



Board of Directors Meeting Minutes

Monday, April 13, 2020

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

Via Zoom

<https://ucorp.sfsu.edu/board>

- I. Call to Order by the Chair, Trevor Getz
 - 1. 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 3:04pm via Zoom due to shelter-in-place order.

Board Members Present

Trevor Getz, Chair
 Rob Strong
 Noriko Lim-Tepper
 Kal Salama
 Brian Beatty
 Jay Orendorff
 Yvonne Bui
 Michaela Byrd
 Nancy Gerber
 Bonnie Li Victorino
 Gene Chelberg
 Yasmin Aly
 Anoshua Chaudhuri (arrived at 3:12pm)

Board Members Absent

Neil Cohen
 Brian Yoo

Others Present

Diana Bonilla, Clerk of the Board
 Tammie Ridgell, Associate VP, Aux Business Services and Director of Finance and Administration
 Chris Farmer, Director of Operations
 Andrew Lok
 Anthony Victoria

- II. Call to Order by the Chair, Trevor Getz
 - 1. Approval of the Agenda
Approved by consensus
 - 2. Approval of the Board of Directors Meeting Minutes for February 17.....**Action**
Approved by consensus with an amendment to include Rob Strong as being present.

- III. Public Comment
 - 1. Guidelines: Public comment time is limited to fifteen minutes total, with three minutes per speaker, and is limited to UCorp business.

- IV. Hope Crisis Fund: Contribution by Board to Fund.....**Action**
 - A large number of students are in need. The requests for funding came in at around \$550K from 250 applicants. However, not all of the requests will be approved due to lack of funding and some students requesting help with ongoing items vs specific needs that



are more tied with completing their education at this time. There is not enough information at this point in the meeting to know if any action needs to be taken.

- Nancy Gerber moved to table this item to later in the meeting, Kal Salama seconded. Item was moved to follow Report from the Executive Director, Jason Porth.

V. Constituent Reports

- Nancy Gerber stated the Academic Senate has been busy trying to address issues related around their policies that need temporary suspension or temporary amendments given the current crisis. The first policy that was passed was a policy resolution on probation and disqualification. Holds on registration that are normally required of probation students will not be enforced. No students will be academically disqualified this semester. Also passed RTP policy resolutions for tenure and tenure track faculty to make sure they have options for an additional probationary year so that the student evaluation of teaching is not required this semester. Other policy resolutions around incomplete grades and grade options.
- Michaela Byrd. AS Board of Directors has been meeting regularly. Bi-weekly meetings with President Lynne Mahoney, VP Beth Hellwig and Dean of Students Danny Glassman. Student Representatives have been doing outreach to figure out what students need, their concerns and how they can best advocate for them. As students is has been a really hard transition with classes and with their Student Representative positions. AS elections are coming up but has been pushed back. Voting periods are April 27-30. 39 people are running.
 - Virtual Commencement vs Postponing Commencement. Surveying students to figure out what they would like to do.

VI. Report from the Finance Committee Chair, Kal Salama

- The market dropped 30% in 22 days. The fastest drop in the markets history. The VIX, (what measures fear levels in the markets), reached the 70s (5 – 5.5 times its average, which is 15). The last time this was seen was in 2008. Now it is in the low 40s. It is unprecedented territories but there is light at the end of the tunnel.
- UCORP portfolio is a medium risk portfolio. 40% is in bonds. UCORP portfolio is down 10% from the end of the year.

VII. Report from the Director of Finance & Administration, Tammie Ridgell

1. Review of anticipated financial impacts of the COVID-19 crisis on the 2019-20 budget.....**Action**
- Food vendors were impacted by shut-down and their ability to pay rent. This was adjusted out in the budget line for March-June.
- Revenue from shops were performing very well through February but are looking at no revenue March-June. Expenses are still ongoing due to salaries for staff at least through the end of semester and possibly beyond if we are not back on campus.
- Non-operating revenue through February, UCORP had lost about half of the gains that UCORP had in January. In March, another loss of \$800K. Overall losses are expected to be about \$1.8M unless there is a significant rebound in the markets.
- Lobby Shop up 6% through February. Healthy-U up 5%. Ctrl+P up 18%. Open24 down 10%.
- Researching different resources and tax credits that UCORP would be eligible for, especially since salaries are still being paid.



VIII. Report from the Director of Operations, Chris Farmer

1. Review of impacts of the COVID-19 crisis on retail and commercial services.....**Action**
 - Crisis starting impacting campus shops and vendors in March. Before that there was a really clean 8 months.
 - Lobby Shop and Health-U are having their highest revenue year ever.
 - Ctrl+P is on 5 years of increased revenue from when first restructured.
 - Open24 is doing much better in the second year.
 - Canteen has agreed to service some of the vending machines. Predominantly down by the resident's halls.
 - All vendors are now officially closed.
 - Sodexo remains open for residents and staff on campus. If they don't have a meal plan, they are accepting cash/card and are giving to-go boxes.
 - Rent Deferral:
 - \$396K would not be collected for vendors inside of Student Center for March-June.
 - \$199K total rent for FOLLETT and rent/recharges for Shops March-June. This would be the amount UCORP will continue to contribute to the AS-UCorp model.
 - \$1.66M was the expected rent revenue for FY 19-20. \$1.26M is the adjusted revenue after deferring March to June.
 - \$156K rent would not be collected for vendors outside of the Student Center for March-June.
 - Please note that the \$156K total includes the vendor, JDB & Sons, for the Lot 25 arrangement.
 - Please note that the \$156K total DOES NOT include recharges. CAM/Utilities are billed to UCorp periodically, and UCorp recharges vendors in accordance to the respective leases. Further consideration is needed to determine how to go about deferring these yet-to-be determined amounts (from the University).
 - \$465K was the expected rent revenue for FY 19-20. \$309K is the adjusted revenue after deferring March to June.
 - A memo will be sent to all the vendors which explains rent deferral for March-June. This was recommended by UCORP's legal counsel.
 - A comment was made that the small business loans that are forgivable are primarily to be used to maintain payroll and a small portion to be used for rent/lease payments. 75% of the loan has to be used on payroll for the loan to be forgiven. CARES Act covers rent/lease payments.
 - Jason Porth commented that without the rent deferral, there is no question that when the campus ultimately re-opens, there would be no vendors to re-open as most of the vendors are small businesses. Without UCORP's support they would not survive.

