



Coast Community College District Enterprise, Inc.

BOARD OF DIRECTORS REGULAR MEETING

December 14, 2022 (Zoom)

MINUTES

1. Call to Order and Roll Call

The meeting was called to order at 12:15 p.m.

Present:

Richard Armendariz, Regina Blankenhorn, Chancellor Yamamura, Lorena Ortega, David Cline (Mr. Cline joined the meeting at 12:25 pm)

Absent: Arlis Reynolds

In Attendance:

Janet Houlihan, Dr. Rich Pagel, Jane Burton, Rachel Snell, Paul Wisner, Maira De La Torre, Rachel Kubik, Julie Clevenger, Joseph Buchman, Jeff Jensen from Crowe LLP),

2. Opportunity for Public Comment

There were no requests to address the Enterprise Board.

3. Authorization under Brown Act, Government Code § 54953(e), for Conducting Board Meetings Remotely Due to the COVID-19 Emergency Because Meeting in Person Would Present Imminent Risks to the Health or Safety of Attendees

On a motion by Chancellor Yamamura, seconded by Ms. Ortega, the Board of Directors voted to extend the authorization to conduct board meetings remotely due to the Covid-19 emergency, because meeting in person would present imminent risks to the health and safety of attendees.

Motion passed unanimously with the following vote:

Ayes:	Mr. Armendariz, Ms. Blankenhorn, Ms. Ortega, and Chancellor Yamamura
Nos:	None
Abstain:	None
Absent:	Mr. Cline

4. Appointment of Officers of the Enterprise

On a motion by Chancellor Yamamura, seconded by Ms. Ortega, the Board of Directors appointed Dr. Rich Pagel to serve as President, Ms. Janet Houlihan to serve as Vice President, Ms. Rachel Kubik to serve as CFO, and Ms. Julie Clevenger and Mr. Erik Fallis to serve as Acting Secretary.

Motion passed unanimously with the following vote:

Ayes:	Mr. Armendariz, Ms. Blankenhorn, Ms. Ortega, and Chancellor Yamamura
Nos:	None
Abstain:	None
Absent:	Mr. Cline

Dr. Pagel thanked Ms. Houlihan and Mr. Wisner for their work and support of the Enterprise, and welcomed Ms. Kubik, Ms. Clevenger, and Mr. Fallis to their new roles.

5. Acceptance of Resignation of Jane Burton as Secretary of the Enterprise

On a motion by Ms. Blankenhorn, seconded by Mr. Armendariz, the Board of Directors voted to accept the resignation of Ms. Burton as Secretary of the Enterprise effective December 19, 2022. The Board thanked Ms. Burton for her years of service to the Enterprise and wished her the best in her retirement.

Motion passed unanimously with the following vote:

Ayes:	Mr. Armendariz, Ms. Blankenhorn, Ms. Ortega, and Chancellor Yamamura
Nos:	None
Abstain:	None
Absent:	Mr. Cline

6. Approval of Minutes from Regular Meeting of September 15, 2022

On a motion by Mr. Armendariz, seconded by Chancellor Yamamura, the Board of Directors voted to approve the minutes of the Regular Meeting of September 15, 2022.

Motion passed unanimously with the following vote:

Ayes:	Mr. Armendariz, Ms. Blankenhorn, Ms. Ortega, and Chancellor Yamamura
Nos:	None
Abstain:	None
Absent:	Mr. Cline

7. Review, Discussion and Possible Action regarding the External Financial Audit 2021-2022

After an overview of the 2021-22 External Financial Audit by Mr. Jeff Jensen from Crowe LLP, on a motion by Mr. Armendariz, seconded by Chancellor Yamamura, the Board voted to approve the audit as presented.

Motion passed unanimously with the following vote:

Ayes: Mr. Armendariz, Ms. Blankenhorn, Mr. Cline, Ms. Ortega, and Chancellor Yamamura
Nos: None
Abstain: None
Absent: None

8. Swap Meet Operational Update

a. Golden West College

Ms. Houlihan provided an update.

b. Orange Coast College

Dr. Pagel provided an update.

9. Financial Reports, and Report and Ratification of Staff Board Deliverables per Master Agreement Requirements, Sections 8, 10, 11, 13, 20 and 28

Mr. Paul Wisner provided the financial update for the Board of Directors for the Quarter ending September 30, 2022.

• Financials Quarterly Reports/Deliverables per Master Agreement

- Statement of Net Assets:
Cash in bank \$896,559
Total Assets: \$1,102,110
- Total Liabilities: \$916,489
- Total Liabilities and Equity: \$1,102,110
- Total Revenue: \$5,338,000
- Master Agreement Expenses: \$4,793,797
- Other Direct Expenses: \$533,470
- Total Expenses: \$5,327,267
- Net Revenue: \$10,733

On a motion by Mr. Armendariz seconded by Mr. Cline, the Board of Directors voted to approve the Statement of Deliverables for Quarter ending September 30, 2022 and ratify the purchase orders and checks.

Motion passed unanimously with the following vote:

Ayes: Mr. Armendariz, Ms. Blankenhorn, Mr. Cline, Ms. Ortega, and Chancellor Yamamura
Nos: None
Abstain: None
Absent: None

10. Further Review, Discussion and Possible Action regarding Proposed Increase in Vendor Rates to Include Comparison Information

Dr. Pagel reported that overall, the vendor rate increases had been rolled out successfully, and he and Ms. Houlihan believed at the present time there was no need for any further action.

11. Review, Discussion and Possible Action regarding the Process Moving Forward regarding Conflict of Interest/Code of Ethics Procedures for the Enterprise Board

The need for the Officers of the Enterprise to complete a Form 700 was discussed, and it was agreed that, moving forward on an annual basis, the Enterprise Directors would sign a Conflict-of-Interest Disclosure. Internal Audit Director, Rachel Snell, offered to provide a form that could be used. This would satisfy AB 3600 Auxiliary Organizations' Good Standing requirement.

12. Future Agenda Items

- a. Conflict of Interest/Code of Ethics/AP 3600
- b. Participation on July 4 HB Parade

13. Future Meeting Date

The next Enterprise Board of Directors meeting was scheduled for February 16 at 12 noon in person.

14. Adjournment

The meeting was adjourned at 1:05 p.m.


Julie Clevenger, Secretary of the Enterprise