



Date: Saturday, February 1, 2020
Time: 9 am
Location: Nadel Architects, 1990 S. Bundy Drive
Present:

☒ D. Crippens

☒ R. Farrell

☐ C. Hannan

☒ B. Tseng

Staff: Iris Caplan

Guests: Sue Blumenfeld, Susan
Afriat, Susan Pollack, Dr. Andrew
Jones

☒ J. McDowell

☒ D. Campos

☒ H. Nadel

☒ G. Pérez

☒ P. Chavez

☒ V. Reyes

☐ Claudia Lima

I. Meeting Convened: The Foundation Board meeting was called to order at 9:10 am. by Chairperson David Crippens as there was a quorum.

II. Public Comment – Sue Blumenfeld reported on Skills. The regional competition took place. Trade expects to be moving on to States Competition. Is hoping that the board will fund skills to the maximum asked for. Explained money had been needed in advance. Sue reported that advisors donated a lot of their time. There was discussion as to the scholarships that need to be listed on the college website.

III. – Chairs Report – David Crippens, Board Chair, that everything that the foundation does is related to students. He referred to the Blueprint for Sustainability. He discussed that we should always be focused on aid to students. We all have a fiduciary responsibility. This board meeting is leading to the retreat which will answer where does the board want to focus their time. Part of this will come from the budget. How should board focus i.e. mission, bylaws, etc. This meeting will also lead into governance.

David discussed how this foundation gives out from two pots of money, i.e. money that is raised through the dinner which goes to Tools and Skills. There is relatively little other money most of which is designated scholarships. We are planning on giving out approximately 50-60k over the next couple of months. David discussed the restricted versus non-restricted. This money will go through the office of Student Affairs which is having some challenges at this time due to lack of personnel. David asked for anyone who is interested to be involved in this process. The foundation is not involved in the process of giving out scholarships. David discussed what it means to be an auxiliary organization of the district which means working hand in glove with the President of the College. He discussed that Trade is under shared governance.

He discussed that as we move forward David will be asking for more participation from the board. He believes that Trade needs an Executive Vice President as well as a President.

Item IV. December Minutes

David called for questions. Bonnie mentioned that she and other board members questioned to see the contract for Susan Pollack and this should have been in the December minutes. David said that he would explain the contract.

Action Taken: Denise Campos made a motion to accept the December minutes as amended. Herb Nadel seconded the motion. David asked for discussion. The motion was accepted and passed.

Item V. December Financials

Board members wanted to do an Executive Session which under the Brown Act can't happen unless it is noted in advance. David had hoped to keep the retreat separate and again not possible under the Brown Act. We will do December financials and the budget 2018-2019. Iris brought up that the Running Budget that the Thompson granted needs to be restated under restricted grants and out of cash. Iris explained that a lot of scholarships are restricted by donors, but not necessarily applicant restricted. Needs to be reidentified.

Avid discussed that the financials the money from the dinner shows a little less as some of the money shows up under restricted monies. Also, some money hadn't come in December but everything from the dinner is now all collected. We will be giving out \$50,000 of money and again we are working with Dr. Joof and Student Affairs. Iris explained that an option is to start working with various departments. Bonnie questioned again what restricted funds were being used for consultants. David explained that shows up under the Urethanes Settlement which Larry gave to the foundation. Another question came about as to whether there is any documentation supporting this. David stated as he did to the auditor that it comes under an agreement that was made many years ago to settle a case and the industry is not now there. He also explained that since the situation has changed, it can now be used as Larry wished since he was a defendant. The money will go towards the Blueprint, Naming of Buildings. This was how the consultant came about.

Denise stated that she spoke to the auditor regarding this settlement and she has a slightly different version of the use of the money. The auditor stated that it was hard to determine who was impacted. This should be spent quickly. Perhaps we should have had a legal opinion. David stated that the auditor didn't put this as a statement in our audit. David stated that the only way to grow is through consultants. We need to state that this was a class-action suit. David stated that we will outline everything as we go forward. We need to be very specific as to intent of all these pass-throughs.

Denise discussed that the audit was clean in the sense that all checks and balances worked but that there were concerns that the auditor and the concern is going forward that we can clearly state in writing the intention of the pass-throughs. Bonnie wanted to assure that everyone is asking since they haven't been involved in all this. Everyone agreed that the board needs to be apprised of all the pass-throughs. One suggestion is that as the pass-throughs are part of a board packet. David asked what the board wants to vote on and not vote on. David again stated is how the board wants to govern going forward. Bob Farrell questioned that the board may want to think in the future which pass-throughs the board takes in. Dr. Jones repeated that the board should state what their policy of governing is going forward. Victor repeated that the board members bring a variety of backgrounds and can really step forward from this point on.

