

**West Hills Community College Foundation**  
**9900 Cody Street**  
**Coalinga, CA 93210**

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**MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS**

**July 15, 2009**

This Special meeting of the Board of Directors of the West Hills Community College Foundation was held on July 15, 2009, at the West Hills Community College District Board Room.

**Call to Order**

The meeting was called to order by President Ernest Drewry at 10:00 a.m. and a quorum was established. Frank Gornick led the Board of Directors and audience in the flag salute.

Board of Directors Present:

Ernest Drewry, President, Community Director  
Don Forth, Vice President, Community Director  
Brad Gleason, Community Director  
Edna Ivans, Trustee Director  
Nancy Oliveira, Community Director  
Nina Oxborrow, Trustee Director  
Bill Pucheu, Community Director  
Marc Scott, Community Director  
Ann Stone, Secretary, Community Director  
Willard Lewallen, Staff Director  
Don Warkentin, Staff Director

Board of Directors Absent:

Sheilah, Kreyenhagen, Community Director  
Leonard Falter, Community Director  
Oscar Sablan, Community Director  
Ken Stoppenbrink, Chief Financial Officer

Other Present:

Frank Gornick, Chancellor  
Rick Post, Interim Executive Director, West Hills Community College Foundation  
Monica Santino, Foundation Secretary  
Tina Souza, Foundation Secretary

Public Comments

There were no public comments

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**Action Items**

**2.A.** Consideration of nominations for new officers for West Hills Community College Foundation Board of Directors 2009-2010.

Community Director Gleason stated, he would like to withdraw his name from the Nomination of Officers for Vice President.

Community Director Pucheu stated, he would like to withdraw his name from the Nomination of Officers for President.

Mr. Marc Scott moved to approve the slate Board officers for 2009-2010 as follows: Ernie Drewry – President, Don Forth – Vice President, Ann Stone – Secretary and Leonard Falter – Chief Financial Officer, motion seconded by Dr. Willard Lewallen, and carried unanimously.

**2.B.** Consideration of the proposed West Hills Community College Foundation Bylaws

Dr. Post provided some background as to the need for revising the Foundation's bylaws and stated that in the first meeting of the Board of Directors that he attended at the end of March, it was apparent that the Foundation Bylaws needed to be revised in order to be compliant with state law and he took it upon himself to do so. Dr. Post mentioned that the West Hills Community College Foundation is not unique and that the Foundation Board falls under the laws of the State of California and the Foundation Board operates within the organizational structure of the District and under the authority of its governing Board. Post also discussed that the West Hills Community College District provides either direct or in-kind funding for Foundation, including providing office space, staff, copying, accounting and marketing services, etc. Dr. Post stated that the proposed bylaws insure that the Foundation is in compliance with state law as well as providing for the future growth of the Foundation.

*Note: Listed below are the proposed Section numbers with corresponding proposed changes/revisions and discussion, if any.*

**1.1 Name**

The name of this organization is the West Hills Community College Foundation, hereinafter called Corporation, is an auxiliary of and operates solely pursuant to the authority provided to it by the West Hills Community College District, hereinafter called District, which is a political subdivision of the State of California.

Dr. Post discussed with the board that he wanted them to understand that the Foundation is legitimate and operating as an auxiliary of the District.

## **2.1- Objective, Purpose and Activities**

The specific purpose of this Corporation is to engage in the solicitation, receipt, and administration of property and, from time to time, to disburse such property and the income there from, to, for the benefit of, West Hills College Coalinga, West Hills College Lemoore, the North District Center in Firebaugh, West Hills College NAS Lemoore and any other District affiliated learning centers that may exist within the District for cultural, educational, and community service purposes.

Mr. Gleason stated to the Board that he was under the impression that the Foundation was not in the real estate business.

Ms. Oxborrow stated that the Board needs to consider guidelines for purchasing property.

Dr. Post stated that the proper place for this discussion would be in an Investment committee and that the investment policy should be reviewed.

## **3.1- Number**

This Corporation shall be administered by a Board of Directors consisting of a minimum of 15 persons and a maximum of 21 persons. At least sixty percent (60%) of the Board of Directors shall be Community Directors, who shall be elected pursuant to the procedures outlined in Article 3.3(e). All business of the Corporation be conducted in accordance with the Ralph M. Brown Act. (Section 54590 et seq. of the California Government code.)