IX. Report from the Executive Director, Jason Porth

- There will not be an on-site summer program at the Sierra Nevada Field Campus. This will be the first time in over 50 years that there will not be a program there. Which is disappointing not only for the faculty and students, but also for the staff who work there. Thinking through different ideas on how to keep the property from being vandalized.



- Holloway Project has continued. Shelter-in-place order now exempts affordable housing projects. Affordable housing is tied to someone's income and what they can afford to pay. The issue with the Holloway Project is that it does not meet affordable housing guidelines because we don't tie it to what a student earns. However, in working with the city they understood the intent of the mayor's ordinance and agreed that the Holloway Project should be exempt.
 - One of the benefits of the public-private partnership is that UCORP has no-risk. Even if there are zero occupants, UCORP will continue to receive the same ground lease payment from the developer.
- Various federal programs that have been launched to support small businesses. The good news for UCORP is that we qualify. UCORP will go through the application process for payroll protection. Students that have been employed with UCORP have continued to get paid for the hours they would have worked had this crisis not hit. UCORP has tried hard to mirror the campus in this regard. More work needs to be done with legal counsel to determine what to do after Memorial Day as many of the students would have been gone and not working in June. The goal is not to lay anyone off.
- UCORP is the one that signs the contract with Giants Enterprises for commencement and provides the upfront deposit. Immediately Giants Enterprises were contacted, and they agreed to use this years deposit for next years commencement. Grateful that there was no money lost for the University or for UCORP. If it was decided that we did not want to have commencement there next year, we would have to find another use for those funds or ask if they can apply to other programs that can be held there in the future.
- College of Business. A contract had already been signed for Taste of the Bay and a deposit had been made but fortunately the hotel has refunded all of the funds.

X. Hope Crisis Fund: Contribution by Board to Fund.....**Action**

- Trevor Getz stated this was put on as an information item:
 - This program works to really help support student needs. No proposal on the table to support the HOPE crisis fund from UCORP but open for discussion.
 - Gene Chelberg commented that the current level of demand exceeds the amount available. It is an important source of funding. President Mahoney is meeting with Foundation board next week. UCORP is not the only option to ask for support. May be best to delay this for about a month?
 - Jason Porth commented that a \$100K gift has been made. Foundation Board has contributed \$50K. Gifts from alumni and community members have also made contributions. There is hope of 300 more individual donors. Money that is coming in is all for current use and will not go into the endowment part of the fund. Jason is currently serving as acting VP for Advancement so does not want to advocate for either or at this time but is happy to provide any information.
 - Nancy Gerber stated that it may be best to wait until May to decide if UCORP should contribute.
 - Anoshua Chaudhuri asked if UCORP contributes to the HOPE Fund yearly. Jason clarified that it is not a yearly contribution.
 - Rob Strong stated that we need to make sure that we are not making any decisions that threaten the stability of the organization, as that is our first obligation as BOD.
 - Trevor Getz commented no action needs to be taken at this time. UCORP has not been approached or asked to make a gift but it would be important to know how a proposal would affect UCORP. Item of discussion to be added to next BOD meeting.



XI. FY19/20 Calendar & Committees

April 2020

Date/Time	Meeting	Agenda <i>*subject to change</i>
Monday, April 13 3:00pm, Via Zoom	Board of Directors	
Tuesday, April 28 11:00am, via Zoom	Finance Committee	Operating Budget FY20-21

May 2020

Date/Time	Meeting	Agenda <i>*subject to change</i>
Monday, May 11 3:00pm, via Zoom	Board of Directors	Operating Budget FY20-21
Thursday, May 14 11:00am, via Zoom	Nominating Committee	
Tuesday, May 26 11:00am, via Zoom	Finance Committee	

June 2020

Date/Time	Meeting	Agenda <i>*subject to change</i>
Tuesday, June 2 11:00am, ADM 361A	Audit Committee	Audit Plan for FY19-20
Tuesday, June 16 11:00am, ADM 460	Finance Committee	
Monday, June 22 3:00pm, ADM 460	Board of Directors	Annual Meeting FY19-20

List of Committees

Board of Directors	<i>Meetings held at least bi-annually</i>
Audit Committee	<i>Meetings held bi-annually</i>
Bookstore Advisory Committee	<i>Meetings held bi-annually or as needed</i>
Executive Committee	<i>Meetings held as needed</i>
Finance Committee	<i>Meetings held at least quarterly</i>
Nominating Committee	<i>Meetings held annually</i>
Retail and Commercial Serv. Comm.	<i>Meetings held bi-annually or as needed</i>

XII. Call for Adjournment

With no further business to discuss, the meeting was adjourned at 4:29pm