



BOARD OF DIRECTORS MEETING
12:00 p.m, Thursday, November 19, 2009
San José City College Tech Center Room T-112
Minutes

Directors Present: Jeff Fischer, Pritpal Singh, José Palma, Carl Cilker, Barbara Avery, Autumn Gutierrez, Alex Torres
Directors Absent: Randy Okamura, Balbir Dhillon, Ashley Howell, Rosa Pérez, Jeanine Hawk, Neil Struthers, Frank Greene, Lucy Chacon
Also Present: Carole Cassidy, Serena Muindi

I. Call to Order

The meeting was called to order at 12:10. There were no public comments.

II. Approval of September 18, 2009 Minutes

Ms. Gutierrez moved to accept the minutes as read; Mr. Cilker seconded and the motion passed unanimously.

III. Treasurer's Report

Ms. Cassidy introduced Serena Muindi, who will be substituting for Jeanine Hawk at the next few meetings due to Jeanine's increased responsibilities as acting chancellor while Rosa Pérez is on extended medical leave. Ms. Muindi noted that auditors had just finished the Foundation audit, which will be reviewed by District staff for accuracy and presented to the Foundation board in January. Revenue is \$351,000 higher than the same period last year, due in part to transfers of scholarship funds into the Foundation and sponsorships solicited for the EVC Articulate festival. Expenses are up as well, due in part to increased scholarship awards from Foundation accounts, totaling about \$108,000 for the year. Interest for Q1 has not been received, but is projected to be very low, probably under \$2500. On the fund raising side, the number of new donors is up 59% over last year and donations are up from \$217,000 to \$366,000 and there are several reactivated donors.

Mr. Palma asked who performs the audit. Ms. Muindi responded that the firm is Vavrinek, Trine, Day & Company in Pleasanton. The firm is very experienced with public school audits; nevertheless, the District plans to request new proposals for the coming fiscal year. Vavrinek, Trine, Day & Company will be asked to submit a new proposal; if they are selected, a new partner will be requested. The District regards this process as a good way to

avoid any potential adverse findings that could result from using the same partner and the same first indefinitely.

Ms. Gutierrez raised a question on whether or not the board members are seeing enough financial information to avoid being blindsided with problems like those that arose in the Eastside Union district recently. Ms. Muindi responded by detailing some of the crosschecks and good internal controls that are maintained within the District, including unannounced spot checks at various offices. Foundation transactions could be checked as well in this fashion. Continuous monitoring and implementation of improvements in controls takes place at all levels. She also commented that Denise maintains a procedures notebook and is very vigilant about requiring proper documentation and has access to the District's Datatel system so that she is able to check when questions arise. Ms. Gutierrez moved to accept the financial reports; Mr. Palma seconded and the motion passed unanimously.

IV. Report of Nominating Committee

Ms. Cassidy reported that, although the nominating committee had not met, Mr. Torres and Ms. Gutierrez had volunteered to accept nominations as President and Vice President respectively, with the understanding that the Vice President would advance to the Presidency in future years. Ms. Avery moved to accept their candidacy; Mr. Cilker seconded and the vote was unanimous in favor of Mr. Torres and Ms. Gutierrez.

V. Second Reading: Proposed Foundation Policies

Ms. Cassidy reported that she had sent the earlier drafts of the four policies in question to both the Foundation's attorney and the auditor. Neither had substantive comments on the Gift Acceptance Policy and Procedures, but they have been edited down somewhat since the first reading. Mr. Cilker encouraged the board to keep in mind the resource that is being developed at the Silicon Valley Community Foundation to evaluate, accept and dispose of real estate, should we be offered such gifts in the future. Real estate gifts are particularly difficult to manage properly due to environmental concerns, zoning, etc.

The newly drafted Conflict of Interest Policy is taken directly from the California Education Code and Ms. Cassidy advised the board to accept it in lieu of the existing statement in the Bylaws. She further explained that the Whistleblower Protection Policy was revised to remove references that might be interpreted as committing the District to abide by a Foundation policy. The Retention and Destruction of Documents Policy was developed by the attorney consulted.

Mr. Cilker moved that all four policies be accepted as presented; Ms. Gutierrez seconded and the motion passed unanimously.

VI. Requests for Foundation Funding

Ms. Cassidy reviewed the three requests received and informed the board that a fourth request would be presented for consideration in January from the EVC Library. The current proposals are: \$3435 to fund SJCC Chemistry faculty and student registration and travel for the national meeting of the American Chemical Society in San Francisco in March; \$7675 as a one-time operating grant for the

new EVC Art Gallery; and \$7000 for operating funds for the J.E.W.L. Oral History and Learning Institute.

Several general comments were made and will be incorporated into the guidelines posted for District staff earlier: most important is the need to more strongly stress our focus on Student Learning Outcomes as the main criterion in judging whether to make an award. There also needs to be presentation to the Board at the end of the funding period, which is envisioned as the academic year. There was a strong feeling that faculty travel should not be funded. Left unresolved was identification of a target annual budget for our grants as well as a management process.

Ms. Muindi suggested putting out a Request for Proposals in May before the end of each Spring semester, with a deadline of July 1. The board would then review and make awards at their July meeting and make funding available when classes begin for Fall.

Ms. Cassidy will rewrite the guidelines to incorporate board members suggestions and post them on the District Internet in the Foundation folder after circulating to board members by e-mail. She suggested that the board approve funding of \$1235 to cover student registration fees for the ACS meeting in March. Ms. Gutierrez made the motion to approve; Ms. Avery seconded and the motion passed unanimously. Ms. Cassidy will offer the Art Faculty and J.E.W.L. staff the opportunity to revise and resubmit their proposals for review in January.

VII. Approval of Closed Session Agenda

PUBLIC EMPLOYEE DISCIPLINE/DISMISSAL/RELEASE (Government Code Section 54957 (b))

VIII. Public Comment on Closed Session Agenda

There were no public comments.

IX. Recess for Closed Session to Consider and/or Take Action

X. Reconvene to Open Session

XI. Announcement of Reportable Action Taken in Closed Session

After a review of accounting needs, the board voted to employ Denise Willis for the period January 1 through September 30, 2010 and will review her contract again in September.

XII. Executive Director's Report

Ms. Cassidy had no report.

XIII. Adjournment

APPROVED: _____

Jeanine Hawk, Secretary/Treasurer