

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

MINUTES OF REGULAR MEETING

**July 26, 2022
(Approved October 25, 2022)**

I. CALL TO ORDER

The MiraCosta College Foundation Governance and Nominations Committee met in open session on Tuesday, July 26, 2022 via zoom conference. Chair Stillingler called the meeting to order at 2:00p.m.

II. ROLL CALL

Committee Members Present:

Alec Babiarz	Hap L'Heureux	Sudershan Shaunak
Denise Stillingler	Val Warner-Saadat	Sharon Wiback

Committee Members Absent:

None

Staff Support Present:

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

None

IV. TELECONFERENCING MEETINGS – Action Required

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

By motion of Committee Member L'Heureux, seconded by Committee member Shaunak, the Resolution Authorizing Teleconferencing for Meetings Pursuant to AB361 was adopted.

Vote: 6/0/0/0
 Objection: None
 Aye: Babiarz, L'Heureux, Shaunak, Stillingler, Warner-Saadat, Wiback
 Nay: None
 Abstentions: None
 Absent: None

V. CHANGES IN AGENDA ORDER

- A. Items ii. & iii. Under “Committee Reports” were switched.
- B. Babiarz mentioned he did not see an item to discuss board members up for their second term. Staff member Lurenana said this could fall under VIII.A.i.b. because board member terms and officers fall under the bylaw review of Articles V and VII.

VI. APPROVE MEETING MINUTES – Action Required

A. Regular Meeting of April 12, 2022

- i. By motion of Committee Member Wiback, seconded by Committee Member Warner-Saadat, the minutes of the regular meeting of April 12, 2022 were approved.

Vote: 6/0/0/0
 Objection: None
 Aye: Babiarz, L'Heureux, Shaunak, Stillingler, Warner-Saadat, Wiback

Nay: None
Abstentions: None
Absent: None

VII. PRESENTATION(S)

None

VIII. COMMITTEE REPORT(S)

A. Governance and Nominations

i. Bylaws Discussion & Revisions

a. Article V, section 1; Article VII, section 4, item b.

- a) Board President Clendening resigned on June 23, 2022. Chair Stillinger reported she does not see anywhere in the bylaws where it outlines which committee is responsible for advancing the slate of officers to the full board for approval. This needs to be made clear in the bylaws.
 1. The bylaws do state that in the absence of the president of the board, the vice president will act for the president, but does not include specific language for how a new vice president is chosen.
 2. The committee discussed who should be responsible for determining the slate of officers and decided Executive Director Stubblefield and staff support will look at samples of bylaws and present a bylaw change recommendation to the committee at the next meeting.
 - a. Foundation staff will work on an annual calendar to schedule when the Governance and Nominations Committee needs to start looking at a new slate of officers as well as who needs to be approved for second terms. They will do this for other committees, including encouraging the president to make sure there are possible future vice presidents and presidents (who will not term out) on the Executive Committee.
 - b. There was discussion of Brown Act parameters and how to move forward without being in violation of the Brown Act.
 3. Dave McGuigan is acting president as of June 23, 2022. If approved as president at the August 16, 2022 board meeting his term will end on June 30, 2024.
 4. Acting President McGuigan has approached Board Member Kurth to see if she would be willing to be the next vice president, and she has agreed. No other names have come up. Chair Stillinger will take Board Member Kurth's name to the Executive Committee as the Governance and Nomination Committee's recommendation for the new vice president. If no one else on the Executive Committee would like to have their name put forward for this position, the full board will vote on Board Member Kurth as the new vice president at the August 16, 2022 board meeting.
 - a. By motion of Chair Stillinger, seconded by Committee Member Warner-Saadat, the Executive Committee will determine a new slate for the vice president position at the August 2 meeting to present to the full board on August 16, 2022. If approved, Vice President Kurth's term would be August 16, 2022 – June 30, 2024.

Vote: 6/0/0/0
Objection: None
Aye: Babiarz, L'Heureux, Shaunak, Stillinger, Warner-Saadat, Wiback
Nay: None
Abstentions: None
Absent: None
 5. Foundation staff will work on an annual calendar and flow chart to schedule when the Governance and Nominations Committee needs to start looking at a new slate of officers as well as who needs to be approved for second terms. They will do this for other committees, including encouraging the president to make sure

there are possible future vice presidents and presidents (who will not term out) on the Executive Committee.

