



Foundation Governance Committee Meeting (Wed, January 21, 2026) MINUTES

1. CALL TO ORDER/ROLL CALL

Voting Members Present: Jane Saltonstall (Chair), Christine Anderson Bill Chunowitz, Barbara Foster Monachino, Shari Stewart.

Guests: Catherine Abbott, Eddie Hernandez, Tom Minder, Diane Rubin.

Recorder: Eve-Marie Dehondt

2. APPROVAL OF AGENDA

The agenda was approved as presented.

3. MINUTES FOR APPROVAL

Approval of the Meeting Minutes of January 9, 2026 Nominating Committee meeting.

The minutes were approved as presented.

4. PUBLIC COMMENTS

There were no public comments.

5. DISCUSSION ITEMS

5.1 Define the roles of the Governance and Nominating Committee

The Committee worked on defining the roles of the Governance and Nominating Committees. The Committee reviewed a presentation which outlined the intersection of these two areas and proposed dividing responsibilities into two main buckets:

- **Governance** (mission, strategy, accountability, performance, leadership continuity, and board effectiveness)
- **Nominating** (ensuring board members have skills and experience, leading board evaluations, addressing underperformance, and developing succession plans)

The committee agreed that while the two committees intersect significantly, they could be combined under one chair to streamline operations by combining governance and nominating functions into one committee meeting, with closed sessions for nominating discussions. However, they decided to maintain separate identities at the present time until the end of the fiscal year.

The committee also discussed the need for board self-evaluations and officer selection processes, emphasizing the importance of maintaining clear boundaries between the chair's role and the nominating committee's responsibilities. The Committee agreed that the Board Chair should not be on the nominating committee and that the governance committee is responsible for recommending the board officer slate two months before the annual meeting.

The Committee discussed the process for nominating new members, clarifying that the 30-day period given to the Board to reject a candidate, should be counted from board meeting to board meeting rather than nominating meeting to nominating meeting. A Governance and Nominating Committee meeting is scheduled on February 9, to review and propose officer candidates for the upcoming year, as required by the bylaws.

They clarified that board members should self-evaluate annually and notify leadership if they wish to continue serving, rather than having the chair proactively contact members. Self-evaluations should be under Governance's purview while recommending the board officer slate under Nominating's responsibilities.

The discussion also covered the need for a formal orientation program for new board members, which takes place annual before the day of the Annual Board meeting, and the importance of having appropriate expertise on the board, with a suggestion to expand beyond immediate area representation.

The group also touched on the need to clarify the responsibilities of the governance committee, including potentially adding the State of the College event to their purview to ensure better planning and decision-making.

NEXT STEPS

- **Nominating Committee**: Prepare a slate of officers for the coming year to be presented at the February 9, 2026 meeting in advance of the annual meeting in April.
- **Governance Committee**:
 - Add discussion of board self-evaluation process and review of sample forms to the agenda for the next Governance Committee meeting.
 - Plan and schedule an orientation event for the new board members who join this year.
 - Review and consider updating bylaws and/or org chart to clarify responsibilities and meeting structures for governance and nominating, including State of the College event oversight.
 - Review and clarify the process and timeline for presenting and approving new board member nominations and officer slates, ensuring compliance with bylaws regarding notification and voting periods.
- **Cathy**:
 - Distribute and/or review sample board self-evaluation forms for potential use in upcoming board self-evaluations.
 - Update the responsibilities list by:
 - Moving "recommend board officer slate" from nominating to governance
 - Removing "committee assignments" from nominating responsibilities and move to governance,
 - Removing the word "equity" from the relevant governance/nominating responsibilities document.
 - Bring the cleaned-up version to the next meeting for review.

8. ADJOURNMENT

The meeting was adjourned at 11:59AM.

8.1 Next Meeting:

February 9, 2026 in the Foundation Conference Room, Palm Desert COD Campus.