



MIRACOSTA COLLEGE FOUNDATION BOARD
GOVERNANCE AND NOMINATIONS COMMITTEE

REGULAR MEETING

August 6, 2024
(Approved October 29, 2024)

I. CALL TO ORDER

The MiraCosta College Foundation Governance and Nominations Committee met in open session on Tuesday, August 6, 2024 in Room 1131 on the San Elijo Campus (3333 Manchester Ave, Cardiff, CA 92007). The meeting was live-streamed and recorded on Zoom. Chair Stillinger called the meeting to order at 2:01 p.m. and read the land acknowledgment to begin the meeting.

II. ROLL CALL, WELCOME, INTRODUCTIONS

Committee Members Present:

Hema Crockett Alma Flores (2:05) Amy McNamara Denise Stillinger
Sharon Wiback

Committee Members Absent:

Diane Mills Val Saadat

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. Regular Meeting of April 16, 2024

- i. By motion of Vice Chair Wiback, seconded by Board Member Crockett, the minutes of the regular meeting of April 16, 2024 were approved as presented.

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

VI. COMMITTEE REPORT(S)

A. Governance and Nominations

i. Board Prospects

a. Alex Kaiser (update, no additional action needed)

- a. This committee previously approved his application. The Executive Committee was waiting for him to receive approval from his employer prior to voting on his application, so his candidacy will be on the agenda for the August 13 Executive Committee meeting and then the August 27 meeting, if approved on August 13.

b. Neil McCarthy (Action Required)

- a. The committee reviewed Neil's application and discussed it.
b. By motion of Chair Stillinger, seconded by Vice Chair Wiback, the committee voted to put forward Neil McCarthy's name to the Executive

Committee to serve as a foundation board member. If approved by the Executive Committee, his candidacy will be considered at the next quarterly board meeting on August 27, 2024.

Vote: 5/0/0/2

Aye: Crockett, Flores, McNamara, Stillinger, Saadat, Wiback

Nay: None

Abstain: None

Absent: Mills, Saadat

c. Mark Richards (**Action Required**)

a. The committee reviewed Mark's application and discussed it.

b. By motion of Vice Chair Wiback, seconded by Committee Member McNamara, the committee voted to put forward Mark Richard's name to the Executive Committee to serve as a foundation board member. If approved by the Executive Committee, his candidacy will be considered at the next quarterly board meeting on August 27, 2024.

Vote: 5/0/0/2

Aye: Crockett, Flores, McNamara, Stillinger, Wiback

Nay: None

Abstain: None

Absent: Mills, Saadat

ii. Board Development Goals (through June 2027)

a. Board Gaps: Skills/Experience & Demographics

a. The committee discussed the gap of active duty or veteran military representation on the board and emphasized a commitment to seeking out prospects in that area. Chair Stillinger will announce this request at the full board meeting on August 27.

b. The committee discussed other gaps on the board.

c. After the August board meeting, staff will update the board grid including gaps and areas of growth for this committee to review in Q2.

b. Proposed Goals: 3 to 5 new members voted onto the board in Q1 for terms beginning in FY 24/25.

a. The committee agreed it is ideal to have new board members join in Q1 (with Q2 as a less ideal possibility) as a cohort and will continue to advance names.

iii. Committee Roles & Responsibilities

a. Proposal to remove additional page from website.

a. VP/ED Stubblefield explained the proposal included in the agenda packet.

b. By motion of Vice Chair Wiback, seconded by Committee Member Flores, the committee voted to approve removing the duplicative page from the website and board manual.

Vote: 5/0/0/2

Aye: Crockett, Flores, McNamara, Stillinger, Wiback

Nay: None

Abstain: None

Absent: Mills, Saadat

c. Staff will remove the duplicative content on the web page and re-purpose it to include current committee assignments and the role of the vice chair (which is not included in the bylaws).

iv. Emeritus Board Members

a. VP/ED Stubblefield reviewed information on emeritus board members in the bylaws as well as which previous board members qualify for emeritus status.

b. Staff will add emeritus board members to the board website.

c. The committee discussed the possible pros and cons of inviting new emeritus board members and the purpose/why of the emeritus status.

a. Benefits for emeritus board members include being kept informed about board activity and event invitations.

- b. The committee discussed the process of inviting emeritus board members. If the Executive Committee and full board approve emeritus board members, Chair Stillinger offered to call candidates.
- c. By motion of Committee Member Crockett, seconded by Committee Member McNamara, Alec Babiarz, Bruce Bandemer, Hap L’Heureux, and Sudershan Shaunak will all be presented to the Executive Committee as emeritus board member candidates.

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

- v. Role of Vice Chairs
 - a. The committee discussed the proposed role as outlined in the meeting agenda packet and agreed to keep it as an informal policy, so it does not need board approval. Each committee will be responsible for determining their own Vice Chairs going forward.
 - b. Chair Stillinger recommended reviewing the bylaws with legal advisors at some point in the future, possibly to include a change so vice chairs can be voting members of the Executive Committee. This could be done when there are multiple substantive changes, so it is not urgent, but it would be helpful for a quorum for Executive Committee meetings.

VII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

Next Governance and Nominations Committee Meeting (San Elijo Campus)

Tuesday, October 29, 2024 at 2:00 – 3:00 p.m.

Next Audit Committee Meeting (San Elijo Campus)

Tuesday, April 22, 2025 at 1:00 – 1:30 p.m.

Next Finance Committee Meeting (San Elijo Campus)

Tuesday, August 13, 2024 at 2:00 – 3:30 p.m.

Next Executive Committee Meeting (San Elijo Campus)

Tuesday, August 13, 2024 at 3:45 – 5:00 p.m.

Next Quarterly Board Meeting (Oceanside Campus)

Tuesday, August 27, 2024 at 3:00 – 5:00 p.m.

- A. VP/ED Stubblefield highlighted three items from the e-mail sent to board members on August 5.
 - i. The MiraCosta College student who is participating in the Olympics.
 - ii. The Q1 focus is the San Diego Gives Campaign. The request is for board members to share the campaign with their networks, not necessarily give to it personally.
 - iii. The Ribbon Cutting for the Nursing Building is on August 21 at 10:00 a.m.


VIII. FUTURE AGENDA ITEMS

- A. Board Gaps

IX. ADJOURNMENT

The meeting was adjourned at 2:50 p.m.


 Shannon Stubblefield (Dec 16, 2024 16:05 PST)


 Denise Stillinger (Dec 16, 2024 16:42 PST)

Executive Director

Chair, Governance & Nominations Committee









2024.08.06 MCC Foundation Governance & Nominations Committee Minutes - approved

Final Audit Report

2024-12-17

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