

JOHN JAY COLLEGE OF CRIMINAL JUSTICE
AUXILIARY SERVICES CORPORATION, INC.
(DRAFT MINUTES)

Board of Directors Meeting

Monday, October 15, 2018

Time: 1:40 pm

Room 610 Haaran Hall

Board Members Present:

- a. Administrators:
Karol Mason, Chair (President)
Steven Titan, Vice-Chair (Vice President, Finance and Administration)
Lynette Cook-Francis (Vice President, Student Affairs)
- b. Faculty Representatives:
Gail Garfield
Alexa Capeloto
Warren (Ned) Benton
- c. Student Representatives (Members of Student Council):
Jasmine Awad (President)
Elza Kochueva (Vice President)
Andrew Bandini (Secretary)
Elijah Font (Graduate representative)
- d. Independent board members:
David Pfeffer, Alumni (Partner, Tarter, Krinsky & Drogin)
- e. Non-Voting Officers:
Mark Flower, Secretary (Assistant Vice President, Department of Finance and Business Services)
Helen Cedeno, Treasurer (Director, Accounting, Audit and Compliance)
- f. Guest:
Eric Doering, Associate Legal Counsel

A) Board of Directors General Meeting

1. Meeting called to order by Karol Mason at 1:45PM
2. Introductions of new members
3. The agenda for the meeting was motioned for approval by Steven Titan, and seconded by Elijah Font. The 11 voting members present approved the agenda.
4. A motion was made by Steve Titan and seconded by Lynette Cook-Francis for the approval approval of Minutes from the April 13, 2018 meeting. The motion passed with 10 votes yes and 1 abstention.
5. Housekeeping Items
 - a. Helen Cedeno led a discussion of changes to the Auxiliary Bylaws. A motion was made by a member of the board and seconded by a member of the board to approve the new Bylaws, it passed 11-0.
 - b. Helen Cedeno led a discussion stating that a new faculty representative needed to be selected to participate as a member of the Budget and Contract Committee.

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Ned Benton was selected for this position. A motion was made by a member of the board and seconded by a member of the board to approve and seconded by xx to approve this appointment. The motion passed 11-0.

- c. Eric Doering led a discussion why there is a need for an Executive Director. He explained that Jane Davis from CUNY's Office of General Counsel recommend that Helen Cedeno as the Executive Director.

Gail Garfield asked will Helen still be paid by John Jay College. Ned Benton clarified that there will be a reimbursement from the Aux Corps for 30% of her salary back to the tax levy budget. Gail then asked for Helen's background. Helen stated that she has worked with the Aux Corps since 2002. Karol Mason said that she highly recommends Helen, and her understanding of the Aux Corps.

Alexa Capeloto asked if there was a job description, to which President Mason replied that this is more of a housekeeping issue to memorialize her current function within the Aux Board. Alexa then suggested that maybe we should memorialize the position with a job description. Eric Doering replied and said we can create one if and when it becomes a paid position.

A motion was made by a member of the board and seconded by a member of the board to name Helen Cedeno as Executive Director of the Auxiliary Service Corporation.. The motion passed 11-0.

- d. Helen Cedeno led a discussion to approve bank signatories for the Aux Corps bank accounts. Gail Garfield asked how many signatures on checks are required. Mark Flower replied that 1 if the check is under \$5,000 and 2 if \$5,000 or greater. Gail then asked is there a way to streamline the check approval process. Karol Mason responded saying the budget will be approved today. If there is a request outside the approved budge, it must come back to the Board for approval.

A motion was made to approve Mark Flower, Fiona Chan, Steven Titan and Emily Karp as authorized signatories for the Auxiliary Services bank account. The motion was made by Eli Font, seconded by Lynette Cook-Francis, The motion passed 11-0.

- e. Helen Cedeno led a discussion regarding the New Conflict of Interest Policy. Gail Garfield asked for clarification, as a member what are the roles and responsibilities and what fiduciary responsibilities are there and what liability does a Board member have? Eric Doering responded saying that a member does have fiduciary responsibility of the Corporation; however members are covered by Directors & Officers liability insurance and in addition the Corporation has liability insurance as well.

President Mason added that you can have a conflict with an action of the Board but you have the ability to recuse yourself if this conflict is in contradiction to a vote.

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Gail Garfield then asked who does the Annual Disclosure form get turned in to? Helen Cedenno said she was responsible for collecting them.

Alexa Capeloto asked that in Section 1.0, the document references Brooklyn College. Eric Doering responding stating that this document still applies to John Jay College because it was a CUNY written policy. Alexa then asked for clarification of 6.0 Accepting Gifts. President Mason stated that we follow the stated policy but Eric Doering will seek further clarification.

Ned Benton asked that there are times where items are gifted with no monetary value, how should this be handled? President Mason recommended contacting Don Gray for clarification or accept the gift on behalf of the College.

A motion to accept the new Conflict of Interest policy was made by Steve Titan and seconded by David Pfeffer, the motion passed 11-0.

