



Board of Directors Meeting Agenda

Monday, December 10, 2018

3:00 p.m. to 4:30 p.m.

Administration Building, ADM 153L

1600 Holloway Avenue, San Francisco, California

I. Call to Order by the Chair, Trevor Getz

There being a quorum present, the University Corporation, San Francisco State (UCorp) Board of Directors was called to order by the chair, Trevor Getz, at 3:06 p.m. at San Francisco State University, Administration Building, room 153 L, San Francisco, CA.

Board Members Present

Brian Beatty
Anoshua Chaudhuri
Gene Chelberg
Neil Cohen
Nancy Gerber
Trevor Getz, Chair
Jay Orendorff
Jason Porth
Kal Salama
Alison Sanders, Vice Chair
Rob Strong
Mia Veal

Board Members Absent

Hrag Kalebjian
Bonnie Li Victorino
Kathy O'Donnell

Others Present

Mary Bagazinski, Clerk of the Board
Chris Farmer, Director of Operations
Andrew Lok, Retail and Commercial Services Manager
Tammie Ridgell, AVP of Finance and Administration

1. Approval of the Agenda
2. Approval of the Board of Directors Meeting Minutes for October 15, 2018 **Action**

Trevor called for a motion to approve the October 15, 2018 minutes as presented. It was moved by Neil, seconded by Rob, and approved unanimously.

BOD Resolution No. 20181210-01

II. Public Comment

No members of the public chose to express comment.



III. **Resolution:** Adoption of UBIT (Unrelated Business Income Tax) Policy..... **Action**

Tammie summarized the UBIT policy and highlighted the following:

- UBIT is derived from any activity which is outside the mission of a tax-exempt entity. Unrelated business income is the gross income derived from a trade or business that is regularly carried on, and not substantially related to the organization’s exempt purpose or function.
- Our process is to have a program review to find which income producing activities require tracking and reporting.
- This was a finding that came out of the CSU audit, related to RSOs and institutes on campus.
- This will require training; CSU Long Beach had tax personnel trained.

The resolution was presented as follows:

WHEREAS, it is the responsibility of the Corporation’s Board of Directors to approve policies for the University Corporation, San Francisco State (UCORP); and

WHEREAS, UCorp personnel have recommended the adoption of a UBIT policy, which sets forth the manner in which UCorp will review its programs to determine whether or not income producing activities are triggering UBIT; and

WHEREAS, UCorp is required by Internal Revenue to create a documented uniform procedure for the annual tracking and reporting of UBIT; and

WHEREAS, the board of directors has reviewed the proposed policy and finds that it will provide important controls aimed at ensuring sound fiscal practices;

THEREFORE, BE IT RESOLVED, the board of directors of the University Corporation hereby adopts the attached UBIT Policy.

Neil called for a motion to approve the resolution as presented. It was seconded by Rob, and approved unanimously.

BOD Resolution No. 20181210-02

IV. **Discussion:** University Corporation Strategic Plan..... **Action**

Jason initiated a discussion on the UCorp Strategic Plan.

- These were the guiding principles that were established. This is who we want to be and what we do. This guides our staff on a day-to-day basis. We want the board to know that this exists so they can provide strategic direction. Are we headed in the right direction?
- Rob – These are values, rather than goals. I would add that to the title.
- Brian – Item 3 in community – is that strategic plan, plural? The ones I’m aware of Jason – we’ve used that line that support the strategic plan, but as the other master plans. Just add an –s.
- Neil – How do we spend money on more useful projects? We’ve gotten better at this. What else can we do? There are lots of interesting ideas. Are there services that we’re not doing? Package pick up? Laundry? How do we better apply our resources, because we’re not good at that.



