

BINGHAMTON AUXILIARY SERVICES CORPORATION

Board of Directors Meeting

Friday, December 6, 2019 at 12:00 p.m.
Couper Administration Building Room 606

Agenda

1. Call to Order (Parks) and Roll Call (Mead)
2. Public Comment Period (Pursuant to NPC § 605 and Public Officers Law §§ 100–111) (Parks)
3. Board Member Comment Period (Parks)
4. Introduction of Invited Guest to Board Meeting (Ellison)
5. Action Item: Approval of Minutes of October 4, 2019 Regular Meeting (Mead)
6. Action Item: Approval of October 31, 2019 Financial Report (Bennett)
7. Information Item: Director’s Report (Ellison)
8. Action Item: First Reading of Delegation of Authority Policy, Payroll Policy, Inventory Policy
9. Information Item: Discussion of Amended and Restated By-Laws (Ellison)
10. Action Item: Approval of Travel Policy (Ellison)
11. Action Item: Approval of Whistleblower Policy (Ellison)
12. Action Item: Approval of Updated Conflict of Interest Policy (Ellison)
13. Adjournment (Parks)

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.

MINUTES APPROVED 2-7-2020

BINGHAMTON AUXILIARY SERVICES CORPORATION

Meeting of the Board of Directors: December 6, 2019
Couper Administration Building, Binghamton University

- 1) Meeting called to order by Heather Parks at 12:08 pm. Those present introduced themselves, attending: Heather Parks, Deanne Ellison, Janice Bennett, Cornelia Mead, Tara Lerman, Emma Ross, Darcy Fauci, Jesse Wheeler, Emily Beston (for Rachel Turner), Joshua Gewolb (guest).
- 2) Public comment period (nobody present)
- 3) Board comment period (none)
- 4) Deanne Ellison - introduced Josh Gewolb, our attorney from Harter Secrest & Emery in Rochester, who has helped with some changes to our bylaws and other documents. Josh explained he helped form the organization and get us tax exempt status, and has recently been helping review some documents for us.
- 5) Approval of October 4 minutes - No changes or comments. Moved by Darcy Fauci, seconded by Emma Ross, to approve October 4 minutes. Motion carried.
- 6) Financial report - Janice Bennett presented report for period ending Oct 31. Nothing unusual that wasn't budgeted for. Moved by Cornelia Mead to accept financial report, seconded by Jesse Wheeler, motion carried.
- 7) Director's report - updates - Deanne Ellison
 - a. Contract for Counseling services for after-hours counseling. Moving ahead, we have identified some service providers and are developing processes to get this in place when school resumes in January.
 - b. Athletics licensing contract -on hold apparently due to basketball season. We continue to follow up with athletics.
 - c. Next policy we're working on will be procurement policy.
 - d. Next policy - administrative services - we need to establish a method to recoup some administrative costs when we administer contracts (e.g. for athletics).
 - e. First reading for new policies
 - i. Delegation of authority - we had a prior draft and Josh's office has marked it up. Policy as amended will move forward, no question or concerns raised.
 - ii. Personnel and Inventory policies - SUNY contract requires us to have policies on these issues, but we do not have either employees or inventory, so these two documents simply acknowledge the requirement and state that we do not have employees or inventory at this time.
 - iii. Deanne reviewed all the policies that we are required to have according to our contract with SUNY - we are well on our way to fulfilling these requirements.
 - iv. Heather asked if there are questions on these policies - none, so they will be moved to the next meeting for approval.
- 8) First reading of by laws -(Amending the agenda to discuss the by-laws today, not approve). Josh introduced the issue - since we initially approved our by-laws in 2016, the not for profit law has been amended a few more times, and these recommendations will bring them in to compliance, in the following areas:
 - a. Definitions and language around "independent directors". Can be removed from the by-laws and incorporated in the audit committee charter instead.

- b. Descriptions of committees - recommend that these be pulled out into a separate document called "committee charters" so they may be more easily changed over time as needed by the organization. Changes to the by-laws must be reported on the 990, and these changes can be made easier if not in the by-laws. We already have committee charters for audit committee and executive committee.
 - c. Conflict of interest policy - again, does not need to be included in the by-laws, we already have a separate policy for this.
 - d. There being no questions about the proposed policies, these will be an action item to approve at our next meeting
- 9) Action item: Travel policy - was presented at last meeting, there have been no changes. Deanne presented them approval. Motion by Darcy to accept the travel policy, seconded by Heather, motion carried.
- 10) Action item: Whistleblower policy - was presented at the last meeting for first read. A few changes were proposed by legal counsel, and those were sent to the Board in advance with opportunity to comment, and there were none. Moved by Emma Ross to accept the policy as amended, seconded by Tara Lerman, motion carried.
- 11) Action item: Amended conflict of interest policy - some revisions suggested for this as with whistleblower policy. Moved by Darcy to accept the policy as amended, seconded by Emma, motion carried
- 12) Motion to adjourn - the meeting was adjourned at 12:30 pm



Cornelia D. Mead
Secretary

02/07/2020

Date