

**UNIVERSITY AUXILIARY SERVICES AT ALBANY  
BOARD OF DIRECTORS MEETING  
DANES DEN, INDIAN QUAD DINING ROOM  
SEPTEMBER 12, 2012**

President Garafola convened the meeting at 8:43 AM. The following Directors were present:

Ms. Laurie Garafola

Mr. Arthur Rushforth

Ms. Sophia Hammett Turner

Mr. Greg Albert

Mr. Fardin Sanai

Mr. Matt Krush

Mr. Kevin Wilcox

Mr. Ryan Witte

Ms. Carol Anderson

Mr. Matthew McLarnon

Dr. Mike Christakis

Ms. Candace Merbler

Mr. Tom Bessette

Mr. Bill McCann

Also in attendance: Mr. Steve Pearse, UAS Executive Director; Ms. Karen Kettlewell, UAS Associate Executive Director; Ms. Cynthia Calautti, UAS Director of Communications; Ms. Michelle DiDonna, UAS Associate Executive Director; Ms. Michelle Bowen, UAS Director of Marketing; Mr. Randy Simmons, UAS Director of Accounting; Ms. Nancy Harrigan, UAS Administrative Assistant.

**PUBLIC COMMENT**

None at this time.

**APPROVAL OF THE AUGUST 20, 2012 MINUTES**

A motion was made to approve the minutes of the August 20, 2012 Board meeting by Dr. Christakis. The motion was seconded by Mr. Bessette and approved unanimously.

**ELECTION OF NEW OFFICERS/SEATING OF THE BOARD**

Ms. Garafola nominated Dr. Christakis for President. Mr. Rushforth seconded the motion. Dr. Christakis accepted the nomination. With no further nominations, Dr. Christakis was elected President by acclamation. Dr. Christakis, as new President, chaired the remainder of the meeting.

Dr. Christakis thanked Ms. Garafola for her years of service as President.

Mr. Wilcox nominated Mr. Rushforth for Vice President. Ms. Merbler seconded the motion. Mr. Rushforth accepted the nomination. With no further nominations, Mr. Rushforth was elected Vice President by acclamation.

Mr. Rushforth nominated Ms. Merbler for Secretary. Ms. Garafola seconded the motion. Ms. Merbler accepted the nomination. With no further nominations, Ms. Merbler was elected Secretary by acclamation.

## **ANNUAL BOARD ORIENTATION**

Mr. Pearse gave an overview of UAS as a not-for-profit corporation, and reviewed the duties and responsibilities of the Board of Directors. Mr. Wilcox noted that in order for UAS to maintain its not-for-profit status, the corporation must stay within the purpose of the organization.

## **COMMITTEE SIGN UP**

Dr. Christakis noted that much of the work of the Board is done by committee and asked each director to specify which committee they would like to serve on; a sign up form was circulated.

## **PRESENTATION OF THE ANNUAL INDEPENDENT AUDIT**

Mr. Wilcox provided an overview of the independent financial and pension audits performed by UHY. The draft financial audit was presented to the Finance and Audit Committee on September 10, 2012. Mr. Wilcox stated that UHY will issue an unqualified opinion on the accuracy of UAS's annual financial statement, the highest level of audit assurance.

Mr. Wilcox stated that the audit performed on the 401(a) pension plan administered by UAS for its own employees and those of its affiliated corporations resulted in an unqualified opinion. However, UHY will clarify as they did last year, that a formal pension plan document be established.

Mr. Wilcox moved to accept the pension plan review and accept UHY finalizing the annual financial audit as presented in draft form. Mr. Bessette seconded the motion and the motion was accepted unanimously.

## **EXECUTIVE DIRECTOR'S REPORT**

- Shop 24 Vending Systems

Mr. Pearse gave an overview of the two Shop 24 vending systems that have been purchased, with a plan for a site location on the west side of campus. The location for the second Shop 24 is yet to be identified.

- Campus Center Expansion and Renovation Update

Mr. Pearse provided an update of the progress of the Campus Center expansion and renovation projects.

- Barnes and Noble Update

Mr. Wilcox and Mr. Pearse are working with Barnes and Noble to clarify contractual language regarding Barnes and Noble financial obligations.

- Dining Services RFP Update

Mr. Pearse reviewed the change in the end date for the Chartwells contract to allow the new contracted food service provider to participate in renovation decisions.

- Fall Start Up – Chartwells New Team

Mr. Pease informed the Board of the names of the new Chartwells management team.

## **MARKETING AND COMMUNICATION REPORT**

Ms. Calautti provided an overview of her responsibilities as Director of Communications. Ms. Bowen kindly deferred her presentation until the next meeting in the interests of time.

## **PUBLIC COMMENT**

None at this time.

## **ADJOURNMENT**

A motion was made by Ms. Garafola to adjourn the meeting at 10:03 AM. The motion was seconded by Mr. Rushforth and unanimously approved.

Respectfully Submitted,

Candace Merbler  
Board Secretary