Discussion followed as to the appropriate minimum and maximum number of Directors.

Mr. Gleason asked about the number of current directors. Dr. Post stated that we currently have 16 members.

Mr. Pucheu asked “If we fall below the (proposed) minimum number is “the Board frozen” ?. Dr. Post explained that should Board membership fall below the minimum, there is a provision for immediately filling a vacancy and that given its meeting schedule, the impact on the Board should be minimal.

Mr. Forth asked if we currently have a quorum problem. Dr. Post answered we do not.

Dr. Post went on to emphasize that the Foundation Board needs to have a good representation of the communities we serve through a majority of Community Directors and that Community Directors should reflect the communities they represent. Staff directors are also important to maintain an open line of communication between the Foundation and the colleges and staff within the District.

Dr. Post stated that Mr. Forth, Mrs. Stone and Mrs. Kreyenhagen have all indicated that they have persons interested on serving on the Board.

### **3.3b- Designation of Directors and Tenure**

The Chancellor of the District and Vice Chancellor of the District shall serve as non-voting, ex officio members of the Board of Directors.

Dr. Post stated that it is important to maintain a direct line of communication with the District Chancellor and Vice Chancellor, but that they should be non-voting members of the Board.

### **3.3c**

The College Presidents shall serve as two (2) of the total number of staff Directors and shall serve as a director so long as employment is continued with the District.

### **3.3d**

The remaining Staff Directors shall be appointed by the Chancellor of the District and shall serve until the earlier of: (1) he or she ceases to be employed by the District; or (2) until the appointment of a successor by the Chancellor. Staff Directors shall be appointed until the total number of Staff Directors plus Trustee directors constitutes at least forty percent (40%) of the total number of the Board of Directors.

### **3.3f**

The Executive Director shall direct the daily operations of the Foundation and shall be a non-voting, ex officio member of the Foundation Board.

Dr. Post stated that we need to clarify that the Executive Director is a non-voting member of the Board, but give him/her legitimate authority to attend all Board meetings and any closed sessions of the Board.

### **3.4- Terms of Office**

Each director shall hold office for the term set forth in section 3.3 above or until his or her death, resignation, disqualification or removal, whichever occurs earlier. Directors may hold subsequent terms.

Dr. Post discussed with the board that adding the disqualification allows for the removal of a Director should they have an economic interest with the Foundation.

Mr. Pucheu asked, "Who makes that judgment". Dr. Post responded that the Bylaws clearly state that no Director shall have an economic interest in the Foundation and the Foundation Board would determine if an interest exists.

### **3.6- Removal**

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Trustee Directors may be removed by the vote of a majority of the Trustees of the District. Staff Directors may be removed at the will of the Chancellor of the District. Community Directors may be removed by a majority vote of the Board of Directors.

### **3.7- Vacancies**

Vacancies on the Board of Directors shall be filled in accord with Section 3.3. Provided, however, no person may serve as director until qualified in accordance with the provisions of Section 3.2. As soon as is practicable, but no later than 30 days, after the death, resignation, disqualification or removal of a Trustee Director, a meeting of the Board of Trustees of the District or by a nomination, as applicable, shall be duly called for the appointment of the successor director. Where a Staff Director has died, resigned, been disqualified or been removed., the Chancellor of the District shall appointment a successor director.

If any vacancy results in the minimum of the directors falling below fifteen (15), said vacancy shall be filled within thirty (30) days of the declaration of vacancy.

### **3.8 through 3.12**

Dr. Post commented that there were no changes to these sections at this time.

### **3.13- Non- Liability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation within the scope of performance of their duties as director.

### **3.16- Disqualification and Restriction regarding interested Directors**

Notwithstanding any other provision of these Bylaws, no Director nor an Officer of the Corporation (or their spouses or their relatives by blood or marriage) may engage in any transaction or business relationship with the Corporation that results in such person or persons receiving an economic benefit of any kind or nature whatsoever from the Corporation which does not comply with the law of the State of California. Any such person as described above shall be deemed an interested Director or Officer.

