

September 13, 2005, 3:00 p.m.
AC 108, Kentfield Campus

Approved

Members in Attendance:

Dr. William Levinson, Chair; Ted Bright; Julie Grantz; Roberta Michels; Perry Newman; Bill Scott;

Dr. Lawrence Witter arrived at 3:30 p.m. At that point Dr. Levinson declared a quorum and a formal meeting (including action items and votes) was in effect.

Members Absent:

Dave Bernardi; Richard Biegel; R.J. de Recat; Nancy McCarthy; Ross Millerick

Others in Attendance:

Dr. Frances White; Bob Thompson; Andrew Carothers; Dave Kirn; Jose Nuñez; Jake Skaer, Dale Molyneux; Elizabeth Tucker; Rob Barthelman

1. Open Meeting

Dr. Levinson called the meeting to order at 3:10 p.m. and the role was called. Dr. Levinson noted as only six members were present, the committee did not have a quorum. Therefore no action could be taken and the meeting commenced as "discussion only". -

2. Minutes

Following Dr. Witter's arrival at 3:30 p.m. and a declaration of a quorum:

M/s (Michels/Newman) to approve the minutes of the June 21, 2005 meeting. The motion passed unanimously.

3. Website

Dr. Levinson thanked Dr. White for her update letter to the COC Members dated August 31, 2005.

Dr. White noted that implementation of new equipment on order will allow COM to comply with Ed Code 15280(b) and will allow full public access to the Citizens' Oversight Committee, the Board of Trustees full meeting packets (excluding confidential information), and frequent updates on modernization of the College's campuses. Dr. White noted that staff members have been trained and are prepared to operate the new equipment upon its arrival. Dr. White will notify the Committee the first time the board packets are posted on the website.

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Dr. Levinson requested that drafts of meeting minutes, once reviewed by him and Dr. White, be posted on the website and designated "Draft" so the public would not have to wait three months to know what actions the Committee might have taken. Dr. Levinson further indicated that the Ed. Code required the posting of agendas, minutes, reports and all other important information and reports provided the committee.

Dave Kirn indicated that Swinerton will post board presentations, consultant procurement, Facilities Master Plan, and all basic documents as soon as the capability for posting to the website is available.

4. Voting Issue

Discussion centered on the definition of a 'quorum'. Dr. Levinson explained that the committee's bylaws define a quorum as a majority of the body's members, i.e., on a twelve member committee, seven members are needed for a quorum, with four "yea" votes needed to approve a motion.

Dr. White advised the committee that the Board of Trustees is planning to replace committee member, Nanda Schorske, who has resigned from this committee. The Board is considering an application from Joan Capurro, Vice President of the Bank of Marin and Chairperson of the Marin Workforce Investment Board.

Dr. White further indicated that two other members had resigned, Dr. Daniel Karner and Jessie Law. As both were 'Community at Large' representatives and there is good representation for 'at large' members, they will not be replaced, reducing the size of the committee from 15 to 13.

M/s (Bright/Grantz) that the Citizens' Oversight Committee, with thirteen members, require a total of seven "yea" votes to approve a motion for the annual report required by the Ed. Code. The motion passed with a 6 – 1 vote (Newman – No).

5. Audit Issue

Dr. Levinson indicated that the College is required to authorize at least one performance audit and one financial audit per fiscal year. The Committee discussed the pros and cons of authorizing of both a second performance and financial audit for the year fiscal year 2005, ending 12/31/05. This would mean the audit would be completed and available to the Committee in late February, 2006. The audits' purposes are to ensure that the Bond funds are being used appropriately and that the work being accomplished is done so in the manner the community has expressed.

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Dr. Levinson advised that the Attorney General's Report on Page 5 expressly states that the audits may be paid out of bond dollars.

Dr. White informed members that the audits can be accomplished by the college's outside auditors but cannot be performed by the college's auditing staff. She said it is the college's policy to change audit firms often (approximately every five years) and its current auditor, Perry-Smith, has been working with the college for one year, and is now working on the general fund audit for 2005.

