



September 16, 2013

MEMORANDUM

TO: District Board of Trustees
FROM: Jim Murdaugh, President 
SUBJECT: Memorandum of Understanding Between TCC and the TCC Foundation

Item Description

This item pertains to a revised Memorandum of Understanding (MOU) documenting the relationship between Tallahassee Community College and the TCC Foundation.

Overview and Background

Pursuant to amended Core Requirements of the Southern Association of Colleges and Schools' Commission on Colleges, the College is required to have an MOU which clarifies its relationship with its Direct Support Organizations (DSOs). A series of MOU's for TCC's DSOs were presented to and approved by the District Board of Trustees in February, 2012.

The attached revised MOU replaces the existing agreement between the College and the TCC Foundation, and reflects two changes:

- 1) Corrects the term "Chair-Elect" to "Vice-Chair", and
- 2) Establishes the second Board Liaison as a voting member of the TCC Foundation Board (the previous version specified this position as non-voting).

Past Actions by the Board

The District Board of Trustees approved the initial MOU on February 20, 2012.

Funding/Financial Implications

No Funding/Financial Implications are associated with this matter.

Staff Resource

Robin Johnston

Recommended Action

Approve the revised Memorandum of Understanding and authorize its execution by the Board Chair and the College President.

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding is between Tallahassee Community College and Tallahassee Community College Foundation, Inc., (d.b.a. TCC Foundation). The TCC Foundation (henceforth referred to as the "Foundation") was organized and incorporated in 1981 as a direct support organization of Tallahassee Community College (henceforth referred to as the "College").

The purpose of the Foundation is to receive, hold, invest, and administer property and to make expenditures to, or for the benefit of the College.

In consideration of the mutual commitments herein contained, the parties agree as follows:

FOUNDATION NAME AND LOGOTYPE

Consistent with its mission to help to advance the plans and objectives of the College, the Foundation is granted the use of the name, "TCC Foundation". The Foundation has the authority to use the College's name and logotype and other identifying marks in the promotion of its business and activities.

COLLEGE GOVERNANCE

The College's District Board of Trustees (henceforth referred to as the "Trustees") is responsible for overseeing the mission, leadership and operations of the College and for setting priorities and long-term plans for the College.

THE FOUNDATION RELATIONSHIP TO THE COLLEGE

The Foundation's Board of Directors (henceforth referred to as the "Board") is responsible for the control and management of all assets of the Foundation, including the prudent management of all gifts consistent with donor intent.

The Foundation is responsible for the performance and oversight of all aspects of its operations based on a comprehensive set of bylaws that clearly address the Board's fiduciary responsibilities, including expectations of individual Board members based upon ethical guidelines and policies.

THE COLLEGE RELATIONSHIP TO THE FOUNDATION

The President of the College is responsible for communicating the College's priorities and long-term plans, as approved by the Trustees, to the Foundation.

The College recognizes that the Foundation is a private corporation with the authority to keep all records and data confidential consistent with the law.

The Executive Director of the Foundation, reporting to the President of the College is responsible for all activities related to soliciting private support, establishing productive relationships with external groups, reporting of gifts and Foundation development.

The President of the College shall serve as a member of the Foundation Board, with voting rights, and shall assume a prominent role in fundraising activities.

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The Vice-Chair of the College's Board of Trustees shall serve as a member of the Foundation Board, with voting rights. One additional Trustee, who is appointed by the Chair, shall serve as a voting member of the Board.

The College will provide in-kind services such as office space, technology and utilities as it deems appropriate. The College will employ, evaluate and compensate the Executive Director of the Foundation and other Foundation staff as it deems appropriate.

FOUNDATION RESPONSIBILITIES

Fundraising

The Foundation shall create an environment conducive to increasing levels of private support for the mission and priorities of the College, based on needs and goals set by the College's President and Trustees. Foundation funds are acknowledged by the College and the Foundation to be supplementary to all other College funds including those received through state appropriations, tuition and other sources, and are not a substitute thereof.

The Foundation Executive Director, in consultation with the College President and Foundation Board, is responsible for planning and executing comprehensive fundraising and donor-acquisition programs in support of the College's mission. These programs include but are not limited to annual giving, major gifts, planned gifts, special projects, private foundation solicitations and campaigns as appropriate.

The Foundation will establish, adhere to and periodically assess its gift-management and acceptance policies. It will promptly acknowledge and issue receipts for all gifts on behalf of the Foundation and the College and provide appropriate recognition and stewardship of such gifts.

The College recognizes that the Foundation bears the major responsibility for private sector fundraising. College representatives will coordinate fundraising initiatives including major gifts solicitations with the Foundation.

The College President will work in conjunction with the leadership of the Foundation Board and the Foundation Executive Director to identify, cultivate and solicit prospects for private gifts.

The Foundation shall establish and enforce policies to protect donor confidentiality and rights consistent with law.

Asset Management

The Foundation will establish asset allocation, disbursement and spending policies that adhere to applicable federal and state laws.

The Foundation will receive, hold, manage, invest and disperse contributions of cash, securities, patents, copyrights and other forms of property, including immediately vesting gifts and deferred gifts that are contributed in the form of planned and deferred gift instruments.

The Foundation will engage an independent accounting firm annually to conduct an audit of the Foundation's financial and operational records and will provide the College with a copy of the annual audited financial statements, including management letters and comply with all requirements mandated by law.

Transfer of Funds

The Foundation is the primary depository of private gifts and will transfer funds to the College in compliance with applicable laws, College policies and gift agreements.

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When distributing gift funds to the College, the Foundation will disclose any terms, conditions, or limitations imposed by donor or legal determination on the gift. The College will abide by such restrictions and provide appropriate documentation as required.

The Foundation’s disbursements to and or on behalf of the College must be reasonable, support the College, consistent with donor intent, and not in conflict with the law.

Foundation Funding and Administration

The Foundation is responsible for establishing an annual budget.

The Foundation shall own and maintain, at its own expense, copies of the plans, budgets and donor and alumni records developed in connection with the performance of its obligations.

The Foundation will provide access to data and records to the College for College purposes, as permitted by donors and/or required by law. The Foundation will provide copies of its annual report to the College.

To ensure effective achievement of this Memorandum of Understanding, the College and the Foundation officers and Board representatives shall hold periodic meetings to foster and maintain productive relationships and to ensure open and continuing communications and alignment of priorities.

The foregoing is in compliance with Florida Statutes governing State Colleges, their Trustees, Presidents, and direct support organizations including, but not limited to, § 1001.64 (14), § 1001.64 (39) and (40), § 1001.65, § 1004.06 and § 1004.70.

IN WITNESS WHEREOF, the parties have caused this Memorandum of Understanding to be executed by their duly authorized officers.

By: _____
Chair, TCC Board of Trustees

By: _____
President, TCC

Date

Date

By: _____
Chair, TCC Foundation Board of Directors

By: _____
Executive Director, TCC Foundation

Date

Date