



**MIRACOSTA COLLEGE FOUNDATION
GOVERNANCE AND NOMINATIONS COMMITTEE MEETING**

MINUTES OF REGULAR MEETING

**April 12, 2022
Approved July 26, 2022**

I. CALL TO ORDER

The MiraCosta College Foundation Governance and Nominations Committee met in open session on Tuesday, April 12, 2022 via Zoom conference. Chair Denise Stillinger called the meeting to order at 3:03 p.m.

II. ROLL CALL

Committee Members Present:

Hap L'Heureux	Val Warner-Saadat (arrived at 3:07)	Denise Stillinger
Sudershan Shaunak	Sharon Wiback	

Committee Members Absent:

None

Advisors and Staff Present:

Raye Clendening, MiraCosta College Foundation Board President
Alec Babiarz, MiraCosta College Foundation Board Member (Future Governance and Nominations Committee member)

Elaine Dodge, MiraCosta College Foundation Interim Executive Director
Elizabeth Lurenana, MiraCosta College Foundation Temporary Board Support

III. PUBLIC COMMENT ON ITEMS ON AND NOT ON THE AGENDA

None

IV. TELECONFERENCING OF MEETINGS – Action Required

A. Approve Continued Observance of Resolution Authorizing Teleconferencing for Meetings Pursuant to AB 361

By motion of Committee Member Shaunak, seconded by Committee Member L'Heureux, the Resolution Authorizing Teleconferencing to Meetings Pursuant to AB 361 was adopted.

Vote: 4/0/0/1
Objection: None
Aye: L'Heureux, Shaunak, Stillinger, Wiback
Nay: None
Abstentions: None
Absent: Warner-Saadat

V. CHANGES IN AGENDA ORDER

None

VI. APPROVE MEETING MINUTES –Action Required

A. Regular meeting February 8, 2022

Discussion: Minor edits were made, including removing “advisor” from Huyck’s title, and spelling out in full acronyms the first time (with acronym in parentheses).

By motion of Committee Member Wiback, seconded by Committee Member Warner-Saadat, the minutes of the regular meeting of February 8, 2022 were approved as amended.

Vote: 5/0/0/0

Objection: None

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

Nay: None

Abstentions: None

Absent: None

VII. PRESENTATION(S)

None

VIII. COMMITTEE REPORT(S)

A. Review Board Prospect Information Packet/Questionnaire

- i. This is a work in progress and will continue to be updated.
 - a. Anyone who gives \$1000 or more is recognized as a member of the President's Circle. The cover letter will be adjusted to reflect that the donation by board members can go to any foundation fund (not only the President's Circle) and that it is a requirement not simply "asked."
 - b. Formatting to the questionnaire will be adjusted by Lurenana after reviewing the submitted questionnaire and implementing changes to the Code of Conduct/Conflict of Interest Policy.
 - c. L'Heureux recommended amending/clarifying language in the Statement of Adherence to Confidentiality for when data should be destroyed. Staff will look at it to consider making a board specific version of this policy (this one is general for all volunteers). It was also discussed that when confidential information is disseminated it should be labeled as such. The Statement of Adherence to Confidentiality will be reviewed at the next committee meeting.
- ii. There was discussion of how this form should be filled out (by staff, committee member, or board prospect). This will be determined on a case-by-case basis by the committee chair.

B. Discussion of Standing Committees vs. Ad Hoc Committees

- i. Standing committees must abide by the Brown Act but ad hoc committees do not. It is unclear which committees need to be standing vs. ad hoc. Clendening will seek an answer to this question from legal counsel so the board can decide if they want fewer, standing committees than there are currently.
 - a. Standing committees take a lot more staff time/support so the board would want to limit the number of standing committees to those that are truly necessary.
 - b. More discussion of this will happen at the next committee meeting once Clendening has more information from legal counsel.

