Warner-Saadat, Wiback
Nay: None
Abstentions: None
Absent: Shaunak
 - b. Committee Member Babiarz noted the links to the website in the board prospect questionnaire are outdated. Staff will make sure they are up to date with the new website design prior to more questionnaires being sent out.
 - c. Staff will research if the board needs to limit the number of college employees as members of the board.
 - d. VP/ED Stubblefield reviewed board prospect list priorities with the committee.
 - Dr. Beatriz Villarreal is the next candidate VP/ED Stubblefield will contact.
 - Top demographic priorities for board prospects are minority groups, Legal Background & Real Estate.
 - e. When board members are not meeting board roles and responsibilities, the VP/ED will reach out to the board president.
- iii. **AB 2449 Review and Recommendations/Brown Act Training**
 - a. Staff Member Lurenana described the specifics of AB 2449 and the committee discussed.
 - b. VP/ED Stubblefield recommends meet in one location with remote availability for “just cause” and “emergency circumstances.”
 - c. The current recommended training has been added to the website and will be added to the Board Member Agreement packet and annual documents board member sign.
- iv. **Land Acknowledgment at Board Meetings**

- a. The committee recommends:
 - Every committee meeting packet include a written land acknowledgment.
 - Every quarterly board meeting packet include a written land acknowledgment and be verbalized by the board president.
- v. Update on Recognition of former board members
 - a. Personalized thank you letters were sent to former board members in December.

VIII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

- A. All upcoming meetings are scheduled to take place at the San Elijo Campus (3333 Manchester Ave, Cardiff by the Sea, CA) in Room 1131.

Next Governance and Nominations Committee Meeting

(3333 Manchester Ave, Cardiff by the Sea, CA; Room 1131)

Tuesday, April 25, 2023 at 2:00 – 3:00 p.m.

Next Finance Committee Meeting

(3333 Manchester Ave, Cardiff by the Sea, CA; Room 1131)

Tuesday, February 7, 2023 at 1:00 – 2:30 p.m.

Next Executive Committee Meeting

(3333 Manchester Ave, Cardiff by the Sea, CA; Room 1131)

Tuesday, February 7, 2023 at 3:00 – 4:00 p.m.

Next Quarterly Board Meeting

(3333 Manchester Ave, Cardiff by the Sea, CA; Room 1131)

Tuesday, February 21, 2023 at 3:00 – 5:00 p.m.

Next Comprehensive Campaign Committee Meeting

(Zoom)

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

IX. FUTURE AGENDA ITEMS

- A. Discussion of future meeting locations.
- B. “Board Officer Election Process” Policy

X. ADJOURNMENT

- A. The meeting was adjourned by Chair Stillinger at 3:15 p.m.


Denise Stillinger (May 22, 2023 14:28 MDT)

Denise Stillinger, Chair of the Governance & Nominations Committee


Shannon Stubblefield (May 22, 2023 15:27 PDT)

Shannon Stubblefield, Executive Director of the MiraCosta College Foundation

2023.1.31 MCC Foundation Governance Nominations Committee Minutes

Final Audit Report

2023-05-22

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