

**BINGHAMTON AUXILIARY SERVICES CORPORATION**

**Board of Directors Annual Meeting**

Friday, October 1, 2021 at 12:00 p.m.

Couper Administration Building Room 148

**Agenda**

1. Call to Order (Wheeler) and Roll Call (Mead)
2. Public Comment Period (Pursuant to NPC § 605 and Public Officers Law §§ 100–111) (Wheeler)
3. Board Member Comment Period (Wheeler)
4. Welcome New Members to the Board of Directors (Ellison)
5. Action Item: Board Officer Election (Ellison)
6. Action Item: Approval of Minutes of May 7, 2021 Meeting (Mead)
7. Action Item: Approval of August 31, 2021 Financial Report (Bennett)
8. Action Item: Approval of Audit Committee Report (Wheeler)
9. Action Item: First Read of Administrative Costs Recovery Policy (Ellison)
10. Action Item: Approval of Meeting Calendar (Ellison)
11. Information Item: Director's Report (Ellison)
  - a. Board Business Update
  - b. 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 12-3-2021**

**BINGHAMTON AUXILIARY SERVICES CORPORATION**

Meeting of the Board of Directors: October 1, 2021, AD 148 Conference Room

1. Call to order – President Jesse Wheeler called the meeting to order at 12:02 pm
2. Roll Call: Attending: Darcy Fauci, Tara Lerman (via Zoom), Jesse Wheeler, Cornelia Mead, Deanne Ellison, Rachel Turner (via Zoom), David Hatami, Chris Wright, and Janice Bennett.
3. Public Comment Period: none
4. Board member Comment Period: none.
5. Introductions of Incoming Board Members: Deanne explained that we elect the officers at this, the annual meeting of the BASC. Typically the Vice President ascends to President, and we elect a new Vice President. The proposed slate of officers for 2021-22 is: Tara Lerman President, Rachel Turner Vice President, Cornelia Mead continue as Secretary/Treasurer. Motion by Darcy Fauci, seconded by David Hatami, to accept the slate. Motion carried.
6. Approval of May 7th Minutes: Moved by Darcy, seconded by Chris Wright, to approve minutes, motion carried.
7. Financial Report for August 31, 2021: Janice Bennett reported that we are on track with our financials. Moved by Cornelia Mead, seconded by Darcy, to accept the report, motion carried.
8. Approval of Audit Committee Report. Jesse Wheeler explained that the audit committee met, and the audit took place over the summer. The audit was a clean opinion, no adjustments to our numbers. Tax returns are ready to be filed as soon as we approve the audit. Motion to accept Auditors Report and audited financial Statements by Cornelia, seconded by David. Motion carried.
9. Administrative Cost Recovery Policy: (Deanne Ellison): Deanne explained that we realized in negotiating the CLC contract that we had not developed a method to recoup costs like legal fees. This policy enables us to do that. No motion needed today, we are presenting the policy for approval at our next meeting.
10. Deanne presented the meeting Calendar for this academic year: Following today's annual meeting, meeting on December 3, March 4, April 29, and the 2022-3 annual meeting on October 7<sup>th</sup>, 2022. Moved by David, seconded by Darcy, to accept the schedule – motion carried.
11. Deanne presented the Executive Director's report:
  - a. Glad to be meeting in person for the first time in almost two years.
  - b. One of the questions that might arise is whether there was any fiscal impact to the BASC of this time, and in fact there really has not been.
    1. Deanne distributed a comparative financial report showing years compared, and the only reduction this past year was the lack of commencement photography income, a small amount.
    2. Increased expenses were In part our decision to reimburse the State for a portion of Deanne's salary, since BASC is so much of her time.
    3. We still have net positive every year.

- c. Jesse asked whether we have discussed doing something with our account balance? Yes, we have talked about scholarships, a grant program, or some type of investment. Deanne suggested we could have a workgroup to discuss the options and come up with a plan, those interested please send their names to Deanne.
- d. Deanne distributed updates to Board Members' binders, and also the Conflict of Interest Policy for signatures.
- e. Lastly Deanne thanked Jesse for his service, and thanked him for continuing on the Board.

12. Adjournment – moved by Tara Lerman, seconded by Darcy, meeting adjourned at 12:51 pm.

0. Adjournment - 12:25pm. Motion by Darcy, motion carried.

Cornelia Mead, Secretary