



Chabot-Las Positas Colleges Foundation Quarterly Board Meeting Minutes

Tuesday, May 20, 2025

4:00 - 5:00 p.m.

District Office – 7600 Dublin Blvd., Dublin, CA

Present: Ronald Gerhard, Chancellor & Foundation Board Secretary
Tim Sbranti, Chair, Community Member, Dublin Area
Jamal Cooks, Chabot College, President
Kenneth Cooper, Executive Director, Las Positas College
Dyrell Foster, Las Positas College, President
Amy Miller, Foundation Interim Executive Director
Maria Heredia, CLPCCD Trustee Area 4
Steve Lanza, LPC Foundation, President & CLPCCD Trustee Area 7
Yvonne Wu-Craig, Friends of Chabot College Foundation, Executive Director

Guests: Dionicia Ramos, PRMG Director

Unable to attend: Sean Brooks, Vice President, Business Services, Las Positas College
Mark Salinas, Friends of Chabot College Foundation, President/Chair
Jonah Nicholas, Vice Chancellor Business Services & Foundation Treasurer Foundation
Dale Wagoner, Vice President, Business Services, Chabot College

Notetaker: Maisha Jameson, CLPCCD Board Coordinator

I. Call to Order - Welcome and Introductions

- Meeting called to Order at 4:04pm.
- Quorum was confirmed.

II. (Action) Election of Board Chair

- Chancellor Gerhard called for nominations of board officers, effective for the upcoming fiscal year.
 - Board Chair/President – Steve Lanza nominated Tim Sbranti to continue on as Chair.
 - The Board Secretary – Confirmed as ex-officio in ByLaws to remain Chancellor.
 - Treasurer – Confirmed as ex-officio in ByLaws to remain Vice Chancellor of Business Services.

MOTION to Approve Tim Sbranti to continue as the Board Chair for the District Foundation.

Motion made by Steve Lanza, and seconded by Dyrell Foster.

Motion Passed.

Abstentions: None.

Not Present: Sean Brooks, Mark Salinas, Jonah Nicholas, Dale Wagoner

III. (Action) Review and Approval of February 18, 2025 Foundation Board Meeting Minutes

MOTION for Approval of the February 18, 2025 Quarterly CLPCCD Foundation Board Meeting Minutes.

Motion made by Yvonne Wu-Craig, and seconded by Maria Heredia.

Motion Passed.

Abstentions: Jamal Cooks, Dyrell Foster

Not Present: Sean Brooks, Mark Salinas, Jonah Nicholas, Dale Wagoner

IV. Review of Quarterly Financials

Vice Chancellor Jonah Nicholas/Treasurer was not Present. Presented by Chancellor Ron Gerhard.

- Chancellor Gerhard presented the Quarterly Financials as of March 31, 2025 (end of 3rd Quarter).
 - Balance Sheet
 - Approximately \$558,000 in bank accounts.
 - \$8,100 of it is in a cash account with BMO Bank.
 - \$550,000 is within our managed investment account with Fidelity
 - Spoke to the \$50 noted under accounts receivable – This was a reimbursement to the District from a Chancellor Award winner. He was originally issued a \$50 check for the award. He lost it. We reissued it, and he ended up cashing both checks.
 - Liabilities (Accounts Payable) – Approx. \$4,800 (Pass-through funds) – This was a check from SnapMobile that was intended for Chabot College, and hence was sent to Chabot to allocate to the intended program. M.Jameson to re-forward the email to Y. Wu-Craig related to this check.
 - Equities (Unrestricted Net Assets) – Approx. \$117,000
 - Restricted Assets (restricted by donor intentions or conditions under their donations) – Approx. \$436,185
 - Income to-date – Approx. \$13,000
 - Net equity – Approx. \$553,322
 - T. Sbranti asked about Donor restrictions on restricted funds. Wants to understand what our obligations are given these donations. This will inform our discussions around fulfilling those donor intentions.
 - R.Gerhard provided an example of what these kinds of restrictions could be. Noted that we would bring a reporting of the District Foundation’s scholarship accounts for all accounts that weren’t distributed to the college foundations.
 - Profit and Loss Statement
 - Income to date – Approx. \$27,752T – mostly comprised on investment dividends.
 - Spoke to Expenses. (\$41,187 in total)
 - Scholarship Expenses – Approx. \$11,000 (Restricted Funds)

- Award Funds Expenses \$3,015 (Restricted Funds)
- Endowment Fund Expenses – Approx. \$16,254 (Restricted Funds)
- Professional Fees – Approx. \$15,923 (mostly audit expenses)
- Accounting and Bank service fees – Approx. \$284
- Portfolio Investment Charges (managed investment fees from Fidelity) – Approx. \$4,160.

