

**COLLEGE OF THE CANYONS FOUNDATION**  
**26455 Rockwell Canyon Road, Canyons Hall 160, Santa Clarita CA 91455**

**Executive Committee**  
**Meeting - Minutes**  
July 17, 2024 4:00 PM  
Canyons Hall 211

**Members Present:** David Andrus, JD (Interim Chancellor), Fred Arnold (Chair), Sharlene Coleal (Treasurer), Randy Moberg, Jeff Thomas, Steve Corn, Lisa Burke, Tamara Gurney, Shawna Mann, Jill Mellady

**Members Absent:** Gary Horton (Co-Chair), Brian Koegle

**Foundation Staff Present:** Jerry De Felice (Chief Development Officer), Desiree Dodd (Director of Development), Dylan Mahoney

**District Staff Present:** Dr. Edel Alonso (Board of Trustees President)

**Affiliated Guests Present:** Cindy Strom-Arellano  
**Guests:** Mike Lebecki

**1. PRELIMINARY FUNCTIONS**

**1.1 Call to Order/Establishment of a Quorum Fred Arnold**

Noting that a quorum had been established, Fred Arnold called the meeting to order at 4:03 PM on July 17, 2024.

**1.2 Comments by Members of the Audience NOT on the Agenda Fred Arnold**

Fred Arnold offered an opportunity for audience members to make comments. No comments were made.

**1.3 Approval of Meeting Agenda**

Fred Arnold requested a motion to approve the meeting agenda for July 17, 2024. – Sharlene Coleal stated we would table item 3.1. The agenda was approved as amended.

Motion to Approve: Randy Moberg                      Second: Jeff Thomas                      Voting Yes: David Andrus, JD (Interim Chancellor), Fred Arnold (Chair), Sharlene Coleal (Treasurer), Randy Moberg, Jeff Thomas, Steve Corn, Lisa Burke, Tamara Gurney, Shawna Mann, Jill Mellady

**1.4 Approval of Meeting Minutes**

Fred Arnold requested a motion to approve the meeting minutes from May 1, 2024

Motion to Approve: Steve Corn                      Second: Jill Mellady                      Voting Yes: David Andrus, JD (Interim Chancellor), Fred Arnold (Chair), Sharlene Coleal (Treasurer),

Randy Moberg, Jeff Thomas, Steve  
Corn, Lisa Burke, Tamara Gurney,  
Jill Mellady

Abstain: Shawna Mann

#### 1.5 Introduction of Executive Committee to new Interim Chancellor, David

**Andrus**

**Fred Arnold**

Executive Committee members and meeting guests introduced themselves to David Andrus. Dr. Edel Alonso, Board of Trustees President, made a statement regarding the recent departure of Dr. Dianne Van Hook as Chancellor. She stated that the current situation is very unfortunate, but that the Brown Act is clear that the Trustees cannot share what occurred during a closed session. She believes that everyone is trying to make the best of an unfortunate situation. Everyone around the table wants to do what is right for students, and that includes the Board of Trustees. Hopefully, everyone can work together toward that end goal. She shared that she spoke with Jerry De Felice last week to tell him that the Foundation is important to the College and to the District, and she hopes that we will not lose any members of the board or any donors. This institution is very important to this community, it's important to our students, and their families. Hopefully we can all keep our eyes on what's important, which is serving students and providing the funds to allow them to complete their education.

Fred Arnold stated that most people on the Board are there, in some way, because of Dr. Van Hook. He commended the group for showing up to the meeting and waiting to see what's next, and not taking the easy way out. We know there are a lot of questions and feelings, but he wants to thank everyone for coming because ultimately it's about student success.

Mike Lebecki (guest) stated that Foundations are the "in the trenches ambassadors" for the entities that they represent. That means that the members must understand what happened, because we are going to be asked and we will be expected to know the answer.

Dr. Alonso replied by saying that the decision was made very recently, but this did not happen because of one survey. There have been concerns for a very long time. There were lots of opportunities to discuss what those concerns were and reach an understanding and unfortunately, they did not come to be. There were efforts made by everyone to work things out, and she did not want it to come to this. She made it clear that the District supports the Foundation and acknowledged that the Board has the best interests of the students and the institution.

Other members of the Executive Committee voiced their opinions and concerns about the events that have occurred, as well as the lack of transparency from the Trustees.