An interested Director or Officer, or anyone with an interest as defined above that is Nominated for membership on the Board of Directors, shall be disqualified and shall not be eligible to serve on the Board of Directors and their existing position on the Board of Directors shall be declared vacant by the President of the Board.

### **4.1- Place of Meetings**

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Regular and special meetings shall be held at the principal office of the Corporation unless otherwise provided by the Executive Director or at such place within the boundaries of the territory of the District over which the Corporation exercises jurisdiction subject to the exceptions provided under the Ralph M. Brown Act. Notice of such meetings shall be given in accordance with the Ralph M. Brown Act (Section 54950 et seq. of the California Government Code.)

If, by reason of fire, flood, earthquake, or other emergency, it shall be unsafe to meet in the place designated, the meetings shall be held for the duration of the emergency at the place designated by the President of the Board or his or her designee in a notice to the local media that have requested notice pursuant to Section 54956, by the most rapid means of communication available at the time.

#### **4.2- Organizational Meeting**

The first Board of Directors may at any time hold an organizational meeting at which the Board of Directors shall elect a President, a Vice President, a Secretary and a Chief Financial Officer and may elect such subordinate officers as they may determine, none of whom need be a director of the Corporation. Unless provided otherwise in the Articles of Incorporation of the Corporation or these Bylaws, any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or Chairman of the Board of Directors. Notice of such a meeting shall be given in accordance with California law.

#### **4.3- Regular and Annual Meeting**

Regular meetings of the Board of Directors shall be held at least bi-monthly on such date and time and at such location as is established by resolution of the Board of Directors. Notice of such meetings shall be given in accordance with the Ralph M. Brown Act. (Section 54950 et seq. of the California Government Code.)

#### **4.4- Special Meetings**

Special meetings of the Board of Directors may be called by the Executive Director, the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at such place within the boundaries of the territory of the District over which the Corporation exercises jurisdiction subject to the exceptions provided under the Ralph M. Brown Act. (Section 54590 et seq. of the California Government Code.)

Dr. Post stated that the Foundation Board and its committees cannot just meet anywhere it chooses because there are designated places that the Foundation Board is authorized to meet, but the Brown Act also provides exceptions to the requirement that all meetings take place within the territory over which the Board has jurisdiction.

#### **4.5- Notice of Meetings**

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At least seventy-two (72) hours before a regular meeting an agenda shall be posted containing a brief description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. For special meetings, notice must be given twenty-four (24) hours in advance to those who request such notice.

Dr. Post stated that the agendas are posted on the website, at the meeting locations, at West Hills College Lemoore, at West Hills College Coalinga, at the West Hills College District Office and at the West Hills College North District Center.

#### **4.7- Quorum for Meetings**

A quorum shall consist of fifty-one (51%) of the Board of Directors as it is constituted as of the date of such meeting. Any meeting at which a quorum is initially present may continue to do business until adjournment notwithstanding the withdrawal of Directors to leave less than a quorum. Every item acted upon or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. No proxy is permitted.

Dr. Posted stated that he deleted everything that was in violation of the Brown Act.

#### **4.9- Adjournment**

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place for holding an adjourned meeting shall be in accordance with the Ralph M. Brown Act. (Section 54950 et seq. of the California Government Code).

#### **4.11- Meeting By Telephone, Video or Other Form of Communication**

Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment.

Dr. Post stated that under the Brown Act we are able to have a phone conference as long as we give 72-hour notice that we are doing so.

#### **5.1- Members**

This Corporation shall have no members other than Directors and officers.

Dr. Post stated that we do have members of the West Hills Community College Foundation Board.

## **6.2- Qualifications, Elections, and Term of Office**

Each officer shall hold office for one year, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Officers may serve consecutive terms by approval of a majority the Board of Directors, however, no officer shall hold the same office for more than three (3) consecutive terms. Newly elected officers shall assume their responsibilities immediately following the annual meeting.

Mr. Pucheu stated could you waive these terms of election.

Dr. Post stated yes you could with a new person in their place.

## **6.3- Removal and Resignation**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President, Executive Director or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **6.4 through 6.8**

Dr. Post commented that there were no changes to these sections at this time.

