

THE FRIENDS OF CHABOT COLLEGE
Board of Directors • SPECIAL MEETING
Wednesday, January 18, 2017 • 12:00 p.m.
Chabot College • 25555 Hesperian Blvd. • Hayward CA • 94545
Board Room • Building 200

MINUTES

Members Present

Chair Mark Salinas
Vice Chair/Secretary Pat Gacoscos
Chief Sheryl Boykins
Ms. Marita Cheng
Dr. Hal Gin
Ms. Melinda Matsuda
Dr. Susan Sperling
Mr. O Bray Van Buren

Guests Present

Dr. Jannett Jackson, Chancellor for CLPCCD
Dr. Matthew Kritscher, Vice President of Student Services and acting CFO
Ms. Yvonne Wu Craig, Director of Grants

1. Call to Order – Chair Salinas

Chair Salinas called the meeting to order at 12:18 p.m.

2. Roll Call – Vice Chair/Secretary – Vice Chair/Secretary Gacoscos

Chief Sheryl Boykins was not present during roll call, but joined the meeting at 12:35pm.

Chair Salinas informed the Board that President Sperling's report would explain the reasons behind the Measure A campaign checks being initiated.

3. President's Report – President Sperling

President Sperling thanked Chancellor Jannett Jackson for attending. She informed the Board that she has appointed Dr. Matthew Kritscher, acting CFO and Ms. Yvonne Wu Craig, Director of Grants to serve on the Foundation Board of Directors.

President Sperling shared that she first became aware of the check signatory issue on November 7, 2016. The Board was asked to look at the handouts provided.

- *Instructions to Dr. Ochoa and VP Walter.* Handout 1- details an email from President Sperling sent on November 7, 2016 to both Dr. Ochoa and Dr. Walter. In the email there is mention of the Osher funds and who the signatory was on the Foundation checks that were issued out of the Foundation, Osher account. President Sperling expressed that they present a joint "Financial Protocols and Practices Report" at the December Board meeting that addresses the matters of signing protocols and other internal controls. They were asked to include it in the agenda for the December Board meeting.

President Sperling mentioned that she didn't receive a response from either Dr. Ochoa or Dr. Walter after she sent the email. Chancellor Jackson explained to the Board that the Osher Fund is an external nonprofit foundation. The Friends of Chabot College Foundation receives the money from the Financial Aid Director and deposits it into the Foundation's Osher account as a holding place for bookkeeping purposes.

- *Dr. Ochoa's Letter to Friends of Chabot College Board* (dated- December 7, 2016) Handout 2- details an email from Dr. Ochoa to the Foundation Board of Directors informing them of two outstanding checks (#1120 and #1121) made payable on May 23, 2016 to the "Friends of Chabot and Las Positas Colleges- Yes on A" political campaign fund in the amount of \$5,000 each for a total of \$10,000. In the email Dr. Ochoa also mentioned that the Board of Directors voted not to make a contribution using Foundation money, and instead the members committed to making individual, personal contributions, and to soliciting funds from other sources to support Measure A. The email concluded by reminding the Board that during the Board meeting earlier in the day VP for Administrative Services and CFO to the Foundation Dr. Carla Walter promised to investigate the matter and provide Chair Salinas with her findings by phone no later than December 8, 2016.

After reviewing this document President Sperling pointed out that according to the General Ledger the status of the Measure A checks in question shows processed but never cashed. Chief Boykins asked why the request for the check disbursement was never brought to the Board's attention. Chancellor Jackson explained that the request was made directly to President Sperling who is responsible for the Friends of Chabot College Foundation where the District Foundation is her responsibility. Chancellor Jackson shared that the District and Las Positas Foundations have already made donations to the campaign and The Friends of Chabot College Foundation did not make a contribution to the Measure A campaign.

- *Voided Check Documentation *Final accounts of donations received by "Yes on Measure A"* Handout 3- detailed correspondence provided to the Board for review. In the handout provided there is documentation from June 30, 2016 showing check #1120 and check #1121 were voided.

President Sperling stated that there was a clear communication lapse. Chancellor Jackson was asked by the Measure A campaign to donate \$10,000 from the District and the Colleges. Chancellor Jackson shared that she asked both the District and College Foundations to donate the \$10,000 after she received legal guidance from the Bond counsel and Legal counsel. The timeline for the donations to be made to the Measure A campaign was only 7 weeks; Dr. Walter prepared the Measure A checks with the intention that the Friends of Chabot College Foundation would fundraise the \$10,000 which would be disbursed from the Foundation's account.

Dr. Gin shared that his concerns were that the checks were written and the Executive Director for the Foundation was not aware. Chancellor Jackson suggested having a Board training session on the Master Agreement. Chair Salinas asked if it would be possible to have a Board member be a signatory on the Foundation checks. President Sperling mentioned that should be an amendment clause added to the Master agreement that has the Board Chair as a signature approver. The Board agreed to have

Dr. Kritscher, Chair Salinas and President Sperling as the check signatories for the Foundation.

Chair Salinas asked if there were any objection to moving on to the next agenda item. The Board had no objection.

4. College Appointments to Board (2017) - President Sperling

President Sperling appointed for Board approval the acting CFO, Dr. Kritscher and Director Wu Craig to the Foundation Board of Directors. Dr. Kritscher will take responsibility to work with the Board on the Bylaws and Master Agreement and Director Wu Craig will help with the endowment for Hispanic Serving Institution (HSI Grant) and to keep the board informed of college initiatives such as, College Promise and Guided Pathway initiatives.

Motion to approve Dr. Kritscher and Director Wu Craig as Foundation Board of Directors was moved by Vice Chair Gacoscos, seconded by Ms. Marita Cheng, Motion passed unanimously with 8 Ayes, 0 Nays, and 0 Abstentions

5. Executive Director for Foundation – President Sperling/Chair Salinas

- **Next Steps**

President Sperling informed the Board that she hopes to have the Executive Director position posted on the website soon. The Board of Directors will be involved in the hiring and screening process.

Chancellor Jackson shared that she would like to move quickly on the Executive Director and asked the Board to appoint members for the hiring committee. Chair Salinas and Ms. Melinda Matsuda volunteered to be on the hiring committee.

Motion passed unanimously to approve both Chair Salinas and Ms. Melinda Matsuda to serve on the hiring committee with 8 Ayes, 0 Nays, and 0 Abstentions

6. Audit/Taxes – Chair Salinas

Chair Salinas shared that the Audit is awaiting approval and will work closely with Dr. Kritscher on the signing of the tax documentation. Ms. Marita Cheng suggested that two people be responsible in all bank communication; Dr. Kritscher and Chair Salinas agree to have discussion with the Board of Directors before making any changes with the Bank.

Chair Salinas adjourned the meeting at 2:16 p.m.

Pat Gacoscos Vice Chair/Secretary

Minutes prepared by Ms. Aubrie Ross

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