

BINGHAMTON AUXILIARY SERVICES CORPORATION

Board of Directors Annual Meeting

Friday, October 4, 2019 at 12:00 p.m.

Couper Administration Building Room 606

Agenda

1. Call to Order (Fauci) and Roll Call (Mead)
2. Public Comment Period (Pursuant to NPC § 605 and Public Officers Law §§ 100–111) (Fauci)
3. Board Member Comment Period (Fauci)
4. Welcome New Members to the Board of Directors (Ellison)
5. Action Item: Board Officer Election (Ellison)
6. Action Item: Approval of Minutes of April 26, 2019 Regular Meeting and June 26, 2019 Special Meeting (Mead)
7. Action Item: Approval of August 31, 2019 Financial Report (Bennett)
8. Action Item: Approval of Audit Committee Report (Wheeler)
9. Action Item: Approval of Meeting Calendar (Ellison)
10. Information Item: Director's Report (Ellison)
 - a. Board Business Update
 - b. First Reading of Draft Policies on Travel, Whistleblower and Delegation of Authority
 - c. Conflict of Interest Policy Compliance
11. Action Item: Review of Resolution on Student Representation
12. Action Items: Review of two Business Proposals before the Board (Ellison)
13. Adjournment (President Elect)

Public Instructions on Addressing the Binghamton Auxiliary Services Corporation Board of Directors: Members of the public are welcome to address agenda items that come before standing and special meetings of the Board. Comments should pertain to the agenda or Corporation-related matters and not to specific issues that are the subject of collective bargaining, individual grievances or appeals, or litigation. Written comments are also welcome and will be distributed to the members of the Board. The purpose of public comments is to provide information to the Board, and not to evoke an exchange with Board members. Questions that Board members may have resulting from public comments will be referred to appropriate staff for response. In fairness to all speakers who wish to speak, and to allow the Board to hear from as many speakers as possible, while at the same time conducting the public business of their meetings within the time available, the President of the Board will determine and announce reasonable restrictions upon the time for each speaker, and may ask multiple speakers on the same topic to limit their presentations. In most instances, speakers will be limited to no more than three minutes. The totality of time allotted for public comment at the board meeting will be 30 minutes, and speakers will be scheduled for appropriate time in accord with the numbers upon sign up. Speakers are requested to make the best use of the public comment opportunity and to follow the rules established.

APPROVED MINUTES 12/6/2019

BINGHAMTON AUXILIARY SERVICES CORPORATION

Annual Meeting of the Board of Directors: October 4, 2019

Couper Administration Building, Binghamton University

- 1) Darcy called the meeting to order, and Cornelia Mead called the roll. Attending: Deanne Ellison, Darcy Fauci, Tara Lerman, Cornelia Mead, Heather Parks, Brian Rose (via telephone), Emma Ross, Rachel Turner, Jesse Wheeler.
- 2) Public comment period (nobody present)
- 3) Board comment period (none)
- 4) Welcome new members to the board - Deanne asked all present to introduce themselves.
- 5) Board officers election: Deanne presented the new slate of officers: Heather Parks as President, Jesse Wheeler as Vice President, and Cornelia Mead to continue as Secretary & Treasurer. Motion by Emma Ross, seconded by Darcy Fauci, to approve the proposed slate of officers. motion carried. Having been elected as the new President, Heather Parks chaired the remainder of the meeting.
- 6) Minutes for approval -April 26 meeting and June 26 special meeting. Motion by Darcy, seconded by Heather to accept the minutes. Motion carried with one abstention.
- 7) Approval of September 30 Financial report: Janice Bennett presented the report, moved by Cornelia Mead, seconded by Darcy Fauci to accept the financial report, motion carried.
- 8) Audit report: Jesse Wheeler presented the auditor's report prepared over the summer. There were no issues or concerns mentioned by the auditors. Motion to accept financial statements and the audit report, moved by Cornelia Mead, seconded by Emma Ross, motion carried.
- 9) Meeting calendar: Deanne presented the schedule of board meetings for the coming academic year, and asked that they be approved. Moved by Darcy Fauci, seconded by Jesse Wheeler, to approve the meeting calendar. Motion carried.
- 10) Information Item: Director's Report
 - a. Deanne handed out a summary of the BASC business operations.
 - b. Deanne distributed draft policies on Travel, Whistleblower and Delegation of Authority for first reading by the board, no action required today. They will be voted on at next meeting.
 - c. Conflict of Interest Policy -required by all 501(c) 3 corporations. Asked each Board member to sign a copy of the statement and return to Janice.
- 11) Review of resolution on student representation: Deanne explained the background of this resolution presented at the April meeting, which we agreed to discuss at our next meeting. Following discussion, no action was taken by the Board.
- 12) Review of two new business proposals presented by Deanne Ellison
 - a. Proposal to manage strategic marketing affiliates contract for athletics. Moved by Darcy Fauci to move forward with the opportunity, seconded by Rachel Turner, motion carried.
 - . Proposal to support in-sourcing counseling services. There was a meeting last week with potential providers interested in renting facilities on campus to facilitate providing more convenient services to the student population. There were several interested parties. Moved by Darcy Fauci, seconded by Emma Ross, to pursue this business opportunity. Motion carried.
- 13) Deanne thanked Darcy for her service as President. The meeting adjourned at 12:50 pm.

Cornelia Mead, Secretary