

## **BINGHAMTON AUXILIARY SERVICES CORPORATION**

### **Board of Directors Annual Meeting**

Friday, October 7, 2022 at 12:00 p.m.

Couper Administration Building Room 148

### **Agenda**

1. Call to Order (Lerman) and Roll Call (Bennett)
2. Public Comment Period (Pursuant to NPC § 605 and Public Officers Law §§ 100–111) (Lerman)
3. Board Member Comment Period (Lerman)
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 29, 2022 Meeting (Bennett)
7. Action Item: Approval of August 31, 2022 Financial Report (Krizanek)
8. Action Item: Approval of Audit Committee Report (Wheeler)
9. Action Item: Approval of Meeting Calendar (Ellison)
10. Action Item: Staff Recommendation for Banking Contract (Ellison)
11. Information Item: First Read of Procurement Policy (Ellison)
12. Information Item: First Read of Cash Disbursement and Cash Receipt Policy (Ellison)
13. Information Item: First Read of Payroll Policy (Ellison)
14. Information Item: First Read of the Inventory Policy (Ellison)
14. Information Item: Director's Report (Ellison)
  - Board Business Update
  - Conflict of Interest Policy Compliance
15. 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.

## **Board of Directors Meeting Minutes**

Friday, October 7, 2022 at 12:00 p.m.

Couper Administration Building Room 148

**Call to Order:** Outgoing President Tara Lerman called the meeting to order at 12:05pm

**Roll Call:** VOTING - Janice Bennett, Howard Brown, Darcy Fauci, Nia Johnson, Tara Lerman, Athira Nirmal, Heather Parks, Sean Reichbach, Brian Rose, Jesse Wheeler; NON-VOTING- Deanne Ellison, Paola Mignone, Ashley Teeter

**Public Comment Period:** none

**Board Member Comment Period:** none

**Welcome New Members to the Board of Directors:** Deanne welcomed four new board members- Howard Brown (Faculty Senate), Nia Johnson (SA), Athira Nirmal (GSO), Sean Reichbach (Residential Area Government - CIW).

**Approval of Board Officer Election:** Deanne announced Tara would be stepping down from the board after his meeting and thanked Tara for her time on the Board and serving as both VP and President during her tenure. Deanne explained to the board how the officers are typically selected and that the Presidency and VP are usually rotated between the various constituency groups while the Treasurer/Secretary does not change unless there is a vacancy. She then proposed a slate of officers: Darcy Fauci, President and Heather Parks, VP with Janice Bennett to remain as Treasurer/Secretary. She opened the floor to any other nominations and there were no one. Moved to approve by Nia, seconded by Jesse, motion carried.

**Approval of April 29, 2022 Meeting Minutes:** Moved by Darcy, seconded by Nia, to approve minutes, motion carried.

**Approval of August 31, 2022 Financial Report:** Ashley reviewed the financial report included in the meeting packet and explained that this year the financial statements are consolidated. They include the BASC Mill St LLC which is consistent to how the BU Foundation handles reporting with their LLC financials. She further explained that the \$35,000 LLC line item was allocated to the LLC from the BASC for startup costs. Moved to approve by Brian, seconded by Darcy, motion carried.

**Approval of Audit Committee Report:** Jesse reviewed the 2021-22 Audit by the Bonadio firm and shared that it was a clean audit free from any material misstatements. He noted that this year's audit was consolidated and included the BASC Mill St. LLC, however there was very little activity since it only

operated 6 weeks of the fiscal year. Moved to approve report by Nia, seconded by Darcy, motion carried.

**Approval of the Meeting Calendar:** Deanne reviewed the 2022-2023 meeting calendar included in the packet. Moved to approve by Darcy, seconded by Jesse, motion carried.

**Approval of Staff Recommendation for Banking Contract:** Deanne reviewed the memo included in the packet with the recommendation from the Auxiliary staff that we provide a one-year extension to Visions as permitted in the current banking contract. She also shared that the banking contract allows that next year's board could vote to extend one additional year or could opt to put the banking contract out to bid. Moved to approve by Nia, seconded by Jesse, motion carried to extend the contract until July 1, 2024.

**First Read of Policies:** Deanne reviewed the first reads of the policies included in the packet and highlighted important information and concerns discussed in the board study session. These will be voted on in the December 2022 meeting.

- **Procurement Policy:** New policy. OK as written, no need to review
- **Cash Disbursements and Cash Receipts Policy:** New policy. Will change "regularly" to "annually" in Section I as suggested in the study session.
- **Payroll Policy:** Will supersede current Payroll Policy. Noted that Mill St. LLC now has payroll so the policy has been updated to follow the Employee Handbook which is available on the website. OK as written.
- **Inventory Policy:** Will supersede current Inventory Policy. Noted that Mill St. LLC now has significant inventory so policy has been updated to follow the Expense Guidelines document. OK as written.

#### **Director's Report:**

Deanne provided a Board Business Update and highlighted two potential contract management opportunities that could become part of the BASC in the future.

- She explained that she was contacted by Physical Facilities about using the BASC for leasing vehicles to be in compliance with EO22, following a model being implemented at SUNY Cortland.
- Additionally, there is a need to have renters insurance available for residential students and BASC was approached about piloting a program. Deanne will provide more information to the board highlighting the pros and cons as it becomes available.

Deanne also reviewed the Conflict of Interest policy and asked all members to complete the form and sign. She also noted that legal counsel was reviewing the document.

**Adjournment:** Moved by Nia, seconded by Athira. Meeting adjourned at 12:43 pm

Submitted by: Janice Bennett, Treasurer & Secretary  
Approved 12/2/22