MIRACOSTA COLLEGE FOUNDATION BOARD
GOVERNANCE AND NOMINATIONS COMMITTEE

MINUTES OF THE REGULAR MEETING **August 5, 2025**
Approved October 28, 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
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.

Hema Crockett
Hema Crockett (Oct 30, 2025 15:45:36 PDT)
Hema Crockett
Committee Chair

Shannon Stubblefield (Oct 30, 2025 16:34:28 PDT)
Shannon Stubblefield
Executive Director

2025.08.05 MCC Foundation Governance & Nominations Committee Minutes

Final Audit Report 2025-10-30

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