



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

MINUTES OF REGULAR MEETING

October 25, 2022
(Approved January 31, 2023)

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

The MiraCosta College Foundation Governance and Nominations Committee met in open session on Tuesday, October 25, 2022 in Room 1131 on the San Elijo Campus. Chair Stillinger called the meeting to order at 2:00p.m.

II. ROLL CALL

Committee Members Present:

Alec Babiarz	Hap L'Heureux (left at 3:04 p.m.)	Sudershan Shaunak
Denise Stillinger	Val Saadat	Sharon Wiback (left at 2:59 p.m.)

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. CHANGES IN AGENDA ORDER

None

V. APPROVE MEETING MINUTES – Action Required

A. Regular Meeting of July 26, 2022

- i. By motion of Committee Member Wiback, seconded by Committee Member Saadat, the minutes of the regular meeting of July 26, 2022 were approved.

Vote: 6/0/0/0

Objection: None

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

Nay: None

Abstentions: None

Absent: None

VI. PRESENTATION(S)

- A.** Kurth shared a “Mission Moment” story of an interaction with a MiraCosta student singing the praises of the college (specifically Lise Flocken).

VII. COMMITTEE REPORT(S)

A. Governance and Nominations

- i. Bylaws Revision (Article V, Section 1)

- a. Staff provided recommended updates to language to more clearly define the process of changing board officers. This is not a change so much as a clarification. Committee discussed.

1. Committee members agreed any concerns about a slate of officers should be shared at the Governance & Nominations committee meeting, not at the board meeting where the vote is taken.
2. Committee members determined there needs to be clear process and qualifications for determining who the final slate of officers is, in case of multiple desiring positions. This does not need to be in the bylaws but should be an internal document proposed by staff.
3. By motion of Committee Member Wiback, seconded by Committee Member Babiarz, the recommended updates to Article V, Section 1 of the bylaws were approved.

Vote: 6/0/0/0

Objection: None

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

Nay: None

Abstentions: None

Absent: None

- b. Committee members discussed the need to add language for the committee's duty to nominate the slate of officers to Article VII, Section 4, Item b. of the bylaws. Executive Director Stubblefield will prepare recommended language for the Governance & Nominations Committee meeting on January 31, 2023.

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

- a. The committee reviewed both flowcharts and made the following notes/corrections for staff to edit.

1. Recruitment: Update date and version number, update "Introduction" in top right box.
2. Onboarding: Staff will update revision date and control. No other changes.
3. Staff will discuss a revision control system with Vice President of Administrative Services Tim Flood.

- b. By motion of Committee Member Shaunak, seconded by Committee Member Wiback the Recruitment and Onboarding flowcharts were approved.

Vote: 6/0/0/0

Objection: None

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

Nay: None

Abstentions: None

Absent: None

iii. Discussion of Board Gaps/Needs

- a. Review Board Grid: Executive Director Stubblefield asked what gaps in the grid and on the board as a whole the committee sees as highest priority. The committee discussed and concluded the high priority gaps are:

1. It is important for the board to represent those we serve. The board lacks representation in the following communities:
 - Latinx/Hispanic representation.
 - LGBTQIA+ representation
 - It was recommended to add Veteran/not-Veteran to the Grid.
2. Estate Law
3. Real Estate
4. CPA (to fill role of Treasurer when Treasurer Bandemer's term is up)

- b. Executive Director Stubblefield asked if having a personal connection to MiraCosta College is important for board prospects.

1. The committee agreed that passion for the mission and the work the college does is more important than a personal connection to MiraCosta specifically.
2. It is a bonus if there is a specific MiraCosta connection.
3. The committee noted it's important to look at where people work and live, since that affects their ability to fulfill roles and responsibilities of board members.

iv. Review Board Prospects

- a. Board Prospect List: Executive Director Stubblefield reviewed the current board prospect list and asked for guidance on who to prioritize following up with so as to be strategic about how to grow the board.
 1. The committee recommended prioritizing prospects who meet the following grid gaps: Latinx, Real Estate, Estate Law, LGBTQIA+, CPA
 2. The committee agreed Executive Director Stubblefield should share the foundation events calendar with prospective board members and ask how they plan to engage with the board. This will help the board discern who is a good candidate.
 3. A Governance & Nominations committee member should be present at the fact to face meeting with prospects whenever possible.

b. Cindy Musser & Eva Budnik

1. Executive Director Stubblefield reviewed Cindy & Eva's applications and the committee discussed.
2. By motion of Committee Member Shaunak, seconded by Committee Member Saadat, Executive Director Stubblefield will proceed with Eva Budnik & Cindy Musser as prospective board members by advancing their names to the Executive committee.

Vote: 4/0/0/2

Objection: None

Aye: Babiarz, Shaunak, Stillinger, Saadat

Nay: None

Abstentions: None

Absent: L'Heureux, Wiback

v. Discussion of Standing Committees vs. Ad Hoc Committees and Splitting the Governance and Nominations Committee into Two

- a. The committee has determined there are not currently enough board members to consider splitting the committee in two. This topic can be re-opened when there are more board members.

vi. Former Board Member Appreciation

- a. There is a form letter that is typically sent to board members who resign or term off, but the committee recommended this letter should be personalized and recognize specific ways board members serve and how long they serve for.
- b. Executive Director Stubblefield recommended honoring former board members with a small plaque (not a naming opportunity) in their honor at a specific MiraCosta site that is meaningful to them. This would create a lasting legacy for them. The committee was supportive of the idea and Executive Director Stubblefield will continue to discuss this with other constituencies.

VIII. ANNOUNCEMENTS, MEETING AND EVENT CALENDAR REVIEW

Next Governance and Nominations Committee Meeting:

Tuesday, January 31, 2023 at 2:00 – 3:00 p.m.

Next Finance Committee Meeting

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

Next Executive Committee Meeting


Tuesday, November 1, 2022 at 3:00 – 4:00 p.m.
Next Quarterly Board Meeting
Tuesday, November 15, 2022 at 3:00 – 5:00 p.m.

IX. FUTURE AGENDA ITEMS

A. Consideration of Statement of Adherence to Confidentiality

X. ADJOURNMENT

A. The meeting adjourned at 3:15 p.m.


[Denise Stilling \(Feb 15, 2023 16:12 PST\)](#)

Denise Stilling, Committee Chair


[Shannon Stubblefield \(Feb 15, 2023 15:43 PST\)](#)

Shannon Stubblefield, Executive Director