- f. Helen Cedenno led a discussion regarding the Memorandum of Understanding between the Auxiliary and the College. Gail Garfield asked for clarification as to who the MOU is between. President Mason confirmed that the MOU was between the Auxiliary Services Corporation and John Jay College of Criminal Justice. Gail then asked how does CUNY get involved. Pres. Mason responded that this is more of a standardization for all CUNY colleges. Eric Doering added that the MOU helps to establish roles and responsibilities of each of the parties.

Alexa Capeloto then asked if the MOU helps support the separation between the Aux Corps and the College to which Eric responded, yes. Ned Benton added that he found the MOU helpful because it clarifies the responsibilities of the Aux Corps.

Gail Garfield asked for clarification of item #6. Eric Doering responded stating the exception would be a court ordered subpoena.

A motion was made to accept the Memorandum of Understanding between the Auxiliary Service Corporation and John Jay College of Criminal Justice by Ned Benton and seconded by Andrew Bandini. The motion passed 11-0.

- g. Helen Cedenno noted that a copy of the CUNY's Auxiliary's Financial Management Guidelines was handed out.

6. Karol Mason adjourned the General meeting at 2:27PM.

7. Budget and Contract Committee meeting convenes

B) Karol Mason called Budget and Contract Committee Meeting to order with the following members present at 2:28PM.

Members:

Karol Mason, Chair
Steven Titan, Vice-Chairman
Warren (Ned) Benton, Faculty representative

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Jasmine Awad, Student representative
Elza Kochueva, Student representative

1. Helen Cedenó reviewed the proposed FY 2018-19 Aux Corps Budget (please see Financial Review Summary)
 - a. Gail Garfield asked if the revenue to cover the expenditures come from matching funds. Mark Flower responded saying, no, funds for the various activities come from revenue that is generated from mostly commissions or fees that are charged for the use of college facilities.

Jasmine Awad asked is the gallery referenced in the documents is the Shiva Gallery. President Mason responded yes and it is considered part of the college's educational mission of the institution.

Ned Benton then went through the history of the naming of the gallery, and then President Mason expanded on the topic stating that the University is imposing new naming disciplines which will help support functional area to be named, but the college as a whole.

Ned Benton commented that he was impressed with the budget, space rentals exceeded budget projections. He was concerned that Athletics were drawing down assets but now understands that this was a planned event as a result of the pool repair. He then asked what balances are appropriate to carry, but said this can be reviewed at a later time. He also stated that the Aux Corps should share the prioritization of expenditures with the college on how its resources should be spent. To which President Mason responded stating that the creation and the representation of the Board help set the priorities and it is the role of the Auxiliary Board to do this.

- b. A motion was made to recommend the approval of FY2018-19 Budget by Ned Benton and seconded by Steve Titan, and the motion passed 5-0.
2. Eric Doering made a presentation regarding Professional Studies desire to enter into an eBook agreement for the creation of electronic books with Apple. He explained that he needs the consent of the Aux Boards to represent of the Aux Board and then if approved the ability to enter into an EBook Publishing Agreement.

Gail Garfield asked if this EBook is for a unique instance or for any EBook. Eric Doering responded saying that this would become a master contract for any EBook venture.

Ned Benton stated that he was prepared to support the EBook, but has an issue using it for other faculty members. Eric Doering agreed and said it would be reviewed as new faculty are involved.

A motion was made to recommend to allow Eric Doering, Associate Counsel to represent the Auxiliary Services Corporation in entering an EBook Publishing

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- Agreement. The motion was made by Jasmine Awad, seconded by Ned Benton and passed 5-0.
3. A motion was then made to recommend to approve the Apple's Copyright agreement by Jasmine Awad and seconded by Ned Benton, and the motion passed 5-0.
 4. Mark Flower gave an update on the Food Services RFP, and Verizon (Wireless services) cell tower lease re-negotiations. Mark stated that CUNY has sent the RFP to perspective vendors, site visit at various campuses has occurred, and we are responding to specific vendor questions regarding the RFP. The Verizon cell site lease has expired and that Mark and Eric Doering are currently working with Verizon to establish a new lease price. Verizon is asking for a lower rate than the old contract and John Jay is asking for an increase based upon a market value study the Aux Board had conducted last year by Steel-In-The –Air. Negotiations are ongoing.
 5. President Mason adjourned the Budget and Contract Committee meeting at 2:55

C) Board of Directors Meeting reconvenes

1. President Mason then immediately reconvened the Board of Directors meeting to order.
2. The following motions were made to approve the action(s) noted by Budget and Contracts Committee above.
 - a. Motion to approve the FY 2018-19 Auxiliary Services Budget was made by David Pfeffer and seconded by Steven Titan, and passed 10-0.
 - b. Motion to allow Eric Doering, Associate Counsel to represent the Auxiliary Services Corporation in entering an EBook Publishing Agreement was made by Ned Benton, seconded by Steve Titan, and passed 10-0.
 - c. Motion to approve the Apple's Copyright agreement was made by Jasmine Awad and seconded by Ned Benton, and passed 10-0.
3. Meeting adjourned at 3:15