The board needs to establish a threshold between governance and staff. David pointed out that all checks are approved by the Executive Committee.

Denise questioned on the financials the \$27,000 for the Osher Account. It is money that comes from the State. David explained it comes from the District and the students are picked through the Student Affairs. She also questioned the two checks for Iris. One is for the dinner and one is for the work of the Foundation. Iris stated that she will have Chris put more explanation. Also, Denise questioned that for the accounting fees one is for accounting and one is for the auditor.

John mentioned that he is stepping down as Treasurer, but not off the board. He doesn't have the time to focus. Bonnie suggested that we table voting on the December financials until the next meeting as there just too many questions that the board had. David suggested that Denise join the Executive Committee. It was agreed we will have nominations and then formally vote on them at the board meeting. However, people can be appointed to various committees. We will leave John's position as Treasurer until June.

David will set up an in-person meeting with our accountant and other committee members.

David asked everyone to please get their concerns together so that we can schedule the 2019-2020 budget meeting. Denise Campos will join the Executive Committee until the June elections.

Action Taken: A motion was made to table the December financials until the next board meeting. Bonnie Tseng made the motion and Denise Campos seconded the motion. David asked for discussion. The motion was accepted to table the December Financials.

Item VI. Budget 2018-2019

The 2019-2020 budget was also table until the next meeting because of the date typo and various concerns of changes by board members. The board wanted to table the 2019-2020 budget Bonnie Tseng made the motion and Denise Campos seconded the motion. David asked for the vote by acclamation. It was passed and Herb Nadel was a no.

IX. 2019 Audit

Denise explained her background in that she isn't an accountant but sits on quite a few boards and reads the financials for those organizations. After speaking to the auditor who explained that she thoroughly went through all items with David and Iris. There was nothing of concern in terms of the financials. The board could feel comfortable approving the audit. There were, however, questions that come up year after year that the board is not addressing. The main issue is that we are not spending the money on scholarships that should be spent. David further explained that this is the money we are trying to move through the college. Denise went on to further explain that even though we have 1.2 million in the bank, a lot of the funds are restricted i.e. the \$200,000 from the class action suit settlement. She explained that within the audit it shows where the foundation doesn't have the flexibility with the funds. David then explained that is the reason our cash flow is so important. Denise suggested that we stay with our current auditor one more year.

Action Taken: John McDowell made a motion to accept the 2019 audit. George Perez seconded the motion. David asked for discussion. The motion was accepted and passed.

X. Tools of the Trade & Skills

David explained that at the December board meeting we voted in principle to accept Tools of the Trade up to \$80,000 and Skills up to \$40,000 in total for the program. Some of the concerns also included whether the board funds the faculty to go to Skills. The board is student oriented. David explained the challenges with the Skills funding which were concerns from various board members but this has been worked out. There was discussion again as to wanting to keep to our mission of funding students.

David also pointed out that the funding we are proposing is just for this fiscal year to end by June 30, 2020. David also suggested that once the final plans for Skills be presented to the Executive Committee to then bring to the board and look at in the budget. John McDowell explained the importance of the Tools program to the college. David did suggest that the foundation always keep \$300,000 in the bank on hand as cash. If we want to appropriate more for Tools there possibly is another \$30,000 within the budget that could go to Tools/or scholarships.

Priscilla Chavez brought up the question about partnerships for the Tools program. Dr. Jones did bring up that the Trade does not leverage their partners. He further went on to say that the needs of the students at Trade are not being met. The board felt it is time to explore the various partnerships that could be out there so the Foundation can try and meet the needs of the students.

There was quite a bit of discussion for the funding especially in the Skills area as it felt this becomes almost a luxury item since we have so many students at Trade in need. No one question the impact Skills has on the students but it makes it hard for the foundation to justify to whole campus. It was suggested to pass this funding now and then take a serious look at the 2020-2021 budget very seriously on these two programs.

Action Taken: Victor Reyes made a motion to accept the funding for Skills for up to \$40,000 as requested and up to \$100,000 for Tools of the Trade and leaving the final approvals to the Executive Committee and that all costs are included again up to the executive committee and George Perez seconded the motion. David asked for discussion. The motion was accepted and passed. Denise Campos abstain.

David stated that we get a full report from Tools & Skills and who is served by these programs including the criteria. We will get a full financial report by both.

The board meeting was adjourned at 11:20 am and then Board Retreat meeting started.