



The University Corporation
San Francisco State

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

BOARD OF DIRECTORS
Thursday, October 8, 2015
3:00 p.m. to 4:30 p.m.
Administration Building, ADM 560 NEC Room
1600 Holloway Avenue, San Francisco, California

MINUTES

I. CALL TO ORDER BY THE CHAIR, Charlotte Ferretti

There being a quorum present, The University Corporation, San Francisco State (UCorp) Board of Directors was called to order by the Chair, Charlotte Ferretti, at 3:00 p.m. at San Francisco State University, Administration Building, 5th floor, ADM 560, San Francisco, CA.

Board Members Present

Charlotte Ferretti, Chair
Jo Volkert, Vice Chair
Alvin Alvarez
Edward Chavez
Neil Cohen
Jordan James-Harvill (3:45 p.m.)
Maureen Pasag
Jason Porth, Executive Director
Michael Potepan (left at 4pm)
Alison Sanders, Secretary

Board Members Absent

Troi Carleton
Alexandra Kharmats
Philip King
Forest Klein
Kal Salama (unable to connect via conference line)
Julie Taylor

SFSU/UCorp Staff Present

Constance Cavallas
Andrew Lok, Retail & Commercial Services Manager
Shae Hancock, Administrative Support Assistant
Tammie Ridgell, Director of Finance and Administration
Anthony Victoria, Director of Administrative Services

1. Approval of the Agenda

The Chair, Charlotte Ferretti, called for approval of the agenda as presented. It was moved by Neil Cohen, seconded by Alvin Alvarez, and approved unanimously.

2. Approval of the Board of Directors meeting minutes for September 10, 2015.....Action

Charlotte called for approval of the September 10, 2015 minutes as presented. It was moved by Neil Cohen, seconded by Alvin Alvarez, and approved unanimously.

BOD Action Item: 20151008-01

II. REPORT FROM THE AUDIT COMMITTEE VICE CHAIR, Michael Potepan

Michael Potepan, Vice Chair of the Audit Committee reported a clean audit for the 2014-2015 fiscal year, commenting that the audit went well, and was completed on time. The audit produced no findings or deficiencies. There were two minor, technical recommendations which can be found in the UCorp Board packet, page 16. There was nothing to report out from the executive session held during the September 30, 2015 Audit Committee meeting. The Audit Committee discussed issuance of an RFP for a new auditing firm, to be released this month.

The auditing process is a big endeavor with very short deadlines; Michael expressed special thanks to the Director of Finance and Administration, Tammie Ridgell, for leading her team through a successful audit.

III. REPORT FROM THE FINANCE COMMITTEE CHAIRS, Philip King and Kal Salama

Kal Salama and Philip King were not able to call into the Board meeting due to technical difficulties.

IV. REPORT FROM THE DIRECTOR OF FINANCE AND ADMINISTRATION, Tammie Ridgell

Tammie Ridgell presented the attached financial reports, highlighting the following:

- Franciscan Shops is now fully incorporated into the Schedule of Net Assets; associated line items include Gift Cards Issued, Chargeback Receivable and Payable.
- It being the beginning of the fiscal year, there are not yet any noticeable trends to point out to the Board.
- At the end of July investment income was \$110K; a loss is projected with the August downturn of the market.

V. REPORT FROM THE DIRECTOR OF OPERATIONS, Chris Farmer

Andrew Lok, Retail and Commercial Services Manager, reported on behalf of Chris Farmer.

The Lobby Shop and Healthy U are up and running with the start of the semester. During the beginning-of-the-semester rush the stores were short staffed, but manager Elsa Ramos did a great job in keeping everything running smoothly. Cross-training staff proved to be very helpful. Lobby Shops has seen an increase in sales, it could be related to the refreshed Lobby Shops look, or the increase of enrolled students this Fall.

Ctrl+P, the new hybrid model of UCorp's copy center, is working out well. The staff has been downsized from four to two, but have been able to handle all business. The other two staff members have new dedicated tasks- food truck coordinator and marketing coordinator. It is too early to determine financial trends for Ctrl+P; September and October reports will be more telling.