- Anoshua – I agree. This plan puts our heart in right place. Strategic plan should include some tangible to-dos which aren't included. We're serving our students; they're in a painful position, not able to give their best. How can we make this a better place? Faculty want networking, but no place for them. How are we doing business without basic infrastructure? There are some mechanisms we can put into place. We can list some things out.
- Rob – Jason, how would you suggest we bring those forward?
- J – Have a board retreat to go over these projects. We also need to know which funds we can spend, what we can't. We need to know what to prioritize. Getting direction from board via planning process. How our projects tie in with the other strategic/master plans. It's a balancing act to get it right.
- T – It's important to integrate what's going on as well. How is the board able to weigh in on other things? RFP for Holloway for example.
- J – We would have a UCorp committee on our side to decide the best way to fulfil our mission.
- N – I like idea of retreat and to support other strategic reports. Interesting to prioritize. Example of hungry students. Dedicating resources every year to go over those RFPs.
- Trevor – Is there a way for us to solicit projects?
- Kal – Create meeting times, create a que of projects. Someone introduce a project. We accumulate them, etc. Carve out a formal "Projects" time each meeting, for example. Instead of making it ad-hoc. So then we have a process.
- T – Is there a sense of when we can move forward with Holloway?
- J – The next new housing is on North State Drive – where children's campus, annex are etc. We are being very mindful of existing housing.
- G – These goals are not written in a way that is measurable. A strategic plan would be more measurable – you probably have this behind the scenes.
- J – Thank you this is very helpful; great feedback. This is a values document.
- G – This is written in an aspirational way
- Kal – This is a mission statement. Perhaps change to "Guiding Principles"?

V. Board Announcements/Constituent Reports

- Mia - Associated Students VP for Internal Affairs.
 - AS has been receiving questions about a hotel, specifically. Safety concerns have also been brought up in regards to the hotel – would that mean that there are more random people by the college campus? RAs also concerned with minors using facilities.
 - Re: strategic plan, I like the values. Use other vocabulary to market what you do to the students. Have more open campus forums to describe what UCorp does.
- Nancy - Academic Senate Chair.
 - Senate passed resolution to honor SF minimum wage increase to \$15.00 for all student employees.
 - Faculty Retreat in January 2019. Topic is "Social Justice". There is not just one definition; it's meaningful for everyone.
 - Getting feedback for campus master plan and presidential search committee. Open forum for that is in February 2019. Mary Beth Love and Rob Collins will be serving on the Presidential Search Committee representing faculty. Shae Hancock will be the staff representative. Nathan Jones, AS President, will be student rep.
 - Re: social justice – our goal isn't an agreement. Will be exploring what it means to different constituencies and the campus.



- Gene Chelberg – AVP Student Affairs
 - Through the Basic Needs Initiative – Health Promotion Wellness in partnership with ITS have launched a push notification via an app, called “Gator Grub Alert”. 33 students showed up for event last week after the notification was sent out. Also highlighted in the Campus Memo. Staff/faculty need to be trained before they can send out the notification.

VI. Report from the Bookstore Advisory Committee Chair, Brian Beatty

Bookstore Advisory’s first meeting of year was on Tuesday, Nov 27. Brian provided a summary:

- Committee approved use of student discover app – by Follett. This allows students to make a quick purchase. Available by Spring 2019.
- Immediate Access pilot program - Approved by campus. We formed a subcommittee to include bookstore, Bursars, ITS, among others. We found middleware to connect us all and help manage the money and data flow. It will also provide dashboard access of data – that we haven’t been able to access yet. Launch-ready by Fall 2019 registration. For that timeline, we will have to be ready by late April.
- Discussed auto adopt. Faculty who are teaching same courses past 2 terms are auto-adopted to the same materials. This allows us to get 75% of course sections adopted by deadline. Challenge is that it’s a manual process. It’s not real-time data.
 - Q: Why hasn’t Follett invested on back end? A: Turns out we’re the only campus that auto-adopts. Seems like it’s not a high priority for them or other institutions.
- In Spring 2019, we will have presentation for board on the Immediate Access program.