## **6.9 Duties of Executive Director**

Discussion of the duties and responsibilities of the Executive Director resulted in the recommendation that the last paragraph of this section include a provision that the Executive Director will be responsible for reporting activities and functioning of the Foundation to the Board of Trustees.

There was a concurrence of the Board members and Dr. Post revised the section to read as follows:

“The Executive Director shall served on the Board as a non-voting, ex officio member and shall be responsible for reporting the activities and functioning of the Foundation Board to the Board of Trustees.”

There was also a request that all members of the Board receive the current job description of the Executive Director. Dr. Post indicated that he would send out the job description via email within the week.

### **7.1- Compensation**

Directors and Officers shall serve without compensation except that any director or officer may be reimbursed for expenses duly incurred in the performance of their duties as directors or officers of the Corporation, upon approval of the Board of Directors.

Dr. Post discussed with the Board of Directors that there are approval processes that you go through to have reimbursements paid back to you.

### **8.5- Statement of Investment Policy, Objectives and Guidelines**

The Investment and Finance Committee will review the statement of investment policy quarterly and make changes as needed. The investment policy, objectives and guidelines shall be reviewed by the Board of Directors each year at the annual meeting.

### **9.1- Conduct of Meetings**

All committees, except for Ad Hoc committees, will be noticed and conducted in accordance with the Ralph M. Brown Act.( Section 54950 et seq. of the California Government Code.) At least seventy-two (72) hours before a committee meeting, except Ad Hoc committee meetings, an agenda shall be posted containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session.

### **9.2- Executive Committee**

The Executive Committee shall consist of the President, Vice President, Chief Financial Officer, Secretary, Chancellor of the District, Vice Chancellor of the District, the Executive Director of the Corporation, the Chair of the Resource Development Committee, the Chair of the Investment/Finance Committee and up to three other Directors of the Board selected by the Board President and approved by the Board. Executive Committee members shall be limited to two consecutive one-year terms, except when such limit would preclude a Board Officer, the Chancellor, Vice Chancellor or a named Committee Chair from serving on the Executive Committee. The Executive Committee shall meet regularly throughout the year and serve as an advisory group to the President and the Board of Directors.

### **9.3- Investment and Finance Committee**

The Investment and Finance Committee shall consist of five members and one alternate member appointed by the Board President. The Investment Committee terms of office shall be for three years. No member shall serve more than two 3-year terms without a lapse of at least one year. Any vacancy shall be filled by appointment of the Board President.

Mr. Gleason suggested that the CFO should be a member of this committee. There was a concurrence to this suggestion among the other members of the Board.

Dr. Post stated that he would revise the proposed bylaws to include the CFO as a required member of the Investment and Finance Committee. The first sentence of Section 9.3 would read as follows: The Investment and Finance Committee shall consist of five members, one of whom shall be the Chief Financial Officer of the Board.

#### **9.4- Nominating Committee**

The Nominating Committee shall consist of seven Directors, three of whom shall be nominated by the Board President; and four of whom shall be nominated by the Board of Directors. All seven members shall be elected by the Board of Directors. The Directors serving on this committee shall elect a committee chair. The Nominating Committee terms of office shall be for three years. No Director shall serve more than two 3-year terms without a lapse of at least one year. Any Nominating Committee seat becoming vacant due to the 3-year term limits shall be filled by appointment of the Board President. The current President cannot be a member of the Nominating Committee.

The Committee will work throughout the year to identify a pool of potential new Directors for review and consideration. They will present those selected from the pool as recommendations to the full Board for action when appropriate. At the Board meeting, the President shall direct the Nominating Committee to prepare a slate of officers for the coming year. All candidates for office will have declared their intention to serve, if elected. The slate shall be presented at the Board meeting, and will be voted on at the annual Board meeting in September.

#### **9.5 –Resource and Development Committee**

The Resource Development Committee shall provide leadership, oversight and guidance to the Foundation's resource development efforts and will consist of no more than six Director members and one staff development officer. The Development Committee Chair shall serve a three-year term and be appointed by the Board President, with the advice of the Foundation's Executive Director. The appointment shall be approved by the Executive Committee. The Chair may serve no more than two consecutive terms but may be reappointed as Chair after a one year lapse.

