



University Auxiliary Services Board of Directors

MINUTES

Thursday, July 6, 2017, 1:00 p.m.

California State University Channel Islands,
Islands Café Private Dining Room, Islands Cafe, Building 67
One University Drive, Camarillo, California 93012

University Auxiliary Services Board of Directors Members Present: Bill Robe, Chair; David Press and Ysabel Trinidad, Treasurer

CI Staff in attendance: Deanne Ellison, Missy Jarnagin, Caroline Doll

- 1) Call to Order – The meeting was called to order by Chairperson Bill Robe at 1:08 p.m.
- 2) Public Forum – Chairperson Robe called for public comment. There being none, Chairperson Robe closed the public comment period.
- 3) Approval of Minutes of April 20, 2017 – The following corrections were made to the Minutes dated 4/20/2017: Page 2 under 2015-2016 Audited Financials, the first sentence reading “The 2016-2016 year end audited financials were presented” was corrected to “The **2016-2017** year end audited financials were presented”. And under 2017-2018 Budget, the first sentence “The budget for 2016-2017 fiscal year was presented and discussed.” Was corrected to: “The budget for **2017-2018** fiscal year was presented and discussed.” Mr. Press made the motion to approve the minutes as corrected, Ms. Trinidad seconded and the motion passed unanimously.

INFORMATION AND ACTION ITEMS

- 4) ACTION ITEM: Election of Officers – The meeting went into closed session for personnel matters. When the meeting was re-opened, the following slate of officers was presented by Chairman Robe: Bill Robe as Chairperson, Deanne Ellison as Secretary to the Board, Ysabel Trinidad as Treasurer to the Board. Mr. Press made the motion to accept the slate of officers and duly elect, Mr. Robe seconded and the motion passed unanimously.
- 5) INFORMATION ITEM: Senior (Executive) Director’s Report – Ms. Ellison was introduced as the Interim Executive Director of University Auxiliary Services. Ms. Ellison assured the members of the Board that University Auxiliary Services should expect continuity of excellent service as provided in the past. She reported that, in the coming months, revisions to the UAS Policies and Procedures would be proposed to, reviewed and approved by the Board. She reported a consultant would be retained to review the organizational structure, fiscal responsibilities, operational efficiencies and growth opportunities for the auxiliary in service to the campus community. Ms. Ellison reported that a deep audit of the financial operations and internal controls of the auxiliary has been ordered in conjunction with the annual closing of the books at fiscal year-end.

A question was asked about the level of involvement expected by Board members in the recruitment for the Executive Director and Associate Vice President positions. Ms. Trinidad responded that the Board will be involved in the review process for the Executive Director, as it is an auxiliary position.

Traditionally, campus representatives are involved in the hiring of state employees; the Board will be apprised of the timeline of the recruitment for the Associate Vice President. She indicated that she anticipates filling both positions by the end of the calendar year.

- 6) INFORMATION ITEM: Financial Report – Ms. Ellison presented the Financial Report. Mr. Press indicated that he appreciated the charts depicting financial performance. The Board indicated that they would like to see projections for 3 to 5 years to track if assumptions made in present are consistent with future state.
- 7) ACTION ITEM: Annual Conflict of Interest Statement – Ms. Ellison presented the Annual Conflict of Interest Statement and California Form 700 Statement of Economic Interests forms which were distributed to the members of the Board. There being no further questions, the Board members completed statements and forms and they will be kept on file.
- 8) ACTION ITEM: 2017-2018 Delegation of Authority – The motion to approve the University Auxiliary Services Delegation of Authority as presented was made by Mr. Press, seconded by Mr. Robe and approved unanimously.
- 9) ACTION ITEM: Audit Committee Appointment – The Appointment of the Audit Committee was discussed and amended when the Board unanimously agreed to strike “Unlike other committees exercising Board authority under California’s non-profit corporate law, the audit committee may include non-Board members, and may consist of a single person.” Mr. Press stated, and Board members agreed, it would be inappropriate to have an audit committee comprised of a single person. An additional correction was made replacing Dr. Erik Blaine with David Press. With these corrections, Mr. Press made the motion to approve the Appointment of the Audit Committee, seconded by Ysabel Trinidad, and passed unanimously.
- 10) ACTION ITEM: 2017-2018 Meeting Calendar – The meeting calendar was approved as presented unanimously.
- 11) New Business: Chairperson Robe raised a number of questions having to do with the University Glen Corporation / University Auxiliary Services bifurcation. He has asked that further clarification be provided on the administrative duties and operational functions with relation to the Site Authority, including CI Power and the rental townhomes being converted to for-sale properties. He asked that a report on these activities be included in future agendas as an information item.
- 12) With no further business, the meeting was adjourned by Mr. Robe at 2:30 p.m.

APPROVED

Bill Robe, Chair
University Auxiliary Services
Board of Directors

Date