



MEETING OF THE BOARD OF DIRECTORS

Monday, April 23, 2018 5:30 pm – 7:30 pm

Peralta Colleges District Board Room

333 East 8th Street, Oakland, CA 94606

Minutes

Directors Present: Jeffrey Chew, Pamela Emerick, Sydney Firestone, Edward McFarlan, Sean McKaig, Sbeydeh Viveros- Walton, Andreas Cluver, and Chancellor Jowel C. Laguerre, Ph.D

Directors Absent: William Riley, Ed. D, Linda Handy, Adam Sanchez, Christie Pitts, Michael K. Rich,

Others Present: Rowena M. Tomaneng, Timothy Karas, Tammeil Gilkerson

A G E N D A

Call to Order and Attendance – 5:35 pm. Call to order: Andreas Cluver.

Adoption of Agenda – Andreas Cluver (2 min.) *Motion required* Motion to adopt the agenda, *Edward McFarlan adopt the agenda, Jeffery Chew seconded*

Introductions- Everyone introduced themselves

Public Comment – No Public Comment.

Approval of Minutes for February 8, 2017 Board Meeting – Andreas Cluver *Motion required* M/S/C *Chancellor Laguerre/Sbeydeh Viveros-Walton /Motion Passed*

Finance Committee Report – Sydney Firestone

A. FY16-17 Financials Review

March finances had limited activity due to the postponement of the Golf Tournament to the next fiscal year. This means that there was no major fundraiser this fiscal year. The income highlights are related to the Oakland Promise which ultimately will be distributed under the authority of the district. With a full time Program Manager, part time bookkeeper which were filled in the past two months the finances of staffing will be more consistent. Presented the March finances, including the 80K contributed and committed by the chancellor that came through in April to cover the Interim Executive Director salary.

B. Audit FY15-16 Presentation Preview

This was the first year the Foundation used the same auditor as the District. Last week Nikki Lasley, Interim Executive Director, the Foundation's Treasurer Sydney Firestone and David Yang, Director of Fiscal Services to answer questions and revise the audit. Presented at this meeting was a draft of the audit and it was encouraged that board members read through it for typos or missing numbers in order to approve the audit for the next board meeting. Sidney mentioned this audit took way too much time and next year the Foundation should have a draft ready before or by December. Therefore she proposed that for next year the Foundation and the District audit occur in conjunction, as the Foundation and the auditor were new and transitioning in to the financial situation of the Foundation.

Andreas: Audit needs to change to 16-17

Executive Director's Report – Nikki Lasley

A. Events update

This is the first board meeting since the Golf Tournament was postponed, and instead there will be a September event in the evening. This was the right decision for the Foundation because there was not enough all around support. In the board meeting folder there are some recommendations for the September event. The September event at Sequoya Country Club is happening then at that time because the Foundation staff was able to deposit to cover an event in September. Nikki Lasley requested input and buy in from the board so that everyone will feel invested in the event and it's success. There was a verbalized need to work with a event planner to build commitment and contacts for the event, as well as think about the election year as a way to grow attendance.

A committee was formed to help support the dinner event efforts: Pamela Emerick and Sbeydey Viveros-Walton volunteered to join.

B. Fundraising and Development

Earlier today, all four colleges and the Foundation staff went to the Kapor Center to discuss a growing partnership between the community colleges and the TechHire Initiative. TechHireOakland is an effort to leverage the community College population in the east bay workforce which is a result of a huge analysis of tech companies spending and investment by the Kapor Center. They noticed that tech companies are working to expose middle schoolers and high schoolers, and some re-entry groups but they noticed a huge opportunity to meet a gap of community college students. This meeting was a call to action to have tech companies build apprenticeship opportunities to Peralta students, and support the work financially. Next month there will be an announcement from the tech leaders about their financial commitment in the fall. Next time a member of the board will attend a meeting with the Kapor Center.

Chancellor Laguerre, Nikki Lasley, and a high net-worth couple in Oakland are meeting to discuss their interest in hosting an event at their historically landmarked home.

The Foundation staff is working on creating with a Pro Bono designer to create an updated, tech savvy website. The board was asked to look at the new site, and send Nikki Lasley suggestions for changes. Once the website is finished the board will send a thank you note to the pro bono designer.

C. Scholarships

This Friday the 62 spring scholarships were distributed- over \$41,000. This amount is on par with the other community college foundations in the network. Facilitating the spring scholarship process has illuminated the fact that we are the only community college foundation who facilitates the scholarships this way and it is necessary to rethink our current scholarship process. For example, it would be beneficial to rethink how Peralta scholarships run and to align the program with FAFSA and college applications. A scholarship committee is formed: Jeffery Chew, and Sydney Firestone.

D. New Board Member Candidates

There are four board member candidates, and their biographies are in the board folder. William Wilson, Attorney for Auto Desk, Naomi _____, Investment, Rene VP of Marketing, and Rich from Kapor. The candidates will attend the next board meeting, and the current board will vote on the candidates. The by-laws state there should be 30 board members, but based on the various committees and commitment the board should be at 10 or 12. Then the board discussed Trustees and their place on the board- the chancellor highlighted that in the past for there were specific duties for them to perform, and they should rotate out as well. This also brings up questions around the relationship between the district and the foundation and who the members of the managing board of the foundation should be.