V. Review of Audit Reports

- This audit was done in conjunction with the district-wide audit given that the Foundation is an auxiliary of the District. It was completed for the fiscal period ending June 30, 2024.
- Auditor’s representation letter – outlining that there were no significant accounting findings/errors.
- Spoke to the second letter – Feb 25 2025 – is a representation letter from the District confirming that we didn’t hide anything from the auditors that if disclosed would change the auditors' opinion.
- Financial statements as of June 30, 2024 – Our Foundation received the Gold Standard (highest rating we could receive). Notes that the auditors did not find any irregularities that would mis-represent our financial statements.
- Spoke to the balance of our assets. Our net assets have been stable. Also shared that A.Miller is going to help our Foundation change the amount in our accounts. T.Sbranti commended that even with expense of A.Miller’s contract, we have maintained our account balance for the most part.
- S.Lanza asked about an annual audit and whether the Foundation is required to do a full-blown audit given our limited income/assets, and the cost (about \$10,000). Noted that the LPC Foundation has approximately \$10M in assets at LPC and they do a review.
 - Chancellor Gerhard noted that we can look into whether the By Laws require an audit. If not, we can add a follow-up discussion as an agenda item for the next meeting.

VI. (Action) Budget

- Discussion ensued about the Executive Director Contract – A.Miller stepped out of the room during the discussion.
 - R.Gerhard spoke to our limited assets that aren’t currently growing. Amy was brought on board to move the foundation forward in a way that is cost-conscious and in preservation of our net assets.
 - In prep for today and speaking with Amy, R.Gerhard noted that he asked her to put together a budget for our retreat. This would be the first time our Foundation had an annual budget. R.Gerhard noted that he also asked A.Miller to propose some options for her level of engagement and scope of work for this next year for the Board to consider. Spoke to the options for the Executive Director’s engagement. Suggested that given our assets, that we continue along the lines of what we have been doing this past year, which is a combination of Options 3, 4 & 5 - dependent upon work load for the particular week. The difference is really a matter of how many hours a week @ \$130/hr. Spoke to the Board Strategic Planning Retreat on July 30 – Noted that he is hoping the Board gets some clarity and focus on revenue generation that would support the Executive Director position. As well as other things we want to do. Recommended that we continue A.Miller’s Executive Director contract along the lines of what the previous year’s contract was – hourly basis. He thinks this is best because we haven’t set the strategy on how to generate revenue to support that. Actually, it would be a combination of Options 3,4 & 5 in order to be cost conscious. TO

increase her number of hours a week based on the workload of the particular week in question. Would like to revisit this conversation after July 30 to determine how we adjust her contract in order to achieve our goals.

- Spoke to phases of Amy's Executive Director contract:
 - Phase I – Has been putting together the new, full board and ByLaws
 - Phase II – Hoping to get some clarity on revenue generation to support the ED position and whatever we want to do to support our district and colleges.
 - Spoke to coming away from the Strategic Planning Retreat with goals and things that we want to do. We will need to revisit this after the retreat to see if we need to make changes in order to accomplish the goals we set.
- S.Lanza expressed concern about cash flow ability to cover this with limited unrestricted funds. Spoke to running out of funds really quickly. Spoke to how it is hard to get unrestricted funds. If we could match those restricted accounts. Likes Ron's approach because it allows for us to be conservative when A.Miller isn't busy and working too much.
- Y.Wu-Craig asked about how we are dealing with A.Miller's travel.
 - We supported her going to the CASE Conference only. Noted that we aren't paying for her travel to/from her home to work here.
- M.Heredia suggested discussing our investment and our plans to get to our goals at our retreat.
- T.Sbranti spoke to how we are close to the "launching point" and agreed that we are not ready to hire a full time executive director (ED). Spoke to having a growth mindset and the need to take a leap of faith at some point. Agrees with the recommendation to renew A.Miller's ED contract continuing as it currently is for the first quarter, and then revisit after the upcoming retreat. Noted that if we are going to achieve any of the things we want to do, we have to 1) launch, and then 2) invest. We need to be thinking about ramping it up a bit.
- M.Heredia spoke to how the current overall financial situation right now. Giving (donations) are going to slow down.
- T.Sbranti spoke to A.Miller being a breath of fresh air and how she has the necessary connections. Part of the growth mindset is to make sure A.Miller is a part of these networks/memberships. It was agreed that this is a terrible time to be launching a Foundation.
- S.Lanza noted that the new additions to the board are some really efficient folks. Need to get some ideas. Maybe need a small working group to move things forward and manage the operational stuff if we want to be successful.
- K.Cooper noted there is a pathway to growth into this area and it does take time.
- **Consensus was met regarding continuing with A.Miller's hourly Executive Director contract as it currently is, at the slightly higher hourly rate, and revisiting it after the Board Retreat.**
- Discussion ensued about other expenses included in the proposed budget:
 - On-Boarding and Marketing Materials – PRMG and CARE Grant. Waiting until after the retreat incase things change.
 - Networking Software – To use to cultivate your donor database and outreach
 - Retreat Costs – including the retreat facilitator – George Boodrookas. A.Miller noted that he is already working on the retreat. Noted that part of his pre-work is to have some conversations with board members.
 - Memberships and Conferences – Discussed CASE and benefits of being a member and Amy attending their conferences.

