



Chabot-Las Positas Colleges Foundation Quarterly Board Meeting Minutes

Tuesday, September 10, 2024

4:00 - 5:00 p.m.

District Office – 7600 Dublin Blvd., Dublin, CA

Present: Ronald Gerhard, Chancellor & Foundation Board Secretary
Sean Brooks, Vice President, Business Services, Las Positas College
Jamal Cooks, Chabot College, President
Kenneth Cooper, Executive Director, Las Positas College
Jonah Nicholas, Vice Chancellor Business Services & Foundation Treasurer Foundation
Amy Miller, Foundation Interim Executive Director
Maria Heredia, CLPCCD Trustee Area 4
Dyrell Foster, Las Positas College, President
Steve Lanza, Las Positas College Foundation, President & CLPCCD Trustee Area 7
Dale Wagoner, Vice President, Business Services, Chabot College
Yvonne Wu-Craig, Friends of Chabot College Foundation, Executive Director

Invited Guests: Dionicia Ramos, PRMG Director

Unable to attend: Mark Salinas, Friends of Chabot College Foundation, President/Chair
Tim Sbranti, CLPCCD Trustee Area 5 & Foundation Board Chair

Notetaker: Ms. Maisha Jameson, CLPCCD Board Coordinator

I. Welcome and Introductions

- Meeting called to Order at 4:10pm.
- Quorum was confirmed.
- Amy Miller, Executive Director, introduced herself and thanked all members for meeting with her over the last couple of months, sharing their insights and feedback on the general structure of the Foundation Board, and for providing recommendations for moving forward. Amy chaired the meeting.

II. Review and Approval of May 7, 2024 Q3 Foundation Board Meeting Minutes (Action)

MOTION for Approval of the May 7, 2024 Q3 CLPCCD Foundation Board Meeting Minutes.

Yvonne Wu-Craig asked for a correction to be made to the May 7th Meeting minutes. → On Page 3, second sentence of the final bullet under Item IV, change the word “she” to “Amy”, to read, “Suggested that ~~she~~ Amy be given the choice to have more time with the Foundation Board.”

Motion made by Jonah Nicholas, and seconded by Dyrell Foster.

Motion Passed.

Abstentions: None.

III. Review of Quarterly Financials – Q4

Vice Chancellor Jonah Nicholas/Treasurer

- Vice Chancellor Nocholas presented the Financials for Quarter IV
 - Balance Sheet
 - This report is as of June 30, 2024.
 - The balance sheet shows total assets at approximately \$567K.
 - There are no liabilities.
 - The majority of this is in restricted assets.
 - There is approximately \$133,000 designated as unrestricted assets.
 - Profit and Loss Statement
 - Mostly endowment and scholarship fund expenses.
 - Changes are mostly in the market value and unrealized gains.
 - The net income was \$38,122.67.
 - Vice President of Business Services, Sean Brooks asked why we still incur bank charges with a balance of this size?
 - Response: VC Nicholas noted that the \$66 bank charge may have been the check stock that we had to reorder because we were out of checks.

IV. Board Director Expectations – Recruitment (Review documents)

Give/Get

Amy Miller

- Amy Miller shared the list of proposed criteria for potential additional board members that she developed after speaking with all of the Foundation Board members. She also shared a Board Candidate Rating Form that would be used to rank potential candidates.

Foundation Board Criteria

Professional Experience:

- Experience in disciplinary or industry-related areas relevant to the colleges' programs and initiatives.
- Community network in strategic areas such as housing, sustainability, big business, philanthropy, and/or Government
- Prior board or committee experience a plus

Skills and Competencies:

- Ability to collaborate and work effectively within a team
- Excellent communication and interpersonal skills
- Networking capabilities / donor cultivation
- Strategic planning
- Diversity

Personal Attributes:

- Passionate about Community College education
- Dedicated to the mission of the Foundation
- Willingness to dedicate time and resources to the Foundation's growth, activities and fundraising needs
- Serves as an Ambassador | Spokesperson for the Foundation

