

**UNIVERSITY AUXILIARY SERVICES AT ALBANY**  
**BOARD OF DIRECTORS MEETING**  
**Alumni House, Conference Room**  
**September 16, 2009, 11:45 A.M.**

President Murphy convened the meeting at 11:47 a.m. The following Directors were present:

Ms. Laurie Garafola	Mr. William McCann
Ms. Karen Acosta McNeill	Mr. Tremayne Price
Ms. Sophia Hammett Turner	Mr. Steven Berkowitz
Mr. Kevin Wilcox	Ms. Samantha Bernstein
Mr. Tom Bessette	Mr. Alex Pena
Dr. Richard Goldstein	Mr. Paul McCarthy
Mr. Joshua Sussman	Mr. John Murphy

Absent: Ms. Candace Merbler; Ms. Carol Anderson

Also in attendance: Mr. J. Eric Smith, UAS Executive Director; Ms. Michelle DiDonna, UAS Associate Executive Director; Ms. Karen Kettlewell, UAS Associate Executive Director; Mr. Scott Gorgas, UAS Director of Finance; Ms. Cynthia Calautti, UAS Director of Communications; Ms. Emily Tracy, UAS Human Resources Administrator; Mr. Reuben Ingber, Student Association; Mr. William Sheehan, UAS Legal Counsel; Mr. Andrew Matthews, Manager, UHY; Mr. Michael Lipschutz, Partner, UHY; Ms. Marilyn Pendergast, Partner, UHY

PUBLIC COMMENT

None at this time.

INTRODUCTION OF BOARD MEMBERS AND MANAGEMENT TEAM

President Murphy requested that each individual introduce themselves.

ELECTION OF NEW OFFICERS/REQUESTS FOR COMMITTEE ASSIGNMENTS

Mr. Sussman nominated Ms. Garafola for the President position. Motion seconded by Mr. Pena. Ms. Garafola accepted the nomination. With no further nominations, Ms. Garafola is President by acclamation.

Mr. Wilcox nominated Ms. Bernstein for the Vice President position. Motion seconded by Mr. Pena. Ms. Bernstein accepted the nomination. With no further nominations, Ms. Bernstein is Vice President by acclamation.

Mr. Sussman nominated Mr. Pena for the Secretary position. Motion seconded by Mr. McCarthy. Mr. Pena asked what the position entails. Mr. Smith explained that the secretary works closely with Ms. Tracy to submit the minutes to the board within 48 hours of the meeting and to ensure that they are accurate. Mr. Wilcox mentioned that the Secretary would also attest to resolutions and sign off on documents for the board. Mr. Pena accepted the nomination. With no further nominations, Mr. Pena is Secretary by acclamation.

Mr. Murphy turned the podium over to President Garafola. President Garafola thanked Mr. Murphy for his leadership and dedication to UAS. Mr. Smith joined Ms. Garafola to thank Mr. Murphy and present him with gifts. Mr. Murphy stated that he would miss working with the new students and thanked everyone for their support.

President Garafola explained the role of committees to the board members, noting that they are working groups that bring recommendations to the Board as a whole, and give specific advice about certain areas. President Garafola asked the Directors to sign up for two or three committees that they would be interested in serving on and stated that decisions on the committees would be made in the near future.

#### APPOINTMENT OF EXECUTIVE COMMITTEE

President Garafola stated that, per the UAS bylaws, the Executive Committee would consist of herself, Vice President Bernstein, Mr. Wilcox, a student representative and an administrative representative.

Mr. Price nominated Mr. Sussman for the Student position on the Executive Committee. Motion seconded by Ms. Bernstein. Mr. Sussman accepted the nomination. With no further nominations, Mr. Sussman is the Student representative by acclamation.

President Garafola nominated Ms. Anderson for the Administrative position on the Executive Committee. Though Ms. Anderson was not there to accept the nomination, President Garafola stated that she had spoken to Ms. Anderson about the nomination and that Ms. Anderson was willing to serve. Motion seconded by Mr. Sussman. With no further nominations, Ms. Anderson is the Administrative representative by

acclamation. President Garafola stated that she would make Ms. Anderson aware of her appointment.

### MINUTES

A motion was made to approve the minutes of the May 6, 2009 Board meeting by Mr. Wilcox. This motion was seconded by Ms. Hammett Turner and approved unanimously.

### BOARD TRAINING

Mr. William Sheehan, UAS Legal Counsel, gave an overview of UAS as a corporate entity, and addressed the Board regarding duties and obligations as Board members. Please see attached document for Mr. Sheehan's notes.

At the conclusion of Mr. Sheehan's presentation, Mr. Smith stated that the organization's bylaws could be found on the UAS website and that paper copies could be given to new members. Mr. Wilcox advised all members to look at these bylaws.

### AUDIT PRESENTATION BY UHY ADVISORS NY, INC. (EXECUTIVE SESSION)

President Garafola motioned to go into executive session for the UHY Audit Presentation. Motion seconded by Mr. Wilcox. UAS staff members and guests were dismissed at 12:14 until conclusion of presentation.

Executive session concluded at 12:43. UAS staff members and guests returned. Mr. Wilcox motioned to accept the audit for the year. Motion seconded by Mr. Sussman. With no objections, audit is approved unanimously. UHY staff exited.

### EXECUTIVE DIRECTOR REPORT

Mr. Smith presented a 2009 Summer Review and his perspective on key business items for Fall 2009. These items include the progression of the Bookstore RFP, the Campus Center Project, the Vending RFP, changes to meal plan approaches, and strategic planning beyond State Quad and the Campus Center projects. Please see attached document for Mr. Smith's notes.

### COMMITTEE REPORTS

Finance and Audit Committee – Mr. Wilcox reported that the committee met August 28, 2009 to review draft financial statements. Mr. Wilcox also mentioned the discussion

of short/long term investments during the executive session. On the heels of the financial crisis, Mr. McCann suggested a review of current banking policies and confirmation of new ideas to maximize earnings and protect the staff and board. Mr. McCann stated that this idea stemmed from last year's audit presentation, when UAS had accumulated large sums of money that was kept in a single investment location. Mr. McCann motioned that it would be prudent for the staff and Finance and Audit Committee to develop an investment policy targeted at protecting the organization's assets, while also enhancing investment earnings where possible. Motion seconded by Ms. Hammett Turner. This passed unanimously with no objections.

Program Committee – Mr. McCann announced that the committee has moved the application date back so more groups could apply for funding this fall.

Bookstore Committee – Dr. Goldstein stated that the RFP was currently the Committee's biggest concern, and that the committee was encouraging the faculty to submit their textbook requests on time. Mr. Bessette mentioned that the training on textbook ordering should be very helpful in the upcoming years. Mr. Smith also stated that UAS and the University are very fortunate to have the support of Provost Susan Phillips in textbook pricing. Thanks to Provost Philips, the University is compliant and well ahead of dates required by the Federal Higher Education Opportunity Act.

Long Range Planning Committee – Committee Chair, Mr. Bessette, stressed to the Directors of the importance of the Long Range Planning Committee. Mr. Bessette made a personal plea to all Directors to get involved and attend meetings if they join this committee, as UAS can benefit greatly by planning ahead.

Dining and Services Committee – UAS Associate Executive Director, Ms. Kettlewell, had no news to report.

#### NEW BUSINESS

None

#### PUBLIC COMMENT

None

#### ADJOURNMENT

A motion was made by Mr. Bessette to adjourn the meeting. The motion was seconded by Ms. Hammett Turner and unanimously adjourned at 1:19 p.m.

Respectfully Submitted,

Alex Pena  
Board Secretary