Yum Wok and Farm Fresh Underground are now open for business; learning the trends and flow of the Student Center.

Jason Porth discussed the Bookstore:

Though text book sales remain modest, the Bookstore has seen sales in retail and computers increase dramatically- up 18% from this time last year. The Bookstore had a grand re-opening celebration where the national president of Follett and President Wong presented a check for close to \$6K to the Associated Students (AS) President, Phoebe Dye. The money was raised from an AS fundraising collaboration with Follett- students who donated \$10 were given a discount in the Bookstore worth more than \$10. AS will use the funds for a food-oriented student program; either a food bank or a voucher program for the AS farmer's market. Andrew Lok was able to coordinate six vendors to contribute free samples of their food at the celebration.

VI. REPORT FROM THE EXECUTIVE DIRECTOR, Jason Porth

Jason Porth introduced the newest member of the UCorp team, Shae Hancock. As the administrative support assistant, Shae, who is an SF State alumna, will be helping to keep the UCorp offices in order.

Franciscan Shops

The merge of Franciscan Shops with and into UCorp has been approved by President Wong. The paperwork is now with the Chancellor's Office for approval.

Pouring Rights RFP

The Pouring Rights RFP review committee has been meeting regularly. Next week both respondents, Coca Cola and Pepsi respectively, will participate in an open forum with the campus community where the company will have an opportunity present, and the attendees will have an opportunity to ask questions. Each forum will be preceded by a 90 minute meeting with the RFP review committee. The forums will be announced in Friday's Campus Memo, additionally members of the committee will be responsible for sharing the information with their constituents.

The RFP review committee will make a recommendation to Vice President Ron Cortez in late October. The committee was charged to recommend one of the respondents over the other- they must make a recommendation. However, they may also include in their report a preferred alternative if they conclude an alternative would be in the best interest of the campus.

The recommendation will then be brought to the President and his cabinet. If they choose to move forward with a negotiation, this would be the point where the UCorp Board would get involved as a business partner. The contract, of course, will need to be revenue neutral or better. UCorp must assess the risk perspective and be mindful of the cost associated with managing a complex contract. UCorp exists to support the University, at the same time UCorp has a fiduciary responsibility.

Edward Chavez shared with the Board campus activity associated with the pouring rights RFP:

- The Heath Education Student Association (HESA) will be hosting a screening of the film Fed Up, with a panel consisting of representatives from the Real Food Challenge, the San Francisco Department of Public Health, and the SF State Department of Health Education.
- The California Faculty Association SFSU Chapter has expressed concern regarding the human rights perspective of a pouring rights agreement.
- Associated Students University Affairs is considering taking a stance on whether or not they support a pouring rights agreement.

Auto Adoption Program

The Bookstore Advisory Committee, in consultation with college deans and the provost's council, has decided to move forward with an auto-adoption program for the Spring 2016 semester. Notifications have been sent out. In accordance with the Higher Education Opportunity Act, faculty are required to submit their course material selection to the bookstore in mid October and April for the Spring and Fall semesters respectively. This benefits all students, as the bookstore can begin sourcing inexpensive, used copies of the materials. It is also beneficial for students who require special accommodations, such as conversion of course materials to be accessible through a screen reader. Statically, 85% of faculty use the same course materials as the last time they taught a class. As such, the auto-adoption program will select course materials used the last time the professor taught a class if a selection has not been made by the deadline. Faculty maintain the ability to change the course materials up until a deadline much closer to the start of the semester.

Follett carried on the Franciscan Shops Early Textbook Adoption Program (ETAP), created to incentivize early textbook adoption. The program offered departments with a 90% adoption rate \$750 of bookstore credit, and colleges with a 90% adoption rate \$3,750. Even with the incentive program, by the adoption deadlines only 30-40% of adoptions were submitted. Additionally, the incentive program was imbalanced; rewards were irrespective of department size. Also, \$190K of bookstore gift certificates remain unused.

Follett's contract allows for up to \$80K in incentivizing funds per year- this is closer to \$40K if funds are not used in the bookstore. With the auto-adopt program, UCorp has negotiated for \$50K a year to support a University Club- something that can benefit all faculty and has been desired for many years.