- This membership comes with professional leadership. If we do a Foundation membership with CASE, they will include Chabot College.
- K.Cooper spoke to history of CASE and the importance of being connected with them and member of their network. CASE is committed to community colleges to pull data and training. There is an annual training conference held. Helpful to be able to use as a reference. Feels it's a worthwhile investment, especially for professional development.
- CASE also helps with keeping update with what is at the forefront on legislation related to community colleges.
- There are discounts based on Foundation assets, so this should be cheaper for our foundation.
- A.Miller spoke to attending the CASE conference. Noted that she learned so much and her network grew. CASE has another conference coming up that is just for community college districts.
- It was noted that the difference between the CASE District Conference and the regional one is that it is strictly for community college foundations.
 - Website – Currently working with District IT on this. Signed on with IONOS for hosting the website.
 - Overhead – If for some reason she ends up working on site.
 - Networking/Events – Cost to attend events, etc.
 - Accounting/Legal Fees

MOTION to Approve the Foundation Budget for FY 2025-26 – related to the retrea, membership and conference expenses (approx. \$15K).

Motion made by Jamal Cooks, and seconded by Dyrell Foster.

Motion Passed.

Abstentions: None

Not Present: Sean Brooks, Mark Salinas, Jonah Nicholas, Dale Wagoner

VII. Update from Foundation Governance Committee

Committee member – Steve Lanza

- S.Lanza provided an overview of the meetings held with the proposed new Foundation Board members: Kailesh Karavadra and Veronica Ortiz. Governance Committee members, Y.Wu Craig and S.Lanza spoke to the two candidates that were being presented for a vote at this meeting, and shared the highlights from the Governance Committee's meetings with him.
- A.Miller spoke to the continued recruitment for additional Board members.
- A.Miller spoke to the possibility of being able to welcome those members that were interviewed, but who did not accept the invitation to join the Foundation Board, to instead join the Foundation's Advisory Council. It was noted that Jeanette Dong would be a great candidate for the Advisory Board. She said that she would recommend others as well. Spoke to bringing recommendations for the Advisory Council back to a future meeting.
- A.Miller spoke the recruitment of student members, which began April 21st and ends today, May 20. Shared that there were nineteen student applications for Board membership. The applications submitted were about half from each college. To determine the process for how the Governance Committee will vote to confirm their recommendation for student members. Likely to be completed via email. A.Miller to recommended this to the Governance Committee.
- T.Sbranti affirmed that these are really big additions to the Board.

VIII. (Action) ByLaw Update
Increase size of board to Min. 7 (same), Max. 17 (changed from 15)- only change is Maximum # of Directors
Amy Miller

MOTION to Increase the Maximum District Foundation Board Size from Fifteen to Seventeen Directors.

Motion made by Dyrell Foster, and seconded by Yvonne Wu-Craig.

Motion Passed.

Abstentions: None.

Not Present: Sean Brooks, Mark Salinas, Jonah Nicholas, Dale Wagoner

- We are currently at thirteen members with Veronica and Kailesh. With the addition of the two new students (voting members), we would be at 15.

IX. (Action) Slate Approval of New Foundation Board of Directors for the term of July 1, 2025 – June 30, 2027
Amy Miller

MOTION to Approve the addition of Foundation Board of Directors for the following term: July 1, 2025 - June 30, 2027

- **Kailesh Karavadra (Community Member-at-Large)**
- ~~**Jeanette Dong (Community Member-at-Large) ***~~
- **Veronica Ortiz (Community Member-at-Large) ***

MOTION

Motion made by Steve Lanza, and seconded by Dyrell Foster.

Motion Passed.

Abstentions: None

Not Present: Sean Brooks, Mark Salinas, Jonah Nicholas, Dale Wagoner

X. Update from Interim Executive Director

- **Retreat (Facilitator / Location / Agenda TBD)**
 - Amy Miller provided an update on the upcoming Strategic Planning retreat. She shared basic logistics and noted the change in the time to allow an additional hour.
 - Date: July 30
 - Location: EDCE Office
 - Time: 9:00am-2:00pm
- Other things going on: website, CASE D7 Conference attendance
- Amy Miller asked if anybody had recommendations for additional members for the Board or Advisory Council, to send them to her.
 - Maria Heredia noted that we need to confirm the number of members for the Advisory Council.

XI. Recognition of Outgoing Directors

- **Mark Salinas (moving to Advisory Council)**
- **Sean Brooks**

- **Dale Wagoner**

None were present.

XII. Adjourn

MOTION to Adjourn the Meeting.

Motion made by Ron Gerhard, and seconded by Dyrell Foster.

Motion Passed.

Abstentions: None.

Not Present: Sean Brooks, Mark Salinas, Jonah Nicholas, Dale Wagoner

Meeting adjourned at 5:00pm.

ADJOURNMENT

NEXT MEETING

July 30, 2025 (Retreat) @ 9AM-2PM

September 9, 2025 @ 4PM

December 16, 2025 @ 3PM