David Andrus stated that he could not speak to the questions at hand. He can only say that he is duty-bound to do the best job he can and that he is not here to discount anyone's truth. He has listened to what was said and he has heard the concerns. He understands that this is hard on everyone in different ways. But he was called upon to do this because there is a belief that he has the trust of people in different groups (faculty, classified, administration). Not everyone, necessarily, but fairly significantly.

But, he admits that he does not have a lot of interaction with the Foundation Board, but he needs to. The Foundation's interests are important, and he stated his appreciation for everything the Foundation Board has done for the College of the Canyons. Separate from the events, her good work needs to go on in perpetuity. He stated he is here to do the good work for the students. He was selected because he does understand the multifaceted functionality of the business community, and so the philosophy going forward is to continue to move forward on what Dr. Van Hook built.

## 2. INFORMATION

### 2.1 **Foundation Bylaws**

**Jerry De Felice**

**Sharlene Coleal**

Jerry presented the changes to the bylaws. Changes include meeting quarterly instead of bi-monthly. He stated that meetings (6 Executive Committee, 6 Finance, 6 Full Board) plus the addition of many events, inhibit fundraising. We need to take the Foundation to new heights and turn it into a fundraising machine. He stated that if we continue to have this many meetings, it takes away time that we should be using to fundraise. He stated that he researched Foundations at other community colleges, and universities and found that most of those institutions have meetings quarterly. The changes also give us the flexibility to add meetings if necessary. After consulting with Sharlene, the attorney, Business Services, etc., it was decided that quarterly meetings make sense.

Sharlene then went through all proposed revisions, as listed below:

**All Sections:** Replace Corporation with Foundation

#### **Section 4.1 Number and Categories of Directors.**

- **Maximum number of Directors** - reduced the from 75 to 50. Some discussion was had on this point, and the maximum number was changed to 60.
- **Ex-Officio Directors:** Clarified "ex officio" status for District personnel and Foundation
  - Removed Executive Director title - Replaced with Chief Development Officer.
  - Updated Chief Operating Officer title by removing /Director of Operations.
  - Updated a title change... *"that does not involve a change in role, responsibility, or duties"* ...does not affect membership on the Board.

#### **Section 4.2 Appointment of Directors.**

- **Replace Board Development and Leadership Committee with Executive Committee.**
  - Clarify- recommendation by Executive to Board to appoint a new member based on a majority vote of "Board members present" at a Board meeting.

#### **Section 4.3 Term of Office**

- **Corporation Code 5220-Add** this reference to confirm the term is six (6) years. Directors may be reappointed by a majority vote of- added: "the Board members present ...at which a quorum is present.. " After some discussion, it was decided that at our next Full Board Meeting, we will vote to reappoint everyone (or perhaps anyone who has been on the Board more than 3 years) to the Board and start the clock anew. The Term limits are not in place to remove people from the Board, but rather to give people the opportunity to exit gracefully when their term is concluded.

#### **Section 4.5 Powers of Directions - Limitations (Cannot be Delegated to Board committees) - language in"" is new:**

- **Approval of any action** that requires approval by the "full" Board *"under California law applicable to Nonprofit Public Benefit Corporations ... "*

- **Filing of Vacancies** - on the Board or on any committee.
- **Fixing of Compensation** - for the Board or on any committee.
- **Amendment or Repeal of Bylaws**
- **Amendment or Repeal of any Resolution of the Board**- added "*unless by its express terms, the resolution is amendable or repealable by a Board committee*"
- **Appointment of Committees of the Board or Members Thereof**
  - **Expenditure of Foundation Funds to Support a Nominee for Director** - after there are more people nominated for director than can be elected.
  - **Approval of Any Self-Dealing Transaction** - added "*except as provided in California Corporation Code Section 5233 (d) (3).*"

#### Section 4.10 Resignation and Removal

- **Other Than Ex Officio -Must Attend three (3) meetings** - removed four (4) of the six (6)

#### Section 5.5 Annual Meeting

- **Meeting Time and Location** -
  - Removed - each year ... "*to nominate*"
  - Added - each year ... "*to elect new*" officers
  - Added "*Such meeting shall be held in June of each year at the Foundation principle office, or at such other place, date, and time as may be designated by the Board Chair.*"

#### Section 5.9 Quorum and Manner of Action - Clarification

- **Quorum – Board of Directors** – 25% of the number of members in office
- **Quorum – Executive and Finance** – a majority of members in office