VII. Report from the Finance Committee Chair, Kal Salama

Kal gave the following summary:

- The Fin-Tech (Terrapinn) conference went well. About 100 people signed up. Could have done a better job of integrating faculty and students into agenda. People were asking about SF State’s programs; there was a lot of interest in the University and campus. Sessions covered a lot of areas – cryptocurrency; tokenization of the economy.
- November Report
 - Bonds are down because interest rates have gone up.
 - Portfolio – we’re down for the first couple months, but there are more months to go. We could finish down, but that’s why we smooth. Long term averages are fine.
 - Q: We don’t react to volatility like this? A: We have a diversified portfolio; pieces may go up or down. BP watches our asset mix and rebalances potentially when we need it. We don’t do much – we’re long term investors.
- Fossil Fuel Free (FFF) schematic put together by BP. It shows our current portfolio versus FFF. There are some interesting things to look at such as level of FF exposure. Also, emerging markets rely more on fossil fuels for their companies.
 - If we go FFF, we would lose diversification.
 - Since we talked about UBIT: Real Estate does sometimes create UBIT funds for us, though we try to reduce/minimize this.
 - The endowment fund hasn’t gone FFF yet. We would be ahead of them. We’re going to vote on it in 2019. There will be more time to discuss.



VIII. Report from the Associate Vice President, Tammie Ridgell

Tammie highlighted the following in regards to UCorp's financials:

- Schedule of Net Assets
 - AP – has increased in 2018 compared to 2017 due to accrued payments to the university that haven't been invoiced yet.
- FSR – highlights
 - Food vending – projecting to be up 21% over budget. The increase in revenue is due revenue recorded from welcome days which was part of the budget. This revenue is more of a pass through with the majority being paid out to vendors. Net of 1k when all is said and done.
 - Follett commission – ahead of schedule thru the first six months by 2%. There was \$44k recorded from the prior year which was not part of current year budget, which would bring estimation to 8%.
 - Q: Is that b/c they invoiced us late? A: We didn't have it when we closed.
 - Consultant services – projected to be over 34% due to 403b plan. We have 11k that we spent in temp services to bridge gap between closing and the beginning of the year. We also kept them on through Aug 2018.
 - University support – this category exceeded budget due to support to the President's Hall of Fame dinner (\$6k) and board allocating \$10k to the Hope Fund current use fund – not budgeted for.
 - Investment returns – down first 6 months. Could change drastically. Will have to keep an eye on it. So far we're projecting a loss.
 - Shops – net profit is down 2% from last year. Revenue is projected to be up. Full revenue from Open24 has yet to be realized due to campus closure, late opening and holidays – October was 7k, overall stores are up 1% from last year.
- Q: You used temps for auto preparation? Is that seasonal? A: We used them for audit prep for July and August.

IX. Report from the Director of Operations, Chris Farmer

Chris gave the following highlights in regards to operations:

- Financial results from shops: Our theory that it was timing was correct.
- Ctrl+p is doing well. 5 years ago it wasn't. 4 years ago it was refreshed. Oct. 2015 revenue was 51k, this Oct is 80k. Profit 4k, before it was losses of 18k. We're pulling other staff to come provide additional assistance now.
- Open 24 – open for a couple months now. Hoping for 12k a month.
 - Neil – you have to recreate the habit.
 - Come Spring 2019 – we'll have more signage. They had bad experience, this is a new solution; we need people to know.
- Structure in shops is doing well. We lost top 2 employees. But other staff have stepped up and are covering things.
- Student Center – facilities help with back log of deferred maintenance.
- Vendors – seem to be doing well. Spring RFP for space where Crave is. Spring release of RFP – retail committee will review.
- Operations team – with UClub – looking at point of sale, same system, submission of beer and wine license. We had to get personal affidavits for the license.