C. Discussion of MiraCosta College's Superintendent/President's Position on the Foundation Board

- i. This is a recommendation coming from Smits. Warner-Saadat asked what problem would be solved by adding the Superintendent/President to the Board as a voting member. Clendening will verify if this would be a threat to the foundation's non-profit status.
- ii. Tabled to the next meeting.

D. Discussion of Splitting the Governance and Nominations Committee into Two

- i. Tabled to the next meeting.

E. Review of Updated Flowcharts for Recruitment & Onboarding of new Board Members

- i. Tabled to the next meeting.

F. Discussion of Grant Agreements Authorization Language

- i. Dodge explained that some grant agreements require a signature from a board officer as well as proof of who has the authority to be a signatory on behalf of the foundation.
 - a. Staff will research other foundation's bylaws and bring it to the committee via email so it can be considered at the next executive committee and full board meetings.
 - b. Shaunak stated his understanding was that the VP would be the one signing on behalf of the board.
 - c. L'Heureux suggested keeping the language as flexible as possible.

G. Review Code of Conduct/Conflict of Interest Policy- Action Required

- i. By motion of Committee Member Shaunak, seconded by Committee Member L'Heureux, the legal team's updated Code of Ethical Conduct/Conflict of Interest Policy was approved to be sent to the executive committee and full board for a final vote.
 - Vote: 5/0/0/0
 - Objection: None
 - Aye: L'Heureux, Shaunak, Stillinger, Warner-Saadat, Wiback
 - Nay: None
 - Abstentions: None
 - Absent: None
- ii. There was discussion of foundation staff's standard operating procedures for keeping documents up to date and accessible.
- iii. In the future the committee may want to combine this with the confidentiality document. This question will be revisited in the next committee meeting, but in the meantime the current version will be sent to the executive committee and full board for approval since signed conflict of interest forms are needed for the foundation's auditors.

H. Discussion of Next Steps for Board Memberships

- i. Melissa Latifi has sent in her board prospect questionnaire.
- ii. Latifi indicated expertise in the following areas on her board candidate questionnaire:
 - a. finance/investments
 - b. marketing/PR
 - c. fund raising
 - d. gift planning
- iii. As outlined by the recruitment flow chart (to be reviewed next committee meeting) Clendening will meet with Latifi along with either L'Heureux or Babiarz and President/Superintendent Cooke (in an advisory role only).
 - a. If the meeting goes well, the nomination will come back to the committee for approval via electronic vote to approve and send to the executive committee and full board for a vote in May. L'Heureux will serve as chair for the electronic vote.

IX. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

- A. Stillinger will not be present at the next executive committee meeting. Either Clendening or a representative from the committee will present on her behalf.
- B. Clendening shared there will be an announcement about the new Vice President coming soon.

Next Finance Committee Meeting

Monday, May 9, 2022 at 12:30 – 2:00 p.m.

Next Executive Committee meeting

Monday, May 9, 2022 at 4:00 – 5:00 p.m.

Next Foundation Board Meeting

Tuesday, May 17, 2022 at 3:00 – 5:00 p.m.

Next Governance and Nominations Meeting

To be determined

X. FUTURE AGENDA ITEMS

- A. Discussion of Standing Committees vs. Ad Hoc Committees and Splitting the Governance and Nominations Committee into Two
- B. Discussion of MiraCosta College's Superintendent/President's Position on the Foundation Board
- C. Discussion of Board Candidates
- D. Review of Updated Flowcharts for Recruitment & Onboarding of new Board Members
- E. Confidentiality Statement

XI. ADJOURNMENT

The meeting was adjourned at 4:21 p.m.



[Shannon Stubblefield \(Aug 4, 2022 16:24 PDT\)](#)

Shannon Stubblefield

Executive Director of the MiraCosta College Foundation



[Denise Stilling \(Aug 4, 2022 15:12 PDT\)](#)

Denise Stilling

*Chair of the Governance and Nominations
Committee of the MiraCosta College Foundation*