#### Section 6.1 Officers

- **Ex Officio Officers (In the absence of the Treasurer or Secretary, the Chief Executive Office 11ay perform those duties)**
- **Foundation Chief Development Officer** - Serves as the Chief Executive Officer
- **District VP Business Services** - Serves as the Treasurer
- **Foundation Chief Operating Officer** - Serves as the Secretary

#### Section 6.9 Secretary

- **Duties** - ...*shall "prepare and post the agendas for all duly noticed Foundation Board, Executive Committee, and Finance Committee meetings and shall record and maintain ...the minutes of all meetings.*

#### Section 7.1 Board Committees

- **Committee Creation, Appointment, Responsibility** - The Board may "*create*" one or more committees, "*and appoint the members to each committee*" ... and delegate authority except ... "*to those matters described in Section 4.5 of these Bylaws.*"

#### Section 7.1 (b) Executive Committee

- **Added Duties:** "*Other duties will include (a) advising the Board on the skills and experience that should be required of potential Directors; (b) developing and recommending to the Board a set of Governance Guidelines; (c) developing standards by which the Board can annually review its own performance; and (d) undertaking such duties as may be delegated by the Board. The Executive Committee will meet periodically, as needed,..*"

#### Section 7.1 (c) Finance Committee

- **Meeting Frequency:** The Finance Committee will meet... "*periodically, as needed, and prior to the following matters being presented to the Executive Committee for approval or information..*"

#### Section 7.1 (d) Audit Committee

- **Members May Not Include:** Added...*Chief Operating Officer and Treasurer.*

#### Section 7.1 (e) Board Development and Leadership Committee - **Eliminated**

**Section 9.2 Contracts, Checks, Deposits, and Funds**

- **Board Delegates Authority** - Clarified language ... "to the Executive Committee to designate certain Foundation officer(s)... Removed "Foundation and District staff"

**Section 9.9 Amendment (of Bylaws)**

- **Approval Process:** "The amended Bylaws shall first be presented to the Executive Committee for approval and recommendation for approval by the Foundation Board" ...Then subject to review and approval by the District CEO.

The Executive Committee then had a lengthy discussion regarding the suggestion to have four (4) meetings each for Finance Committees, Full Board meetings, and five (5) meetings for Executive Committee. Jill Mellady expressed concerns that meeting quarterly would limit the ability of the Board to get things done, because there will be too much time between meetings and that it would be difficult to keep the Board Members engaged. Lisa Burke agreed with Jill and stated that in order to get business done we need additional meetings. Mike Lebecki also spoke in favor of keeping six (6) meetings, but making them more efficient and more fun. Steve Corn stated that he was in support of meeting more rather than less, and also to form a committee to see how we can make the meetings more engaging and efficient. Steve remarked "Let's take the opportunity to reengage with the Board now." Jeff Thomas stated that personally, he has a hard time making meetings during his busy seasons, and if he were to miss a meeting that would be 6 months between meetings, which would make things difficult. David Andrus stated he is all about outcomes and hates wasting people's time, and if people are getting together for a working meeting, then it has to be useful and have an outcome. Sharlene Coleal stated that she would like to make the format different but keep the number of meetings in order to keep the work moving forward. Jerry De Felice stated that Dr. Van Hook agreed with moving to 4 meetings. He mentioned that we communicate with each other often, but we need more warm introductions to raise money. He stated that he needs more time to get in front of people. Sharlene stated that section 5.3 has always said that the meetings need to be held quarterly. Cindy Strom-Arellano (Guest, Foundation Attorney) confirmed. Fred Arnold suggested that we have a Consent Agenda for many of the items so that things can get approved without having to discuss them, with the understanding that anyone can pull out an item for discussion and then have other items that allow for more interaction and discussion. In addition, he suggested combining some events (such as the installation dinner) with a short board meeting to get pressing items approved.

Fred called for a vote to recommend the revised bylaws to the Full Board.

Motion to Approve: Lisa Burke

Second: Jill Mellady

Voting Yes: David Andrus, JD (Interim Chancellor), Fred Arnold (Chair), Sharlene Coleal (Treasurer), Randy Moberg, Jeff Thomas, Steve Corn, Lisa Burke, Tamara Gurney, Shawna Mann, Jill Mellady

**3. APPROVAL**

**3.1 RESOLUTION – Roger Van Hook Raising the BAR Endowment**

**Jerry De Felice**

This item has been tabled for a later discussion.

#### 4. Adjournment

##### 4.1 **Adjournment**

The meeting was adjourned at 5:39 PM

**Fred Arnold**