Dr. Levinson, Dr. White and Dave Kirn listed the benefits of working with a reputable firm such as Perry-Smith. Some benefits are: internal accountability, counseling, peace of mind, and that this is one of the "you get what you pay for" types of service. The cost will vary from year to year. As the cost of the annual performance/fiscal audit or additional performance/fiscal audits second annual performance/fiscal audit was unknown, this information will be provided to the committee at the next meeting. Further, it was not known if the Prop. 39 fiscal year was from 1/1-12/31 or 7/1-6/30. This information will also be brought back to the Committee.

M/s (Scott/Bright) that a recommendation be made to the Board to authorize an end of year performance and fiscal audit for this year, as of December 31st, 2005.

Dr. Levinson proposed an amended motion that Administration make a presentation to the Board regarding benefits of the two-audit cycles per year. The motion passed unanimously.

6. Committee Process

Discussion centered on how often the Committee should meet in the future. The calendar calls for a construction kickoff in Spring 2006, with significant projects commencing in Fall 2006, and continuing for five to seven years. Committee members agreed that two to three meetings per year would be sufficient.

Dave Kirn and Jose Nunez distributed a preliminary schedule of general projects for Bolinas, Kentfield and Indian Valley Campuses. The College's Educational Master Plan is being updated and, when completed, will solidify this schedule.

Swinerton keeps a timeline for events for this Committee over the next couple of years, including: meetings, tours, training, and audits.

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Dr. White will get together with Mr. Harrison to determine timelines for the committee's future work once the decision is made as to the number of audit cycles per year. The committee can then develop an annual calendar of meeting dates.

7. Terms

Dr. Levinson said that he had reviewed Ed. Code 15282(b) regarding terms and that it didn't say anything about one-year or three-year terms.

Dr. White reported that the District's Bond Counsel has advised that Prop. 39 requisites on terms are two years, and one year (or 2/1). This means participants serve for a maximum of two years, and can be reappointed for another two-year term. Dr. White will request Bond counsel to resolve the issue of the legitimacy of having one year terms.

8. Replacement Policy

The Committee's Bylaws 5.6 state: "Removal; Vacancy. The Board may remove any Committee member for any reason, including failure to attend two consecutive Committee meetings without reasonable excuse or for failure to comply with the Committee Ethics Policy. Upon a member's removal, his or her seat shall be declared vacant. The Board, in accordance with the established appointment process shall fill any vacancies on the Committee. Vacancies shall be filled within 90 days from the initial date of each such vacancy."

The Committee agreed that Dr. Levinson should advise committee members through the meeting minutes that if they cannot attend a meeting, they call either the President's office (415-485-9508 or 415-485-9502) or advise the committee chairperson (415) 924-9336).

M/s (Scott/Newman) that failure to attend three consecutive meetings without a reasonable excuse, the Committee would recommend to the Board the member be terminated from service. The motion passed unanimously. Further, the committee authorized Dr. Levinson to contact members who've missed two consecutive meetings.

9. Measure C Projects

Jose Nunez presented a project update regarding modernization. Rob Barthelman of Steinberg Associates reviewed initial steps in defining master planning of campuses.

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10. Budget

Dave Kirn confirmed that the Board has purchased a bond management software system. Before, or in conjunction with the first audit report, the Committee will have an opportunity to view the system in use. There will also be a demonstration on the breakdown of budgets at the next Committee meeting in November.

11. Tours

Five or six members toured the District's facilities. The Committee will decide at the next meeting if additional tours are necessary.

12. Meeting Dates

The next meeting is scheduled for November 29th, 2005, 3:00 – 5:00 p.m., in AC108, Kentfield campus.

13. Proposed Agenda:

- **Budget software presentation**
- **Update on Web site**
- **Final resolution of term issue**
- **Review of presentation to COM board re two audit cycles per year**
- **Presentation from Auditor of what to expect from a performance/fiscal audit**
- **Possible presentation of multi year time line/cycle and recommendation of meeting dates and intervals.**

14. Adjourn 5:15 p.m.