



Coast Community College District Enterprise, Inc.

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**BOARD OF DIRECTORS MEETING**

**September 11, 2012**

**BOARD OFFICE CONFERENCE ROOM**

**1370 Adams Avenue, Costa Mesa, CA 92626**

**MINUTES**

**I. Call to Order**

The meeting was called to order at 12:07 p.m.

**II. Roll Call**

Mr. Cline - Present  
Ms. Hilgendorf - Present  
Mr. Yokoyama - Present  
Mr. Nguyen - Present  
Mr. Roberts - Present  
Dr. Jones - Present  
Mr. Torre - Absent

**In Attendance**

Dr. Jack P. Lipton, Dr. Richard Pagel, Janet Houlihan, Daniela Thompson, W. Andrew Dunn, Julie Frazier-Mathews, Elizabeth Parker, Doug Bennett, Jerry Patterson, and Kolby Keo

In the absence of a Secretary, Mr. Cline conducted roll call. Mr. Cline introduced Mr. Roberts to the Enterprise Board of Directors.

Mr. Keo attended the meeting on behalf of Mr. Torre. Mr. Keo was granted permission to participate and observe the meeting but was not granted voting powers.

Under Mr. Cline's direction, the Enterprise Corporation observed a moment of silence in honor of the September 11 Tragedy.

**III. Opportunity for Public Comment**

None.

**IV. Approval of Minutes from Meeting of June 12, 2012**

On a motion by Ms. Hilgendorf and seconded by Mr. Yokoyama, the Board of Directors voted 6-0 to approve the Minutes of June 12, 2012 with the provision that the word “informally” be removed from Item II Roll Call.

Members Voting Yes:	Ms. Hilgendorf, Mr. Cline, Mr. Yokoyama, Mr. Nguyen, Mr. Roberts, and Dr. Jones
Members Voting No:	None
Members Absent:	Mr. Torre

**V. Election of Officers of the Enterprise Corporation**

Item XV on the Agenda was discussed at this time.

On a motion by Ms. Hilgendorf and seconded by Mr. Yokoyama, the Board of Directors voted 6-0 to:

1. Move Agenda Item XV Election of Officers to Item V, to allow for the immediate filling of the Secretary vacancy.
2. To strike Dr. Pagel’s name from the Agenda and add the name Julie Frazier-Mathews, for the position of Secretary.
3. To appoint Dr. Rich Pagel as President, Janet Houlihan as Vice President, Julie Frazier-Mathews as Secretary, and Daniela Thompson as Chief Financial Officer.

Members Voting Yes:	Ms. Hilgendorf, Mr. Cline, Mr. Yokoyama, Mr. Nguyen, Mr. Roberts, and Dr. Jones
Members Voting No:	None
Members Absent:	Mr. Torre

**VI. Report on Annual Shareholders Meeting**

Item V on the Agenda was discussed at this time.

Dr. Pagel provided a report on the Annual Shareholders Meeting to the Enterprise Board of Directors. He reported the following actions by the Shareholders: the acceptance of Dr. Teeter’s resignation as Secretary and Director, the appointment of Ray Roberts to the Enterprise Board of Directors, and a discussion on the dividends paid out in the last few months by the Enterprise Corporation.

## **VII. Update on Swap Meet Operations**

Item VI on the Agenda was discussed at this time.

Dr. Pagel provided an update on swap meet operations at Orange Coast College to the Enterprise Board of Directors. He reported that temporary hand washing stations have been installed as requested by the Orange County Department of Health. He also informed the group that Orange Coast College is working with Bundy Finkel Architects on the design of the permanent restroom project and is working with the City of Costa Mesa on an easement. As part of the easement, the college conducted “pot holing” in August, Dr. Pagel shared.

Mr. Bennet reported that swap meet sales are a bit slow and he attributed this to the weather.

Ms. Houlihan provided a report on swap meet operations at Golden West College to the Enterprise Corporation. She shared that overall business is running smoothly at Golden West College. Ms. Houlihan informed the Enterprise Board of Directors that Golden West College is working with the Traffic and Safety Engineer for the City of Huntington Beach to work on solutions to the occasional traffic congestion that occurs on swap meet days.

## **VIII. Review Staff Board Deliverables as Required by the Enterprise By-Laws and Enterprise Master Agreement and Ratification of Contracts**

Item 7 and 8 on the Agenda were addressed at this time.

The Enterprise Corporation reviewed the Staff Board Deliverables and came to the conclusion that it should form a financial sub-committee. This sub-committee will be subject to the Brown Act, according to General Counsel, and Dr. Pagel confirmed that the sub-committee will be Brown Act compliant. The sub-committee will consist of the following members: Ms. Houlihan, Dr. Pagel, Mr. Roberts, Ms. Thompson, and Mr. Cline.

On a motion by Dr. Jones and seconded by Mr. Yokoyama, the Board of Directors voted 6-0 to approve a resolution to form a finance committee consisting of Officers of the Corporation and at least two Board Members subject matter to be the review of Staff Board Deliverables and ratification of contracts.

