

**MENDOCINO COLLEGE FOUNDATION, INC.
MINUTES OF THE EXECUTIVE COMMITTEE MEETING
APPROVED**

A regular meeting of the Mendocino College Foundation, Inc. Executive Committee convened on Tuesday, January 29, 2019 at Mendocino College, 1000 Hensley Creek Road, Room 4134, Ukiah, California.

GENERAL MATTERS

Call to Order The meeting was called to order by Committee Chair Harden at 3:10 p.m.

Members Present	Committee Chair	Marilyn Harden	Present
	Committee Members	Arturo Reyes	Present
		Tom Dow	Present
		Charley Myers	Absent
		Mark DeMeulenaere	Present
		Jerry Chaney	Present

Ad Hoc Committee Chairs Present	Channing Cornell	Present
	Tom Herman	Present
	Travis Scott	Present

Staff Present Katie Fairbairn, Executive Director

College Staff Present Eileen Cichocki, Assistant Superintendent/Vice-President of Administrative Services

Public Comments None

Approval of Agenda M/S/C (Herman/Dow) To approve the agenda as presented.

DISCUSSION/ACTION

Ad Hoc Committee On January 16, 2019 the Foundation Board participated in a workshop with the Mendocino College Board of Trustees. The outcome of that meeting was to create an ad hoc committee to be comprised of 3 college trustees and 3 foundation directors and no staff from the college or foundation.

M/S (Herman/Chaney) To recommend Marilyn Harden, Tom Dow and Mark DeMeulenaere to the ad hoc committee for approval to the Mendocino College Foundation Board of Directors.

Discussion took place with regards to who else on the executive committee might be interested in serving on the ad hoc committee. Director Scott expressed an interest in serving on the committee.

M/S/C Herman/Chaney to amend the previous motion to reflect the outcome of the decision to nominate Tom Dow, Mark DeMeulenaere and Travis Scott to the full board as the ad hoc committee representing the foundation board of directors.

**Ad Hoc Bylaws
Review Committee** President Harden reminded the committee that the ad hoc bylaw committee was comprised of Marilyn Harden, Jerry Chaney and Mark DeMeulenaere. Director Cornell expressed his interest in serving on the committee.

M/S/C (Chaney/Dow) To recommend that Channing Cornell be added to the existing Ad Hoc Bylaw review committee.

***Legal Services
Adler & Colvin***

Director DeMeulenaere explained that Adler & Colvin specialize in non-profit structures and the processing of the required paperwork should an auxiliary organization wish to become an independent foundation.

Foundation directors felt that it prudent to have a legal review so that options may be explored so that the board is fully informed prior to any decisions being made about a possible separation from Mendocino College.

The committee discussed the district's hiring process for short term non-continuing and permanent staff; the accounts payable and approval process required by the college. The committee discussed the difference between how an independent foundation would hire staff and pay bills compared to how it is presently done under the auxiliary umbrella.

President Reyes expressed his concerns about the foundation pursuing the discussion of becoming an independent foundation as it relates to what the college provides in benefits to the foundation. Examples included, the office, technology and staffing support provided by the college as an auxiliary of the college.

Directors Herman and Chaney shared concerns around the rigid framework that exists at the college with regard to hiring and purchase order approvals. Herman asked how we create an inclusive environment. It was agreed by everyone present that the ad hoc committee should pursue that discussion.

M/S/C (Herman/Scott) To recommend hiring the law firm of Adler and Colvin and spend up to \$10,000, to provide legal information on how to structure the Mendocino College Foundation, Inc. should the board of directors' desire to become an independent foundation.

**7 – Yes - Harden, DeMeulenaere, Chaney, Cornell, Dow, Scott, Herman
1 – No - Reyes**

***Investment Portfolio
Review***

Director DeMeulenaere provided a brief review of the Charles Schwab printouts for all of the foundation investment accounts.

***Status of Pass
Through Scholarship
Program***

The committee discussed a recent email from Vice President Velasco with regard to the college's ability to provide support to pass through scholarship donors.

A request was made to Executive Director Fairbairn requesting a list of pass through scholarship donors with all contact information. Fairbairn responded that lists from the donor database are not shared with anyone because they are proprietary in philanthropy and not public. The foundation purchased the donor database software and is the licensing agent and owner of the software.

Additionally, she explained that she began meeting with Vice President Velasco last October asking for the college's assistance in assuming the pass through scholarship program. The foundation was preparing for a possible retirement of the scholarship coordinator and knew that with only one remaining staff person it wouldn't be possible to continue administering the pass through program.

A list of meeting dates and discussions about the pass through program was provided to Scholarship Chair Cheney. The agreement at the Foundation Board meeting on December 11, 2018 was that staff was instructed to notify pass-through scholarship donors about discontinuing the program on or after Monday, December 17 if the College had not responded to the request. On Tuesday, December 18, the letters notifying pass through donors of the discontinuation of the program were sent out.

Executive Director Fairbairn explained that during the boards joint workshop on January 16, Vice President Velasco announced that the college would assist with the pass-through program and Fairbairn referred a donor to him the next day.

A discussion took place about how the foundation can support the college's interest in providing support to pass through donors. President Reyes indicated that Vice President Velasco will prepare a letter to scholarship donors. Director Fairbairn agreed to send the letter out to pass through donors but agreement was reached that if the letter does not provide clarity and specifics about what's being provided, it will not be distributed as to avoid any confusion to the donors.

Short term non-continuing position for Foundation Office

Director Fairbairn explained that the previous search was unsuccessful. The candidate who accepted the position in December, withdrew a few days later. The other candidate has been working on campus and will reach the maximum number of days allowable very soon.

The consensus was to request that the human resources department advertise the Admin Assistant II position as soon as possible.

FUTURE AGENDA ITEMS

Replacement of full time permanent position in the Foundation Office
Updates from both Ad Hoc Committee (Boards and Bylaws)

ADJOURNMENT

The meeting of the Executive Committee of the Mendocino College Foundation, Inc. adjourned at 4:21 p.m.

Submitted by: Katie Fairbairn, Executive Director
Mendocino College Foundation, Inc.