- Housing – Andrew and I met with HDCS to get early discussion on support of conferences. Are they doing a big remodel? They won't be operating this summer, so we need to coordinate vendor support.
 - Neil – Could you also get Ctrl+p to be utilized?
 - Rob – the relationship between vendors and UCorp is 180 degrees much better – Andrew, great relationship. Ctrl+p – product sales? Selling more to existing customers? What's the reason for the growth? Possibly more walk in traffic and newsletter. Word of mouth? Sign making printer? Partner with AMACL re: waterproof signs.
- OneCard counsel – Andrew and I are part of it. CSU chose 3 vendors are master enabled – met with all three vendors, counsel will make a decision. Vendors are eager to get back on system.
- Winter orientation – Andrew
- Student Project – sugary beverages analysis coming soon.
- Eliminating plastics
 - Approached by graduate student group regarding single use plastics.
 - Directive at CSU level to eliminate plastic straws by 2019, and Styrofoam by 2022.
 - Everyone is aware, we've sent out messages.
 - Goal is to find key, usable alternatives. Exploring Eco products, for example Vegware – started in UK. Compostable materials are 2-3X more expensive than plastic. We don't want to pass that completely along to vendors, because they would raise prices. We're trying to set up a master contract through us; looking for bulk contract. During transition you might still see plastic straws.
 - The disabled community has spoken out as not everyone was included in the initial statewide discussion, and relies on using certain plastic straws. Until we can find a good alternative, everyone is given equal access; straws are provided upon request.
 - Kal – There's a European company that makes edible plates. Vegetable material? Maybe pasta straws.

X. University Club Update, Mary Bagazinski

- Construction
 - Complete so far: abatement, demolition
 - Currently in-progress: "rough-in" which means the electrical, data, HVAC, mechanical
 - Next steps: closing the walls, putting the finishes on (floors, fixtures, design, furniture, etc.)
- Food Service
 - Partnership with HTM/COB – the Vista Room's Chef Instructor, Tim Shaw
 - Providing grab 'n go options for breakfast and lunch, afternoon/evening snacks (i.e. cheese/charcuterie plates, etc.) and alcoholic beverage offerings (i.e. beer and wine)
- Items currently in progress
 - Finalizing construction rough-in details
 - Equipment for food service area and A/V
 - Furniture selection initial steps (no decisions yet)
 - Food service permit application to the Dept. of Public Health
 - Organizational Structure/By-Laws draft
- Q: When is it set to open? A: Aiming for late Spring 2019
- Q: What's the membership model? A: Current SF State faculty and staff will have free access to the facilities; there will be no membership dues for them. The Club is being supported by a cost allocation model from the University.



- Q: Financial Plan? A: The self-ops is a small component. The largest source of revenue is the university, which is buying out membership through cost allocation model.

XI. Report from the Executive Director, Jason Porth

Jason gave the following update:

- UCorp is becoming ground zero for a lot of discontent on campus. Because of the role we're playing in public/private partnerships, and student housing. There are those that disagree with the growth. When people want to put a face or name or dept. to those on campus, it's been us.
- We've heard complaints about tearing down housing. We've heard a lot of "not in my backyard". What's happening is CPDC is casting shadow on UCorp and I think it doesn't help that the same individual is responsible for both.
- Community Meeting on Wednesday, 12/12 – to elicit feedback regarding the campus master plan. It was civil but there was a lot of disagreement. There's been flyers on campus that we have an agreement with Hilton - this couldn't be further from the truth. There's rampant misinformation. We're likely to take some of the heat and also the glory due to the work that this board did. People are unhappy with the vision of this campus. We're being blamed for causing gentrification. The Holloway program was being called gentrification. The concern is that we're building up campus so we can speculate real estate and line our own pockets. There is the implication that I'm benefiting from this.
- I'm going to speak to ASI – do you think there's a group on campus that we need to speak with?
- Q: Are we subject to those community meetings? A: No, but we attend because we want to be good neighbors. They got a letter from Dr. Wong inviting them.
- Q: Is this coming from students or staff? A: All of the above. Most of it is from off-campus; a lot of legacy tenants. It's a result of how they've been treated by the campus.
- Trevor – I regret the ad hominem nature of the attacks.
- Anoshua – I've heard the same from faculty who had similar allegations. We all need to be speaking for the work that we're doing here, so that the positive aspects of the projects go out. There should be a concerted, intentional way to speak with faculty and students. Also, the names "Corporation" and "Enterprises" don't go well.
- Rob – Our views as board aren't just limited to oversight – I'd be more than happy to help to help.

