



IRVINE VALLEY COLLEGE

**MINUTES OF THE BOARD OF GOVERNORS – IRVINE VALLEY COLLEGE FOUNDATION
HELD AT QUAIL HILL COMMUNITY CENTER
ON FRIDAY, JULY 7, 2017 AT 9:10 AM**

A meeting (the “Meeting”) of the Board of Governors for the Irvine Valley College Foundation (“Board of Governors”) was held at 9:10 AM PST on Friday, July 7, 2017 at Quail Hill Community Center, 39 Shady Canyon Drive, Irvine, CA 90263. The following Board of Governors members were present constituting a quorum:

William Crosby	Jeannie Luong
Michael Drennen	Al Rajput
Peter Gluck	Stephen Rochford
Lisa Greenberg	Glenn Roquemore
Bill Hewitt	Keith Shackelford
Barbara Jay	William Woollett
Dean LeBeau	Betty Jo Woollett
Tammy Livingstone	Samantha Zan (ASG of IVC)

The following Board of Governors members were not present: David Barnhill, Robert Chow, Cynthia Gray-Lenahan, Damien Howard, David Martin, June McLaughlin, Brandon Moody, Maria Nunez, Rod Pierce, Stephen Prince, Eric Roark, Arie Shen, and Bob Vu.

Julie Scholl, Interim Development Assistant served as meeting secretary.

Present, by invitation were Elissa Oransky, Executive Director of the Irvine Valley College Foundation (“IVC Foundation”), Karen Orlando, Director of Annual Giving/Development Services and Karen Martin, Development Associate, Diane Oaks, Executive Director of Marketing and Creative Services, Eric Johnson, Finance Committee member and Kathy Schmeidler, biology faculty.

PUBLIC COMMENT

None.

BYLAW CHANGES

Kathy Schmeidler reviewed the recommended changes. After discussion and upon motion duly made by Bill Hewitt and seconded by Stephen Rochford, the Foundation Board of Governors

approved the recommended bylaw changes with the provision that the following sections be rewritten and that all other related changes will be presented to the Board of Governors for approval at the next meeting:

Article VII, Section 3 (C)

Article VIII, Section 2 (F)

Article X, Section 3

(Recommended changes attached)

The meeting was adjourned at 10:47 AM PST on July 7, 2017.

Article VI, section 7 Notice of Meeting

Current Text: (A) Notice of the date, time and place of any meetings of the Board of Governors and the Executive Committee shall be given by written notice **at least seventy-two (72) hours before the time set for the meeting.** The business to be transacted at any meeting of the Board shall be specified in the notice. If and when California Government Code Section 54950 *et seq.* (the “Brown Act”) shall apply to any meeting held by the Foundation, the Foundation shall comply with the requirements of the Brown Act.

Recommendation: Add highlighted text.

Article VII, section 3, (D) Special and Ad Hoc Committees

Current Text: ~~Special and Ad Hoc~~ **Other/ Temporary** Committees

Other ~~special or ad hoc~~ Board or Advisory committees may be ~~appointed~~ **established** by the Board ~~Chair~~ **President** with the concurrence of the Board of Governors for such tasks as circumstances warrant. Such ~~special or ad hoc~~ committees shall limit their activities to the accomplishment of the task for which they were created and ~~appointed~~ **established**, and shall have no power to act except as specifically conferred by action of the Board of Governors. Upon completion of the task for which ~~appointed~~ **established**, such ~~special or ad hoc~~ committees shall stand discharged.

Recommendations: Add highlighted text and remove strikethrough text.

Recommended Text: Other/ Temporary Committees

Other committees may be established by the Board President with the concurrence of the Board of Governors for such tasks as circumstances warrant. Such committees shall limit their activities to the accomplishment of the task for which they were created and established, and shall have no power to act except as specifically conferred by action of the Board of Governors. Upon completion of the task for which established, such committees shall stand discharged.

Article VIII, section 2 (F) Treasurer/Chief Financial Officer

Current Text: Treasurer/Chief Financial Officer

The Treasurer shall be the chief financial officer of the Foundation and shall have, with the assistance of staff, the custody and oversight of all the funds of the Foundation. ~~The Treasurer shall keep full and accurate account of all receipts and disbursements of the Foundation and of all assets of the Foundation in books belonging to the Foundation, which shall be open at all times to the inspection of the Board of Governors, and shall from time to time make such reports to the Board of Governors as it may request. The Treasurer, in conjunction with the Chancellor of the District or his designee, shall be responsible for causing to be kept all books and records or accounts of the financial transactions and affairs of the Foundation.~~ Additionally, the Treasurer will chair the Finance Committee.

Recommendation: Remove strikethrough text.

Recommended Text: Treasurer

The Treasurer shall be the chief financial officer of the Foundation and shall have, with the assistance of staff, the custody and oversight of all the funds of the Foundation. Additionally, the Treasurer will chair the Finance Committee.

Article X, section 3 Distribution of Assets

Current Text: Upon the ~~winding up and~~ dissolution of the Foundation, after paying or adequately providing for the debts and obligation of the Foundation, the remaining assets shall be distributed to a nonprofit ~~fund, organization or~~ foundation, ~~or corporation~~ which is organized and operated exclusively for charitable, ~~and/or~~ educational, ~~religious and/or scientific~~ purposes, ~~honoring donor intent to the fullest extent possible,~~ and which has established its tax exempt status under section 501 (c) (3) of the internal Revenue Code, ~~which shall be the District.~~

Recommendations: Add highlighted text and remove strikethrough text.

Recommended Text: Upon the dissolution of the Foundation, after paying or adequately providing for the debts and obligation of the Foundation, the remaining assets shall be distributed to a nonprofit organization or foundation which is organized and operated exclusively for charitable; and/or educational purposes, honoring donor intent to the fullest extent possible.