

SOUTHWESTERN COLLEGE FOUNDATION
RETREAT AND MEETING OF THE BOARD OF DIRECTORS
AGENDA

Saturday, July 23, 2016

9:00 a.m. – 1:00 p.m.

LOCATION: BUILDING 210, ROOM 214

Present: Melyn Acasio, Sofia Corona, Kimberly Grady, Lisa Johnson, Ricardo Macedo, Joe Martinez, Chayo Moreno, Jesse Navarro, Halé Richardson, Jean Roesch, Heather Rubio,

Absent: Patti Finnegan, Ruben Garcia, Ben Green, David Hoffman, Hank Murphy and Lorena Victoria

Recorder: Zaneta Salde Encarnacion

1. WELCOME/ CALL TO ORDER–Ricardo A. Macedo,
The meeting was called to order at 9:15 a.m.
2. DISCUSSION ITEMS
 - A. Foundation Year in Review
 - i. Encarnacion shared draft accomplishments for 2015-16 fiscal year.
 - ii. Annual year-end report will be presented by Macedo and Encarnacion to SWC Governing Board at their meeting on August 9, 2016. Meeting will begin at 7:00 p.m. and all board members are asked to attend.
 - iii. Richardson suggested language in annual report be consistent with master agreement language (i.e. campus activities).
 - B. Foundation Bylaws Review and Discussion
 - i. Macedo provided an update on the planning progression with attorney. Bylaws were last approved in 2000. Many changes, deletions and re-ordering are being recommended.
 - ii. Changes were reviewed with board and feedback received. Discussion included value of non-director members to ad hoc committees in identifying prospective board members, vetting process for new board members, importance and value in keeping separation of governing board and foundation board, need for Executive Director to have vote only in time of deadlock, minimum and maximum number of directors, need to remove all language that references compensation of directors and replace with language that clearly states directors are not compensated and serve in a voluntary role, parameters of participation in meetings by phone or video conference, authority power of executive committee and considerations for director election cycle held a specific time per year or ongoing.
 - iii. Encarnacion will work with attorney on election language and research and provide election/appointing best practices from other foundations.
 - iv. Executive committee will meet in August to review revisions.
 - C. Board Member Roles & Responsibilities
 - i. Macedo reviewed current Director job responsibilities and expectations.

- ii. Discussion included defining annual giving expectations, process for vetting new members, importance of communication and board engagement and accountability.
- iii. Encarnacion will revised responsibilities and expectation. A board agreement form and conflict of interest form will be given to directors for signing at the regular scheduled board meeting in September.

3. NEW BUSINESS

A. MOU / Master Agreement

- i. Macedo presented final draft of master agreement and provided summary of background. A few minor grammar corrections were identified. Master agreement will be on the August 9 Governing Board meeting for approval, the same night of the Foundation's annual report presentation.
- ii. ACTION: Macedo moved to approved the agreement and submit to District for approval. Johnson seconded and the motion carried.

b. Signature Authority

- i. Encarnacion reported action by directors needed to remove Melinda Nish for having signature authority on foundation bank accounts.
- ii. Recommendation to remove signature authority and not appoint another district representative until interim or permanent superintendent/president is selected. Checks will continue to require two signatures: One from the President or Treasurer and one from the Executive Director.
- iii. ACTION: Johnson moved to approve the removal of Nish as an approved signor for foundation banking accounts. Moreno seconded and the motion carried with Acasio abstaining.

4. ADJOURNMENT–Ricardo A. Macedo

The meeting was adjourned at 12:10 p.m.

Next meeting date: September 27, 2016

Secretary Signature: _____

Date: _____