

BINGHAMTON AUXILIARY SERVICES CORPORATION

Board of Directors Annual Meeting

Friday, October 6, 2023 at 12:00 p.m.

Couper Administration Building Room 148

Agenda

1. Call to Order (Fauci) and Roll Call (Bennett)
2. Public Comment Period (Pursuant to NPC § 605 and Public Officers Law §§ 100–111) (Fauci)
3. Board Member Comment Period (Fauci)
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 28, 2023 Meeting (Bennett)
7. Action Item: Approval of Minutes of August 25, 2023 Special Meeting (Bennett)
8. Action Item: Approval of August 31, 2023 Financial Report (Krizanek)
9. Action Item: Approval of Audit Committee Report (Wheeler)
10. Action Item: Approval of Meeting Calendar (Ellison)
11. Information Item: Director's Report (Ellison)
 - Board Business Update
 - Conflict of Interest Policy Compliance
12. 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.

Approved 12.1.23

Board of Directors Meeting Minutes

Friday, October 6, 2023 at 12:00 p.m.

Couper Administration Building Room 148

Call to Order: Outgoing President Darcy Fauci called the meeting to order at 12:10

Roll Call: VOTING - Darcy Fauci, Heather Parks, Brian Rose, Janice Bennett, Howard Brown, Jesse Wheeler, Elisheva Ezor; NON-VOTING- Deanne Ellison, Paola Mignone, Ashley Krizanek

Public Comment Period: none

Board Member Comment Period: none

Welcome New Members to the Board of Directors: Deanne welcomed two new board members and thanked them for agreeing to serve on the board.

Approval of Board Officer Election: Deanne announced Darcy would be stepping down from the board after his meeting and thanked Darcy for her time and leadership of the Board. 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: Heather Parks, President and Jesse Wheeler, 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 Brian seconded by Darcy, motion carried.

Approval of April 28, 2023 Meeting Minutes: Moved by Brian, seconded by Heather, to approve minutes, motion carried.

Approval of August 25, 2023 Meeting Minutes: Moved by Darcy, seconded by Howard, to approve minutes, motion carried.

Approval of August 31, 2023 Financial Report: Ashley passed out an updated version of the financial report including in the meeting packet and explained that this year the financial statements are consolidated so include the BASC Mill St LLC which is consistent to how the BU Foundation handles reporting with their LLC financials. There was little activity so far since this

only covered the first two months of the fiscal year. She also noted that the professional fees are mostly legal costs tied to the new pouring rights and vending contracts as well as the purchase of the commissary.

Moved to approve by Brian, seconded by Jesse, motion carried.

Approval of Audit Committee Report: Jesse reviewed the 2022-23 Audit by Bonadio and shared that it was a clean audit free from any material misstatements. He noted that while this year's audit was consolidated and included a full year of activity for BASC Mill St. LLC. He noted that there was a new accounting standard about leases incorporated into these statements and that the increased revenue and expenses are due to the full year of operation of BASC Mill St. Overall, the audit went very well and there was a clean opinion which is in part due to the BASC management and bookkeeping staff keeping things so well organized for the first full year of operation. Moved to approve by Howard, seconded by Brian, motion carried.

Approval of the Meeting Calendar: Deanne reviewed the 2023-2024 meeting calendar included in the packet. Moved to approve by Howard, seconded by Jesse motion carried.

Director's Report:

Deanne provided a Board Business Update noting

- Pouring rights contract has been executed and we are officially a Pepsi campus
- Vending contract bids were received on 10/2 and will be evaluated. The campus is still be supported through the interim contract with Servomation
- Banking contract ends in June 2024 and a new RFP will be out by Dec. 1, 2023
- The Lane-Starke Tennis Center was officially dedicated on Sept. 21 and phase 1 of the renovations have been completed.
- The BASC is involved in hiring a Dining consultant to help with the upcoming Dining RFP (in the next 2 years)
- The Commissary purchase is set to close around Nov 30, 2023.
- There will likely be additional legal expenses this year due to the new contracts being added to the BASC portfolio as well as the commissary purchase. If they are significant, an amended budget might need to be voted on.

Deanne also reviewed the Conflict of Interest policy and asked all members to complete the form and sign.

Adjournment: Moved by Darcy, seconded by Jesse. Meeting adjourned at 12:49pm by new President Heather Parks.

Submitted by: Janice Bennett, Treasurer & Secretary