Then the board discussed regular members with term limits and how to transition folks out of the board who are not completing their duties as assigned. Nikki Lasley, Andreas Cluver and Sbeydeh Viveros-Walton volunteered to construct language around transitioning people out of the board.

VIII. President's Report – Andreas Cluver (15 min.)

A. Master Agreement and By-Laws Update

The last taskforce Master Agreement meeting occurred in Early March to discuss the draft that the legal counsel worked on and based on the need for the district attorney to participate and approve the master agreement and bi-laws there was an agreement to wait until the district attorney returns from leave. The connection between the bi-laws and the master agreement are linked and therefore it's challenging to approach them both. With that said, the bi-laws are very close to approval, but the Master Agreement needs to go through various bodies across the district for approval. Since 2003 the bi-laws were adapted and shifted. The master agreement task force agreed to have a meeting with the Vice President, President, Chancellor to talk about next steps.

Sbeydeh Viveros- Walton shared that pushing the master agreement discussion to the fall has implications on the budget and what the commitment is between the Foundation and the District. Right now, there is a one time agreement and commitment with the chancellor which was earmarked for the Executive Director compensation but there is not an agreement that leads to the next fiscal year. Therefore there needs to be a discussion about the dollar amount while the board approves the bi-laws.

Sydney Firestone stated that a small taskforce needs to meet about what the original intentions were of the master agreement and clearly communicate those intentions in the new agreement. Regardless, a budget is still necessary all that might change is the dollar amount. This is important because it will be hard to ask the chancellor for money without a budget. Nikki Lasley said she will have a budget put together midmay for the finance committee to look through.

The transition task force- Edward McFarlan, Sean Mckaig, Sydney Firestone, Sbeydeh Viveros- Walton, and Adreas Cluver will communicate about the next steps for the Foundation.

Sean; can we correc that communication to the other attorney instead of waiting for the usual attorney is supposed to come back in May. Would we be interested in hiring a nonprofit firm to get this through? Should we hire someone who will guide us through this process, and the trustees will have to approve by the district attorney so...

Nikki- right now, our timeline which was aggressive scalled for us to be done by a month ago, and this month we should've been sharing that draft with various scommittess of the four colleges, PCCD committee, all of that would have happened now so that when we get to midmay or so it would get to the trustees everyone would have seen it felt good about it, that's not going to happen so we loose the summer so it's not going to have the sense of urgency to make sure all the voices are there.

Start the process in the fall and hopefully get something ready for September/October, when going back to the previous master agreement that's exactly what happened dates april may and then it was signed was October. It would be great to get an attorney to look at it and not wait much longer so that we can at least be really ready to go as soon as folks are back and ready to start the process. I would hate to wait toil mid may and then actually get delayed... things happen. This is impartitive for the relationship to be solidified. How are we working toegheter these two entities how are we engaging other folkst o really push our organization forward. I can't go out without some clarity with the understanding.

Pam: I think anyone doing due diligence if they ask it falls apart and that's bad form fundamentally. I'm

not going to bring this to the Clorox foundation and that's not something I want to step in front of right now we need to get our act together, any serious contributor they are going to ask a couple questions and say yes, no.

Sydney: I don't know if its as big of an issue, the foundation will continue as exist

Alameda journal article?

WE are struggling a little bit to get the wheels moving and moving forward.

Spending too much time figuring this out when we should be going out into the world nad raising money. Driving and it's about the stability long term. Having a little bit of settle will help us

I think we have to have the district attorney because at the end they are going to need to prove it anyways.

Consensus: wait for the district attorney and with the district attorney and put something together as soon as possible.

Get on her calendar so that we can get something together in preson meeting to meet with District Attorney.

B. Summer Retreat

A summer retreat is an opportunity for new and current board members to work together, set a vision for the next year, and determine a direction. Two years ago there was a board retreat at Merritt, and the group accomplished a lot, and it was agreed that this is a moment where the Foundation is reinventing itself and the vision and it could be a good time to have one.

There will be a doodle poll sent out to determine the best date for the board retreat for sometime in June/July.

Then the board transitioned to discuss crafting a resolution to have the presidents as ex-officio board members. The presidents do not have to attend this meeting, and after there will be a closed session to discuss the contract with the Interim Executive Director, as if the contract will not be continued there the Interim Executive Director will need to plan accordingly. Therefore the date in which a decision needs to be made is June 1st.

The agreement was to have a closed session on May 21st, 5:30-7:30pm.

Next Meeting Date – June 14, 2018 | 5:30pm-7:30pm

VII. Announcements – All (5 min.)

Sbeydeh Viveros-Walton will continue her duties as President. the end of the month as normal. Thank you, Andreas for stepping in as president.

VIII. Call for Adjournment –*Motion Required M/S/C Sydney Firestone/Ed McFarland/Motion Passed*