6. There was discussion of Brown Act parameters how to move forward without being in violation of the Brown Act.
- b) There are 8 board members who need to be approached to serve a second term and then approved to serve their second terms: Bill Cardoso, Jimmy Figueroa, Janice Kurth, Dave McGuigan, Tim Snodgrass, Denise Stillinger, Val Warner-Saadat and Sharon Wiback.
 1. Chair Stillinger has talked to all these board members, aside from Board Member Cardoso and Board Member Snodgrass. The other six want to continue.
 - a. By motion of Committee Member Shaunak, seconded by Committee Member Babiarz, the Governance and Nominations Committee voted to put all 8 names forward to the Executive Committee on August 2 and full board on August 16, 2022, unless either Board Member Cardoso or Board Member Snodgrass indicate they do not want to continue the board.

Vote: 5/0/0/1
Objection: None
Aye: Babiarz, Shaunak, Stillinger, Warner-Saadat, Wiback
Nay: None
Abstentions: None
Absent: L'Heureux
 2. Board Member McGuigan and Board Member Kurth will both term off in June 2026, so Board Member Kurth will not be able to stay on the board as the most recent president. When the next vice president is chosen, the board should be mindful of choosing someone with a longer horizon. Executive Committee members who are chosen should also have a longer horizon.
 - a. At the board meeting in September/October 2023, board members should be asked if they would like to be a future vice president or president so they can be put on the Executive Committee.

b. Article VI

- a) A recommended bylaw update was presented to the committee in the meeting packet. The committee amended the recommended bylaw language to reflect the second signer should be the Vice President of Administrative Services for MiraCosta College, rather than the President of the MiraCosta College Foundation Board.
 1. With this change in place, by motion of Chair Stillinger, seconded by Committee Member Babiarz, the new bylaw language will be presented to the Executive Committee on August 2 and full board on August 16.

Vote: 5/0/0/1
Objection: None
Aye: Babiarz, Shaunak, Stillinger, Warner-Saadat, Wiback
Nay: None
Abstentions: None
Absent: L'Heureux
 2. There is a resolution pertaining to signing to authority for grants for the County of San Diego. This resolution will be submitted for approval by the full board on August 16 and will match this change to the bylaws.
- ii. **Review of Updated Flowcharts for Recruitment & Onboarding of new Board Members**
 - a. Tabled to the next meeting.
- iii. **Discussion of MiraCosta College's Superintendent/President's Position on the Foundation Board**
 - a. Executive Director Stubblefield reported that MiraCosta College's legal counsel advised against giving Superintendent/President a position on the foundation board. Superintendent/President Cooke has agreed to this decision. The email correspondence with legal counsel, received from Tim Flood, has been saved in the Governance and Nominations folder for future reference.

- iv. **Consideration of Statement of Adherence to Confidentiality**
 - a. Tabled to the next meeting.
- v. **Discussion of Standing Committees vs. Ad Hoc Committees and Splitting the Governance and Nominations Committee into Two**
 - a. Tabled to the next meeting.
- vi. **Discussion of Board Candidates**
 - a. Tabled to the next meeting.

IX. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

Next Governance and Nominations Committee Meeting:

Tuesday, October 25, 2022 at 2:00 – 3:00 p.m.

Next Finance Committee Meeting

Tuesday, August 2, 2022 at 1:00 – 2:30 p.m.

Next Executive Committee Meeting

Tuesday, August 2, 2022 at 3:00 – 4:00 p.m.

Next Quarterly Board Meeting


Tuesday, August 16, 2022 at 2:00 – 4:30 p.m.

X. FUTURE AGENDA ITEMS

- A. Review of Updated Flowcharts for Recruitment & Onboarding of new Board Members
- B. Consideration of Statement of Adherence to Confidentiality
- C. Discussion of Standing Committees vs. Ad Hoc Committees and Splitting the Governance and Nominations Committee into Two
- D. Discussion of Board Candidates
- E. Updates to bylaws: Article V, section 1; Article VII, section 4, item b.

XI. ADJOURNMENT

The meeting was adjourned at 3:02 p.m.


[Denise Stillinger \(Dec 1, 2022 15:58 PST\)](#)

Denise Stillinger, Committee Chair


[Shannon Stubblefield \(Dec 1, 2022 16:18 PST\)](#)

Shannon Stubblefield, Executive Director/Vice President of Advancement










2022.7.26 Foundation Governance and Nominations Committee Meeting Minutes APPROVED

Final Audit Report

2022-12-02

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