Committee members shall serve no more than two terms of three years without a lapse of at least one year before reappointment. The Resource Development Committee shall meet monthly or on an as needed basis. It will report to the Board at the regular meetings of the Board.

Dr. Post stated we should be involved in planned giving and capital campaigns

### **9.6- Standing Committees**

Each of these may include persons who are not Directors of the Board.

### **9.7- Ad Hoc Committees**

The Corporation shall have such other committees as may from time-to-time be designated by resolution of the Board of Directors for the purpose of assistance with planning and events. The following committees may meet frequently but are considered Ad Hoc committees: Golf tournament, Planned Giving and Events. Such other committees may consist of persons who are not also members of the Board (i.e. non-directors).

### **10.1 through 14.1**

Dr. Post commented that there were no changes to these sections at this time.

Mr. Warkentin suggested that in 5.1 of the Bylaws an Investment Committee could look into an audit Company for the West Hills Community College Foundation.

Dr. Gornick stated as long as it is consistent with the Brown Act Laws.

Ms. Stone raised the issue of the recent Executive Director issue. Discussion followed concerning the Foundation Boards authority to make decisions relative to the employment of staff.

Mr. Gleason asked if we would be able to hire our own employees if we raise our own money. Dr. Post stated that the organizational structure is such that you follow the money. Currently funds for staff wages and benefits come from the District. The Foundation should be able to grow and if and when the Foundation has sufficient resources to pay for the salary and benefits of its staff, the Foundation should be able to make those decisions.

Mr. Gleason stated that given the fact that the Board cannot employ anyone without the approval of the Board of Trustees, the term “and employees” should be removed from Section 3.9 – Duties ((of the Board of Directors) under sub-sections 3.9 (b) and 3.9 (c). There being concurrence of the members of the Board, Dr. Post stated that he would make those changes to Section 3.9.

Mr. Pucheu stated that there is nothing in the Bylaws that states how money is being raised for scholarships.

Dr. Post discussed that we have committees that meet and decide how our money is to be separated and spent.

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Mr. Gleason asked if it falls on the Foundation if scholarship money is spent incorrectly. Dr. Post answered that we have scholarship committees that the Foundation sits on that decide how the scholarships will be awarded.

Dr. Lewallen stated the Foundation does more than just scholarships.

Mr. Gleason stated is the Foundation always under the Board of Trustees and does the Foundation have to ask for permission from the Board of Trustees to do everything.

Dr. Post stated that he reports to the Board of Trustees regarding what the Foundation is doing, but he does not ask for permission to do things in the Foundation.

Mr. Gleason discussed how does the Foundation know when the Board of Trustees approves things. Dr. Post stated if things are not approved the Board of Trustees will let him know and he would report this to the Board.

Dr. Post stated that he serves under the authority of both the Foundation Board and the Chancellor. While his immediate supervisor is the Chancellor, the Foundation Board also evaluates his performance based upon his goals and objectives.

Mr. Pucheu stated that in the Bylaws nothing is stated on what role the Foundation has in raising funds for functions. Dr. Post stated that the Foundation should receive a report from the Executive director on funds that are raised in the Foundation.

On a motion by Dr. Lewallen, seconded by Dr. Forth, and carried unanimously, the Board approved the proposed revised West Hills Community College Foundation Bylaw including the changes made today as indicated above.

### **Announcements and Upcoming Events**

The next annual meeting of the West Hills Community College Foundation Board of Directors meeting will be held on Wednesday, September 16, 2009 at the North District Center, Firebaugh at 10:00 a.m

### **Board of Directors Comments and Requests**

Dr. Post handed out his goals and proposed 2009-2010 Goals and Objectives and asked for the members of the Board to send their comments or suggestions to him over the next few weeks. He stated that his current contract with the District expires September 30, 2009.

Dr. Gornick stated that the District has a one year window to keep an interim executive director and then the District will conduct a search or can ask for a one year exemption due to "special circumstances".

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Dr. Post stated that the alumni activities grant currently has \$30,000+ set aside for a Director of Alumni Affairs which is included under the duties of the Executive Director of the Foundation.

**Adjournment**

There being no further business before the Board of Directors, the meeting was adjourned at 12:45 p.m.

/ms