XII. FY18/19 Schedule of Meetings

Board of Directors

Meetings held at least bi-annually

Monday, February 18, 2019	3:00 p.m. to 4:30 p.m.	ADM 460
Monday, April 15, 2019	3:00 p.m. to 4:30 p.m.	TBA
Monday, May 13, 2019	3:00 p.m. to 4:30 p.m.	TBA
Monday June 24, 2019	3:00 p.m. to 4:30 p.m.	TBA

Audit Committee

Meetings held bi-annually



**The University Corporation
San Francisco State**

Room ADM 361
1600 Holloway Ave
San Francisco, CA 94132

ucorp.sfsu.edu

May 2019, Date TBA TBA 3rd Floor, ADM 361 A

Bookstore Advisory Committee

Meetings held bi-annually or as needed

Jan-Feb 2019, Date TBA TBA 3rd Floor, ADM 361 A

Executive Committee

Meetings held as needed

Finance Committee

Meetings held at least quarterly

Tuesday, December 18, 2018	11:00 a.m. to 12:30 p.m.	3rd Floor, ADM 361 A
Tuesday, January 29, 2019	11:00 a.m. to 12:30 p.m.	3rd Floor, ADM 361 A
Tuesday, February 26, 2019	11:00 a.m. to 12:30 p.m.	3rd Floor, ADM 361 A
Tuesday, March 26, 2019	11:00 a.m. to 12:30 p.m.	3rd Floor, ADM 361 A
Tuesday, April 30, 2019	11:00 a.m. to 12:30 p.m.	3rd Floor, ADM 361 A
Tuesday, May 28, 2018	11:00 a.m. to 12:30 p.m.	3rd Floor, ADM 361 A
Tuesday, June 18, 2018	11:00 a.m. to 12:30 p.m.	3rd Floor, ADM 361 A

Nominating Committee

Meetings held annually

Thursday, March 14, 2019	11:00 a.m. to 12:00 p.m.	3rd Floor, ADM 361 A
Thursday, May 16, 2019	11:00 a.m. to 12:00 p.m.	3rd Floor, ADM 361 A

Retail and Commercial Services Committee

Meetings held bi-annually or as needed

Winter 2019, TBA TBA 3rd Floor, ADM 361 A

XIII. Call for Adjournment

The board moved to adjourn at 4:35 p.m. with no objections.



**The University Corporation
San Francisco State**

Room ADM 361
1600 Holloway Ave.
San Francisco, CA 94132

ucorp.sfsu.edu

Board of Directors Meeting

Monday, February 18, 2018

3:00 p.m. to 4:30 p.m.

Administration Building, ADM 460

1600 Holloway Avenue, San Francisco, California

Approval of Minutes from 20181210

Action Item No: 20190218-01

Passed and adopted on this 18th day of February 2018, by the following vote:

Aye:

No:

Abstain:

Absent:

Secretary Certification

The undersigned state that she is the authorized Secretary of the Corporation and certifies that on February 18, 2019, at a duly called meeting of the Board of Directors' of the University Corporation, San Francisco State at which a quorum was present and acting throughout, the foregoing action item was adopted by the votes indicated above.

Wherefore, the undersigned has executed this Certification this ____ day of February 2019, at San Francisco State University, 1600 Holloway Ave. ADM 460 San Francisco, California.

Bonnie Li Victorino, Secretary