



BOARD OF DIRECTORS REGULAR MEETING

Tuesday, May 12, 2015 - 12:00 p.m.
Executive Conference Room #114, District Office

MINUTES

I. CALL TO ORDER

Kristin Crellin called the meeting to order at 12:08 p.m. Due to Kristin's health and weak voice, the meeting was turned over to Enrique Perez.

II. ROLL CALL

Members in attendance: Kristin Crellin, Todd O. Litfin, Eddie Marquez, Richard Porras & Nelida Mendoza Yáñez

Ex-Officio Voting Members in attendance: Enrique Perez & Dr. Raúl Rodríguez

Ex-Officio Non-Voting Members in attendance: John Didion, Dr. Erlinda Martinez & Dr. John Weispfenning

Guests: Robert Feldhake

Not Present: Claudia C. Alvarez, David G. Coffaro, Peter Hardash & Hector J. Infante

III. APPROVAL OF THE AGENDA

Action may be taken by the Board of Directors on any item listed on this Agenda.

A. Amendments and Corrections (if any)

Enrique amended item **XII C** of the Agenda for approval of Foundation Board Members; Hector J. Infante, Eddie Marquez, Richard Porras, Todd O. Litfin, David Coffaro as well as Kristin Crellin as post Agenda items.

B. Approval of Agenda

It was moved by Todd O. Litfin, seconded by Nelida Mendoza Yáñez and carried unanimously to approve the May 12th, 2015 Foundation Agenda.

IV. APPROVAL OF MINUTES – March 24, 2015 Board Meeting

A. Corrections (if any)

None provided.

B. Approval of the Minutes

It was moved by Todd O. Litfin, seconded by Dr. Raúl Rodríguez and carried unanimously to approve the March 24, 2015 Minutes.

FOUNDATION BOARD MEMBERS:

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V. PUBLIC COMMENTS

At this time, members of the public may address the Board of Directors regarding any item within the subject matter jurisdiction of the Board, provided that no action may be taken on off-Agenda items unless authorized by law. Comments shall be limited to five minutes per person and twenty minutes for all comments, unless different time limits are set the President and approved by the Board.

(Richard Porras had to leave the meeting due to a prior commitment. Arianna Barrios arrived to the meeting at this time)

Dr. Barry Resnick spoke regarding the potential agreement between the Colleges of Excellence in Saudi Arabia and the Rancho Santiago Community College District Foundation.

VI. PRESIDENT'S REPORT

No report was given by the President

VII. CEO'S REPORT

Enrique commented on the RSCCD Faculty Association letter that was received by the Foundation and expressed his gratitude and appreciation as it has moved the Foundation to look into its processes and structure. The Foundation has hired legal counsel to assist in these matters. Enrique reported on the formation of International Student Recruitment Committee which includes Syed Rizvi from Santiago Canyon College and Mark Liang from Santa Ana College. They are currently planning the 2015-2016 budget and future activities.

VIII. COMMITTEE REPORTS

No reports given.

IX. TREASURER'S REPORT

Enrique reported that there are no Treasurer's Reports to present as Peter Hardash was unable to attend this meeting.

X. STAFF REPORTS

No reports given by staff.

XI. BOARD MEMBER COMMENTS

Dr. Rodríguez commented on the public comment that was made in relation to the Foundation's Audits. All audits have been clean with the highest level of scrutiny. Other years there may have been minor issues but the Foundation has always received clean audits.

Todd commented about the Faculty Association letter received in regards to the Brown Act, that ratification items on Agenda are an effort to cure any alleged violations to the Brown Act and were are doing this because this is the correct procedure to be taken to do so. Legal counsel to the Foundation, Robert Feldhake, commented that Todd's comments are correct. The actions the Foundation has taken in response to the Faculty Association letter have been in accordance to the Brown Act; the Agenda has been posted within the 72 hour notice and there is a 30 day window that allows any corrections to any alleged violations.

Arianna asked if each of the colleges Foundation's follow the same procedure as the Brown Act. Dr. Rodríguez stated that the colleges Foundation's must also follow the Brown Act.

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Arianna commented that she'd like to serve on the International Student Recruitment Committee.

XII. ITEMS FOR DISCUSSIONS AND/OR ACTION

- A. Approval of Retention Agreement with The Feldhake Law Firm, APC (for discussion and/or action).

A motion to amend the Retention Agreement was made for the hourly rate to not exceed \$265 an hour, page 2 of the Agreement.