Members Voting Yes:	Ms. Hilgendorf, Mr. Cline, Mr. Yokoyama, Mr. Nguyen, Dr. Jones, and Mr. Roberts
Members Voting No:	None
Members Absent:	Mr. Torre

Dr. Lipton suggested bringing this back as an Agenda item to discuss what the Board wants and to perhaps discuss a dollar limit. Mr. Nguyen asked that the documents discussed by the sub-committee be made available to everyone. Mr. Cline confirmed that because this was a Brown Act regulated body, that the documents discussed by the sub-committee would be public documents.

**IX. Report on Planning Session to Grow Market Share and Revenue of Swap Meet**

a. Farmers Market

b. Preferred Parking

Mr. Bennet shared that the swap meets will be hiring a contractor to conduct a feasibility study on preferred parking at Golden West College, extended fair ground parking and high school football parking at Orange Coast College, and a farmer's market at both campuses. Dr. Pagel confirmed that they will present the results of the feasibility study along with a recommendation to the Enterprise Board of Directors in January.

**X. Financial Report**

Ms. Thompson went over the statement of net assets and statement of revenue and expenses with the Enterprise Corporation.

**XI. Clarification of the Roles of the Enterprise President and Secretary**

The Enterprise Board of Directors reviewed Article V of the Enterprise Corporation Bylaws. Mr. Cline explained that the descriptions are too broad and need to be more specifically designed. General Counsel advised that a job description could be prepared for approval at the next meeting.

On a motion by Mr. Yokoyama and seconded by Mr. Nguyen, the Board of Directors voted 5-0 to ask legal counsel to prepare job descriptions for the four Officers of the Corporation and bring those descriptions back for ratification at the next meeting of the Enterprise Board of Directors.

Members Voting Yes:	Ms. Hilgendorf, Mr. Cline, Mr. Yokoyama, Mr. Roberts, and Mr. Nguyen
Members Voting No:	None
Members Absent:	Mr. Torre and Dr. Jones

**XII. Establishment of Position of Recording Secretary and Making an Appointment**

Mr. Cline withdrew this item from the Agenda.

**XIII. Accept the Resignation of Dr. Christian Teeter as Director of the Enterprise Corporation**

The Enterprise Board of Directors reviewed the letter of resignation submitted by Dr. Teeter. On a motion by Ms. Hilgendorf and seconded by Mr. Roberts, the Enterprise Board of Directors voted 5-0 to acknowledge the resignation of Dr. Teeter and to acknowledge his contribution to the Board.

Members Voting Yes:	Ms. Hilgendorf, Mr. Cline, Mr. Yokoyama, Mr. Nguyen, and Mr. Roberts
Members Voting No:	None
Members Absent:	Mr. Torre and Dr. Jones

**XIV. Elect the Chairman and Vice Chairman of the Board**

Mr. Cline nominated himself as Chair of the Enterprise Corporation and Ms. Hilgendorf nominated Mr. Yokoyama to the position of Vice Chair.

On a motion by Ms. Hilgendorf, and seconded by Mr. Yokoyama, the Enterprise Board of Directors voted 5-0 to appoint Mr. Cline as Chair and Mr. Yokoyama as Vice Chair of the Enterprise Corporation.

Members Voting Yes:	Ms. Hilgendorf, Mr. Cline, Mr. Yokoyama, Mr. Nguyen, and Mr. Roberts
Members Voting No:	None
Members Absent:	Mr. Torre and Dr. Jones

**XV. Election of the Officers of the Enterprise Corporation**

Item XV on the Agenda was addressed as Item V. Please refer Item V of the September 11, 2012 Minutes for meeting details.

**XVI. Set Future Meeting Dates**

The next meeting of the Enterprise Board of Directors will take place on Tuesday:

December 4, 2012 at 12:00 p.m.  
March 12, 2013 at 12:00 p.m.  
June 11, 2013 at 12:00 p.m.

On a motion by Ms. Hilgendorf and seconded by Mr. Yokoyama, the Board of Directors voted 5-0 to authorize a resolution to be prepared to set the meeting

dates of December 4, 2012 at 12:00 p.m., March 12, 2013 at 12:00 p.m., and June 11, 2013 at 12:00 p.m.

Members Voting Yes:	Ms. Hilgendorf, Mr. Cline, Mr. Yokoyama, Mr. Nguyen, and Mr. Roberts
Members Voting No:	None
Members Absent:	Mr. Torre and Dr. Jones.

## **XVII. Adjourn**

There being no further business to discuss, it was moved by Mr. Yokoyama and seconded by Ms. Hilgendorf to adjourn the meeting at 1:11 p.m.

Members Voting Yes:	Ms. Hilgendorf, Mr. Cline, Mr. Yokoyama, Mr. Nguyen, and Mr. Roberts
Members Voting No:	None
Members Absent:	Mr. Torre and Dr. Jones

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Secretary of the Enterprise