- Discussion ensued about what kinds of candidates would be ideal as new Foundation board members.
- There will be a process and application developed for those applying to serve on the Foundation Board.
- Asked what areas of expertise are most desired for our board members.
- Amy noted that everyone could take their time to review this information, and shared that she could bring it back to the next meeting.
- It was noted that whatever we expect of incoming board members, those same expectations will need to be held for existing board members as well.
- Spoke to the idea of a Give/Get Policy and suggested that we need to be looking for members who will bring something tangible to the table (funds, an agreement to fundraise for funds, a network, etc..). It was discussed how this is a common expectation for non-profit boards.
 - Trustee Steve Lanza noted that the fact that over half the Board is composed of individuals who are serving because it is their job to do so, should be considered.
- Recruitment of new Board members was discussed.
 - Amy Miller spoke to how getting out into the community and attending events as an ambassador for the Board is important. Amy to develop an events calendar and refer certain events to the existing Board members as opportunities for recruitment.
 - Amy to work with Dionicia Ramos within PRMG to come up with some Talking Points for existing Board members to use to 1) speak about the District Foundation, and 2) recruit new Board members. Will share those talking points with the Board members soon. Spoke to how the talking points will incorporate the Foundation's place within the District (in relation to the college foundations) and also what the Foundation's priorities are.
 - Spoke to how it is important to develop a process for initial contacting of potential board members. Suggested that all potential connections be referred to her as the point of contact for the Foundation Board, and that she will then share the same information/documentation with all potential new members (i.e. one-page fillable application + request for resume, if applicable). The group consensus was in general agreement with this approach.
 - It was noted that we will also be looking to recruit students. Spoke to how important it is to get the student voice. To include one from each college on the Board. Trustee Maria Heredia shared that she thinks it's important to open the opportunity to join the board it to all students (vs. solely recruiting from amongst student leadership/government).

- Developing a Membership Committee was discussed.
 - Amy Miller spoke to the responsibility of this committee: 1) review applications of potential new members, 2) interview candidates and 3) make recommendations to the full board. Interview questions will be developed.
 - It was decided to hold off on appointing new directors to this board until after the new structure of the District Foundation Board is confirmed. It was agreed that the following members who will continue to serve on the District Foundation Board will serve on the membership committee: Ron Gerhard, Steve Lanze, Yvonne Wu-Craig and Ken Cooper.
- It was noted that the candidate rating form did not include the criteria related to being passionate about community college education, but it should. Amy Miller noted that she would make that change.

V. Policy Development
Give/Get (Review Document)
Asset Management (MOU)
Amy Miller

- Two options for a proposed draft of the Get/Give Policy were shared.

Give/Get Policy Draft:

Give or Get: Directors of The Foundation for CLPCCD commit to raising contributions through personal donations or fundraising activities of at least \$1K per year.

Give and Get: Directors of The Foundation for CLPCCD commit to personally donating at least \$1000 per year and raising contributions of at least \$1000 per year.

- It was noted that this policy should be in place before recruitment begins.
- Amy Miller spoke to the consideration of potential board members who have other items/services/resources to offer (i.e. in-kind donations) that would satisfy this policy. It was agreed that this should be added to the policy.

MOTION for Approval of the amended Give/Get Policy below:

“Give or Get: Directors of The Foundation for CLPCCD commit to raising contributions through personal donations, **including in-kind**, or fundraising activities of at least \$1,000 per year.”

Motion made by Jonah Nicholas, and seconded by Dale Wagoner.

Motion Passed.

Abstentions: None.

* It was noted that the “Asset Management (MOU)” discussion would be tabled until the next meeting.

