

**UNIVERSITY AUXILIARY SERVICES AT ALBANY
BOARD OF DIRECTORS MEETING
State Room, State Quad Dining Hall
September 12, 2011, 11:30 A.M.**

President Garafola convened the meeting at 11:33 a.m. The following Directors were present:

Ms. Carol Anderson
Mr. Tom Bessette
Ms. Gael Black
Ms. Laurie Garafola
Ms. Sophia Hammett Turner

Ms. Candace Merbler
Mr. Matt O'Neil
Mr. Tremayne Price
Mr. Arthur Rushforth
Mr. Kevin Wilcox

Absent: Dr. Mike Christakis, Mr. Bill McCann, Mr. Fardin Sanai, Mr. Zafir Uddin, Mr. Jay Wholley

Also in attendance: Mr. J. Eric Smith, UAS Executive Director; Ms. Michelle DiDonna, UAS Associate Executive Director; Ms. Karen Kettlewell, UAS Associate Executive Director; Ms. Emily Tracy, UAS Director of Human Resources; Mr. Timothy Lawrence, Financial Staff Associate

PUBLIC COMMENT

None at this time.

BOARD ORIENTATION

Mr. Smith gave an overview of UAS as a corporate entity, and addressed the Board regarding their duties and obligations as Board members.

ELECTION OF NEW OFFICERS/SEATING OF THE BOARD

Ms. Hammett-Turner nominated Ms. Garafola for President. Ms. Merbler seconded the motion. Ms. Garafola accepted the nomination. With no further nominations, Ms. Garafola was elected President by acclamation.

Mr. O'Neil nominated Ms. Black for the Vice President Position. Mr. Rushforth seconded. Ms. Black accepted the nomination. Mr. Wilcox nominated Mr. Price for the Vice President position. Mr. Bessette seconded. Mr. Price accepted the nomination. Ms.

Black withdrew her candidacy. With no further nominations, Mr. Price was elected Vice President by acclamation.

Mr. Price nominated Ms. Black for the Secretary position. Mr. Rushforth seconded. Ms. Black accepted the nomination. With no further nominations, Ms. Black was elected secretary by acclamation.

PRESENTATION OF ANNUAL INDEPENDENT AUDITS

Mr. Wilcox provided an overview of findings from the independent financial and pension audits performed by UHY. The draft Financial Audit was presented to the Finance and Audit Committee on September 9, 2011. Mr. Wilcox stated that the audit was straightforward and that UHY would be issuing an unqualified opinion on the accuracy of UAS's annual financial statement, the highest level of audit assurance.

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 as well. A management letter was issued recommending that UAS investigate surety bonding for plan custodians, and create a formal plan document. Mr. Wilcox moved to accept the pension plan review as final. Mr. Rushforth seconded the motion, and the pension audit was accepted unanimously.

COMMITTEE REPORTS

Executive Committee

Ms. Garafola discussed the formation of the Executive Director search committee. Dr. Christakis agreed to serve as chair for the committee. Also serving are Mr. Price, Ms. Garafola, Ms. Leah Rotella, Mr. John Giarrusso, Ms. Kim Bessette and Dr. Jason Lane. The entire Board of Directors will have a chance to participate in the interview process when the Committee brings its finalists to campus. Ms. Garafola stated that advertising will continue for an additional two weeks in the *Times Union*, and that the advertisement has been placed on various online trade portals.

Governance Committee

Mr. Smith noted that the new Governance Committee is being developed to replace the Long-Range Planning Committee, which spearheaded last year's Strategic Planning Process. The Governance Committee will be charged with overseeing implementation of the Strategic Plan.

Program Fund Committee

Mr. Lawrence gave a brief overview of what had been accomplished last year and what was happening during the current fiscal year. He highlighted the fact that most

applications are now being submitted electronically. Mr. Lawrence also mentioned that funds had been granted over the summer.

Finance and Audit Committee

Mr. Smith noted that the SUNYCard and Finance departments were merged under Ms. DiDonna's direction to improve information flow between these related functions. He also stated that the Budget approved in May was developed on an absolute "bottom up" basis, rather than an incremental year-to-year basis, which should improve performance to goals, while providing more of a sense of ownership to budget managers.

Dining Committee

Ms. Kettlewell gave a brief overview of the ASDAC group and explained its goals and purpose. She expressed thanks to the committee for the support of the ASDAC program. Ms. Kettlewell detailed three successful renovations projects from last year. She also reminded the Board of three additional Campus Center renovations coming up soon. Another accomplishment of the committee was a significant restructuring of meal plans, which has been well received. Ms. Kettlewell noted that Fall 2010 NACUFS survey scores declined over previous years and against other institutions, and that the Dining Committee played an active role in responding to and reversing this trend. Ms. Kettlewell noted that the new reverse vending machine in the Campus Center is successful, and that Ms. Emily Lamongtange has developed a comprehensive inventory of vending machines on campus which has facilitated records-keeping and maintenance of the machines.

Services Committee

The new Services Committee will serve as an expansion of the Bookstore Committee, and will address UAS contracts and internal services other than those related to Dining and Vending. Ms. DiDonna will serve as the staff liaison for the newly formed committee. Mr. Smith noted Barnes & Noble's 18-month review per their May 2010 contract will be due in November, and that as the administrator for this contract, he will provide the documentation needed to complete this review.

EXECUTIVE DIRECTOR'S REPORT

Mr. Smith noted that his resignation as Executive Director would be effective November 9, when he will be leaving the Albany area for family reasons. Mr. Smith thanked the board for their hard work and support throughout his time at UAS.

STRATEGIC PLAN UPDATE

Mr. Smith gave an overview of the strategic plan and encouraged everyone to look on the Wiki and to review the essential documents.

APPROVAL OF THE MAY 5 MINUTES

Mr. Wilcox made a motion to approve the May 5, 2011 minutes. Ms. Hammett Turner seconded. The motion was approved unanimously.

PUBLIC COMMENT

None at this time.

ADJOURNMENT

Mr. O'Neil made a motion to adjourn, Mr. Wilcox seconded. The motion was approved unanimously and the meeting adjourned at 12:45 P.M.

Respectfully Submitted,

Gael Black
Board Secretary