Holloway Mixed Use RFP

The deadline for Holloway RFP proposals is October 15. President Wong and his cabinet will approve a process next week. There will be three committees, with overlapping members, reviewing the proposals. 1) Campus level committee, much like the composition of the Pouring Rights RFP review committee 2) UCorp committee to assess the benefits and risks that directly affect the corporation 3) Technical committee composed of experts in financials, campus/master planning, and architecture.

Commencement

Advancement has asked that UCorp oversee all commencement-related costs, as it would limit the amount of administrative fees deducted from the student-paid commencement fee. UCorp served as the business partner for the 2015 commencement contract for use of AT&T Park.

Commencement at AT&T Park saved the university \$112K; mostly because security and stage set-up are included in the venue package. UCorp is negotiating a contract for Friday May 27, 2016. The academic calendar was shifted to accommodate this date; this was no small task as it required work from several departments on campus as well as approval from the Chancellor's office. However, with the cost savings as well as the ADA accommodations, there was no alternative.

After a second year of good standing, Giant's Enterprises will consider a multi-year contract, guaranteeing the desired weekend of commencement will be available for the University's use.

President's Dinner

UCorp will have a table at the President's Dinner on November 6, 2015. Donations will be accepted for the purchase of a second table so that UCorp employees may be invited to attend.

Bookstore Advisory Committee (BAC)

The BAC was created in 2012 when management of the bookstore was transferred to Follett. The committee continues to meet, but their structure is not formalized. As the Follett contract is an important facet of UCorp's commercial services, the committee should be reporting to the Board, much like the Retail and Commercial Services Committee. Because the BAC is not a standing committee, no resolutions need to be passed. As the Chair of the Board, Charlotte will charge the committee.

VII. STRATEGIC PLAN, Constance Cavallas

Constance Cavallas presented an overview of the 2015-16 Strategic Plan drafted at a June UCorp Retreat. The plan addresses five fundamental values and responsibilities of UCorp, and associated goals:

- 1- Our Finance and Administration
- 2- Our Operations
- 3- Our Community
- 4- Our Governance
- 5- Our Staff and Structure

Constance gave the example of "building strong relationships with vendors as a tactic and "signing updated subleases with Student Center vendors" as a step toward achieving the goal of being a trusted and valued business partner, associated with "our operations." All activities or projects taken on by UCorp should fall into one of the fundamental categories and goals listed in the strategic plan.

Having a focused mission can assist in maintaining a focused strategic plan, as such the UCorp staff brainstormed to answer two questions "What makes us proud to work for UCorp" and "What are three words that describe UCorp" to spark inspiration for an updated mission and vision statement. Currently UCorp describes its mission as "providing resources that enrich that campus experience" and "support the educational mission of the University." It could also be that the current language is appropriately reflective of UCorp. The results of the staffs brainstorm session as well as examples of other organization's mission and vision statements was presented to the Board.

VIII. SCHEDULE OF MEETINGS

Board/Committee	Date	Time	Location
Retail & Commercial Services Committee	November 2, 2015	1:00 p.m. – 2:00 p.m.	ADM 157
Finance Committee	November 17, 2015	11:00 a.m. – 12:00 p.m.	ADM 157
Retail & Commercial Services Committee	December 7, 2015	1:00 p.m. – 2:00 p.m.	ADM 157
Board of Directors	December 10, 2015	3:00 p.m. – 4:30 p.m.	ADM 552

IX. CALL FOR ADJOURNMENT

There being no further business to conduct, the meeting of the University Corporation, San Francisco State Board of Directors was adjourned at 4:00 p.m.

Passed and adopted on this 10 day of December 2015, by the following vote:

Aye: 9 No: 0 Abstain: 0 Absent: 7

Secretary Certification

The undersigned state that she is the authorized Secretary of the Corporation and certifies that on December 10, 2015, 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 resolution was adopted by the votes indicated above.

Wherefore, the undersigned has executed this Certification this 10 day of December, 2015, at San Francisco State University, 1600 Holloway Ave. ADM 552 San Francisco, California.

Action Item No: 2015/210-01



Alison Sanders, Secretary