VI. By-Law Amendments
New Board Structure (review document)
Term for President and/or Chairperson

- Shared a document that listed the recommended amendments to the By-Laws, Article 7 re: Directors.
- It was recommended that the executive directors of the college foundations remain on the District Foundation Board. Spoke to why this was critical. All agreed.
- Discussed the current membership and which positions on the Board are most appropriate.
- VC Nicholas noted that he is uncomfortable with us adding the chair of another committee as a member to our By Laws, if it's not mentioned in the other committee/organization's By Laws.
- The following changes were agreed upon:
 - Current "LPC/Chabot Foundation Appointed Officer positions" should be the executive directors of the college foundations.
 - Remove vice presidents of business services
 - Remove college foundation presidents/chair persons
 - Keeping the college presidents (who have the option to designate their vice president of business services as their designee). The By Laws state a designee is allowable.
 - To change the By Laws as far as the number directors – changing from a minimum of 10 and maximum 16 TO a minimum of 7 and maximum of 15.
- Additional Directors
 - Two community members, one from each of the two regions. To take into consideration the unincorporated areas.
 - Region 1: Dublin, Livermore, Pleasanton, Sunol Area – *Tim Sbranti interested.*
 - Region 2: Castro Valley, Union City, Hayward, San Leandro, San Lorenzo Area
 - Two community members at-large
 - Two student members – one from each college.
 - To allow the appointment of students to be open to all students (vs. solely existing student leaders/senators). The interface should be with the student senate vs. the student body president given that this person changes each year.
 - The college foundations to be updated on the changes to the District Foundation board in case they want to consider adding students to their board as well.
 - Confirmed that no conflict of interest exists for student members given that they are not allowed to serve on the scholarship committee.
 - Add as a responsibility for student members to remain in consultation with the student senate and keep them updated.
- Term of Officers
 - Members will serve two-year terms (*with option for two consecutive terms*), with a term starting July 1 and ending June 30th in order to align with our academic/fiscal years. Ex-officio members will serve for the duration of the time they are in their positions.
 - It was noted that all college foundation board of directors also serve two-year terms (*with the option to serve additional terms*).
 - One year for students.
- VP Wagoner cautioned against codifying term limits with such a new foundation.
- It was suggested to include language in the By Laws that allows for review of the officers after each term.
- Once the new board is up and running, to begin implementing things like board development and self-assessment.
- It was noted that the vice chancellor of business services will serve as the ex-officio treasurer of the Foundation.
- It was agreed that the remaining representatives on the Foundation board should be meeting with those in the positions that were removed to ensure they are updated on District Foundation business.
- Amendments to the By Laws will become effective July 2025.

MOTION for Approval to amend the By Laws with an effective date of July 1, 2025.
Motion made by Dyrell Foster, and seconded by Kenneth Cooper.
Motion Passed.
Abstentions: None.

VII. Membership Committee & Priorities for Additional Members

- Discussed areas of interest for additional members:
 - Student housing
 - Environmental sustainability
 - Big Business/Industry: Kaiser, Stanford, Workday, Google, etc.
 - Regional Occupational Programs (ROPs) / Workforce Development
 - Career Tech Education
 - Those that believe in the missions of our district/colleges and what we are trying to do for our students.
 - Those that can help us build our wealth management.
 - Asked all to send suggested names to Amy Miller for her to follow-up.
- Members of the nomination/membership committee will be:
 - Ron Gerhard
 - Steve Lanza
 - Yvonne Wu-Craig
 - Kenneth Cooper

VIII. (Action) Approval of Date Change – December (Q4) Foundation Board Meeting

- Chancellor Gerhard spoke to the uniqueness of the December Board meetings (this meeting includes an Audit and Organizational meeting in advance of Regular meeting). Shared why, per Ed Code, we were required to move the Dec. 10th Board meeting back to December 17th.
- It was proposed to move the December Foundation Board meeting to December 17th to align with the Board of Trustees meeting for that month. To begin at 3:00pm given the other meetings ahead of the Regular Board meeting.
- All confirmed their availability.

IX. Adjourn

Meeting adjourned at 4:36pm.

ADJOURNMENT

NEXT MEETING

December 17, 2024