It was moved by Eddie Marquez, seconded by Kristin Crellin and carried unanimously to approve the Retention Agreement with The Feldhake Law Firm, APC with an amended motion to revise page 2 of the agreement to not exceed the hourly rate of \$265.

- B. Approval of the Conflict Waiver Agreement with the Feldhake Law Firm, APC (for discussion and/or action).

It was moved by Todd O. Litfin, seconded by Arianna Barrios and carried unanimously to approve the Conflict Waiver Agreement with the Feldhake Law Firm as presented.

- C. Approval and ratification of Kristin Crellin as an elected member of the Rancho Santiago Community College District Foundation and as a representative of the Santa Ana College ("SAC") Foundation (for discussion and/or action).

A motion was made to include Board Members Hector J. Infante, Eddie Marquez, Richard Porras, Todd O. Litfin, David Coffaro as well as Kristin Crellin for Board approval.

It was moved by Eddie Marquez, seconded by Dr. Raúl Rodríguez and carried unanimously to approve the elected members as presented.

- D. Approval and ratification of the Rancho Santiago Community College District Foundation's revised business plan effective September 28, 2011 (for discussion and/or action).

Enrique commented on the Foundation's mission change from one focused on fundraising to one of economic development.

It was moved by Kristin Crellin, seconded by Dr. Raúl Rodríguez and carried unanimously to approve the Foundation's revised business plan.

- E. Approval and ratification Rancho Santiago Community College District Foundation's revised Bylaws effective October 31, 2013 (for discussion and/or action).

It was moved by Eddie Marquez, seconded by Kristin Crellin and carried unanimously to approve the Foundation's Bylaws as presented.

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- F. Approval and ratification of March 2014 expenditures of Dr. Raúl Rodríguez and Enrique Perez for travel to San Francisco on April 2, 2014 to meet with Colleges of Excellence representative(s) (for discussion and/or action).

Enrique commented that the combined total cost for this trip's expenses were approximately \$880.

It was moved by Eddie Marquez, seconded by Kristin Crellin and carried unanimously to approve the March 2014 expenses as presented for Dr. Raúl Rodríguez and Enrique Perez for travel to San Francisco on April 2, 2014.

- G. Approval and ratification of acceptance of \$15,000 from SchoolsFirst Credit Union Bank to be used in connection with international activities. (for discussion and/or action)
Enrique clarified that when the Foundation sought the donation from SchoolsFirst, the donation would be used for International Student Recruitment and related activities.

It was moved by Todd O. Litfin, seconded by Arianna Barrios, with an abstention from Kristin Crellin, to approve the acceptance of the \$15,000 SchoolsFirst Credit Union Bank check.

- H. Approval and ratification of Rancho Santiago Community College District Foundation's Mission Statement effective September 25, 2014 (for discussion and/or action).

It was moved by Kristin Crellin, seconded by Dr. Raúl Rodríguez and carried unanimously to approve the Foundation's Mission Statement.

- I. Approval and ratification of January 28, 2015 Binding Letter of Execution with the Colleges of Excellence Company (for discussion and/or action).
Enrique commented on how this letter started the process after the Foundation received notice that it had been selected to potentially enter a contract in Saudi Arabia for two colleges and this Binding Letter of Execution is required.

It was moved by Arianna Barrios, seconded by Todd O. Litfin and carried unanimously to approve the Binding Letter of Execution with the Colleges of Excellence Company.

- J. Approval and ratification of payment to Gus Chamorro pursuant to the January 28, 2015 Binding Letter of Execution with the Colleges of Excellence Company (for discussion and/or action).

It was moved by Nelida Mendoza Yáñez, seconded by Kristin Crellin and carried unanimously to approve payment to Gus Chamorro for his trip to Saudi Arabia in February 2015.

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- K. Approval and ratification of payment to Christopher Mackie pursuant to the January 28, 2015 Binding Letter of Execution with the Colleges of Excellence Company (for discussion and/or action).

Enrique commented that no documents are being presented as there has been no payment from the Foundation to Chris Mackie in relation to the current Saudi Arabia Project. This is subject to coming back at the next meeting and clarifying any payment made as advised by Robert Feldhake, Legal Counsel.

It was moved by Todd O. Litfin, seconded by Kristin Crellin to approve clarification of a possible payment to Chris Mackie.

- L. Approval and ratification of interim payment instruction agreement with Al Khaleej Training and Education (for discussion and/or action).

