

Minutes
Board of Director's Meeting
December 7th, 2020
Via WebEx Call

Attendees:	Steve Deutsch	Kevin Saunders
	Melinda Cirillo	Fred Destefano
	Michele Halstead	Matthew Kreuz
	Stephanie Blaisdell	Jessica Jewell
	L. David Eaton	Haley Hershenson
	Niza Cardona	Kevin Dicey
	Brian Obach	

Others Present: Lisa Mitten

Recording Secretary: Jacqueline Pascar

Call to order: 9:05am

Unanimous approval of agenda and November 13, 2020 minutes.

ED Report

Steve explained that it was a “rough semester financially” and stated that the corporation was estimated to lose about \$500,000 for the semester as anticipated. In regard to the upcoming semester, he noted that the amount of campus residents was expected to drop by about 100 students resulting in a similar financial situation as the corporation currently stood. **Steve** asked if there were any questions. The answer was no. He reminded the board that the corporation would use reserves to cover the loss in revenue and hoped to be “back to normal in the fall”.

Brian asked what the reserves looked like. **Melinda** stated that the portfolio currently had about \$5 million in reserve while the corporation’s bank accounts totaled about \$800,000. **Steve** asked the board if there were any further questions about the ED Report or financial standings. No questions were asked.

Executive Compensation and Review

Steve noted that the Executive Director’s compensation and performance review was added to the 990 form about 2 years ago. **Melinda** confirmed and stated that they would like to address the requirement in order to remove the note from the audit report.

After surveying auxiliary service colleagues from other SUNY campuses, **Steve** found that about 50% of corporations were in compliance. For those currently conducting the reviews, **Steve** explained that “...most of them manage the evaluation and compensation through their executive committee. There are a few that have special compensation review portions of the board, but those are few and far in between.” **Steve** further noted that “The vast majority have some sort of a combination of a formal evaluation that's done by the direct contact, usually the Vice President of Finance and Administration, where a formal employee evaluation is done and then an adjustment in compensation each year based on that evaluation.” **Steve** recommended the evaluation process conducted by the majority of corporations and welcomed the board to discuss.

Michele shared the evaluation process implemented on campus for faculty and staff represented by UUP. The process includes a performance program which determines an employee’s job duties and

evaluates the “biggest pieces of that performance program”. External sources are also included in UUP represented evaluations every couple of years. **Michele** explained that this evaluation could be a model the board could use and asked if there were other thoughts.

Brian asked if there was a performance program that already existed. **Michele** responded that there was a “very old one that we would use as the basis of completing a new one.” **Michele** noted that food service, the bookstore and conference services would be reviewed as they existed, and the program would be updated with indicators accordingly. **Michele** offered to share the performance program with the board if requested.

Brian asked if **Steve** could review the various evaluation models proposed. **Steve** clarified that the 990 form just included a check box to confirm that a compensation and review process was implemented, which left the evaluation process up for the board to decide. **Steve** explained that evaluation processes currently implemented by auxiliary services typically involved “...the Vice President of Finance and Administration does a formal evaluation, brings it to the executive committee, and using that evaluation the executive committee determines the compensation for the Executive Director moving forward.” **Steve** noted that a 2% increase is typically budgeted for the entire company, including the Executive Director with the exception of 2 times when **Steve** received bonuses for his performance. **Steve** explained that the Executive Committee would decide compensation for his position unless a different system was agreed upon.

Brian stated the process sounded reasonable and suggested that the Executive Committee should also report the evaluation to the entire board. **Brian** was unsure whether it made sense for the entire board to vote on the report, but the members would at least be informed. **Brian** further commented that a 2% compensation did not seem high enough with the rate of inflation and questioned whether a formula should be used to reflect the state of the economy. **Steve** responded, “I would be always most comfortable just getting what everybody in CAS got... unless we had some kind of extraordinary year, which is what happened the couple of years that I did get a larger than 2% raise.”

Michele stated that, similar to the Research Foundation, CAS had considered what the other bargaining units on campus were getting for the year. She further explained that the conversation began after becoming the VP of Finance and Administration and questioned whether the evaluation process remained in office or brought before the entire board. Though it wasn't discussed amongst the two, the auditor concurred with **Michele** as noted on the recent audit report. **Michele** concluded that “We wouldn't want to see CAS get 5% when everybody else on campus was getting 0% or 1%. I always think of CAS as an extension of the campus. ...Yes, they're different than us, but they're part of the same team. I like to see a lot of the same benefits follow through so that there's no jealousy and so that we make sure that the funding is flowing back appropriately to the students and to benefit the students.”

Kevin pointed out that the UUP performance program now required secondary unit sources to be collected on an annual basis and suggested that it would make sense for the report to annually list the directors of food service, the bookstore and conference services. **Kevin** noted that “faculty/staff organizations” could be an additional “open-ended”, secondary source. **Steve** agreed, and suggested that the Executive Committee could also be listed as a secondary source.

In addition to the units managed by the Executive Director, **Lisa** suggested for sustainability actions to also be included in the annual reviews. **Brian** agreed and noted that the compensation should “...not necessarily be limited to being based on how the company did in terms of how much money we made.”

Steve clarified that his “extraordinary raises” were based on mission-related achievements, including the sale of the Ashokan Field Campus and as incentive to remain Executive Director on campus after receiving a large offer from another institution.

Kevin expressed his concern for the Executive Committee be a part of the evaluation. **Kevin** explained that “[**Michele**] is a member of the executive committee, and she's basically his supervisor and will be writing the evaluation and performance program.” **Kevin** suggested that an Evaluation and Compensation Committee could be created in which the board would vote for members to serve on, similar to the Executive Committee.

Steve noted that the committee does exist and agreed that the board could elect 3 or so people at the Annual Board Meeting to “report to the executive committee or report to the board on that specific thing.” **Steve** welcomed the board to make a proposal.

Brian motioned for **Michele** to complete her evaluation and proceed to work in conjunction with the Evaluation and Compensation Review Committee. The final evaluation would be presented to the entire board by the committee and the board would vote to approve or deny the recommended compensation for the year. **Matt** seconded. **Steve** asked for all in favor of **Brian's** motion. The motion passed unanimously.

Steve noted that raises occur in June, asking **Melinda** if the approved process would begin in the upcoming spring semester. **Melinda** agreed, confirming that “as long as we have a process in place and a methodology on how to accomplish that process, I think the auditor will be happy taking that off of our management letter.”

Housekeeping

Steve announced that it was **David's** final board meeting after serving on the CAS board for many years and thanked him for “...being a leader and sort of an institutional knowledge holder and just a calm, steady, positive voice for the corporation for all of these years.” **David** shared his appreciation.

Steve hoped for the semester to wrap up well and for everyone to stay safe.

Meeting Adjourned: 9:28am