It was moved by Kristin Crellin, seconded by Dr. Raúl Rodríguez and carried unanimously to approve the interim payment instruction agreement.

- M. Approval and ratification of Preliminary Agreement fiveDLearning, Inc., a Delaware corporation, dated February 19, 2015 (for discussion and/or action).

Robert Feldhake commented that fiveDLearning was an interim agreement not to exceed \$250,000 as an assurance that its Saudi Arabia expenses to be reimbursed by the Joint Venture.

Arianna asked what Chris Mackie's role is in the Saudi Arabia Joint Venture. Dr. Rodríguez commented that Chris is a consultant for the Saudi Arabia Project, making trips to Saudi Arabia on our behalf, grants writer and worked with Alkaleej on the pricing. Arianna asked to be forwarded a Bio for Chris Mackie.

It was moved by Kristin Crellin, seconded by Nelida Mendoza Yáñez and carried unanimously to approve the Preliminary Agreement for fiveDLearning, Inc.

- N. Approval and ratification of Memorandum of Understanding Regarding Joint Venture to Develop Community Colleges in the Kingdom of Saudi Arabia with Al Khaleej Training and Education (for discussion and/or action).

Todd O. Litfin asked if the Memorandum of Understanding outlines the future Saudi Arabia agreement. Robert Feldhake commented that the Memorandum of Understanding can be likened to the prelude of being serious to moving forward with the Joint Venture, like an assurance letter and also pointed out that the agreement has been signed by Al Khaleej.

It was moved by Arianna Barrios, seconded by Dr. Raúl Rodríguez and carried unanimously to approve the Memorandum of Understanding.
(Dr. Erlinda Martinez left the meeting at this time.)

- O. Discussion of current Board of Directors/Staff procedures—addressing recent communications and discussion of enhanced Board and staff procedures for best practices, transparency and full compliance with all legal requirements (for discussion only).

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Enrique asked for volunteers from the Board for this committee that covers Items VII O and P. Kristin Crellin and Dr. Raúl Rodríguez both volunteered to serve.

- P. Discussion of current governance structure of Board of Directors of the Foundation, relevant Bylaw provisions (for discussion only).

Kristin Crellin and Dr. Raúl Rodríguez both volunteered to serve on the committee to review current governance structure.

- Q. Approval and ratification of unconditional commitment as to compliance with the Ralph M. Brown Act (for discussion and/or action).

Robert Feldhake commented that this fulfills a 2nd part to follow the Brown Act, this being part of the Brown Act compliance.

It was moved by Todd O. Litfin, seconded by Arianna Barrios and carried unanimously to approve the commitment to comply with the Ralph M. Brown Act.

XIII. CLOSED SESSION

THE BOARD OF DIRECTORS WILL NOW BE MOVING INTO CLOSED SESSION. MATTERS TO BE DISCUSSED ARE THOSE PERMITTED BY GOVERNMENT CODE SECTIONS 54956.8, 54956.9, 54956.95, 54957, AND 54957.6 – PERSONNEL, LITIGATION, AND/OR REAL PROPERTY.

Pending Litigation – Faculty Association of the Rancho Santiago Community College District re alleged Brown Act violations by the Foundation Board. Govt. Code §54956.9(a), (b), (c) (for discussion and/or action)

XIV. RETURN TO OPEN SESSION

(Announcement of Action Taken in Closed Session As Required Under Brown Act and California Law)

Issues discussed in CLOSED SESSION

Pending Litigation – Faculty Association of the Rancho Santiago Community College District re alleged Brown Act violations by the Foundation Board. Govt. Code §54956.9(a), (b), (c) (for discussion and/or action)

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XV. FUTURE MEETINGS

June 23, 2015 – Board of Directors Regular & Annual Meeting

XVI. ADJOURNMENT

The next regular and annual meeting of the Board of Directors will be held on June 23, 2015 at 2323 N. Broadway, Santa Ana, California 92706 at 12 p.m.

Enrique informed the Board that the Foundation Budget for 2015/2016 will be presented at the next meeting.

Enrique adjourned the meeting at 1:06pm.

Americans with Disabilities Act

The Rancho Santiago Community College District Foundation (the “Foundation”) conforms to the protections and prohibitions contained in Section 202 of the Americans with Disabilities Act of 1990 and the Federal Rules and Regulations adopted in implementation thereof. A request for disability related modification or accommodation, in order to participate in a public meeting of the Foundation, shall be made to: Enrique Perez, J.D., Executive Director, Rancho Santiago Community College

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