



MINUTES (proposed)

District Auxiliary Services Foundation

Minutes of the Board of Directors Meeting

June 6 2017, 4:00 pm

Napa Valley Community College

President's Office, Rm. 1530

2277 Napa-Vallejo Hwy.

Napa, CA 94558

1.0 CALL TO ORDER

1.1 Roll Call

President Ronald Kraft called the meeting to order at 4:05 pm.

Present: Ronald Kraft, Robert Parker, Rosaura Segura, Oscar De Haro, William Hardy

Absent: none

Guests/Staff: Jeff Schechtman, Carollee Cattolica

1.2 Adopt Agenda

M/S/C (Segura/Hardy)

2.0 PUBLIC COMMENT

None

3.0 APPROVE MINUTES OF 3/7/17

M/S/C (Parker/Segura)

4.0 MANAGING DIRECTOR'S REPORT

Carollee Cattolica, managing director, provided an update on the focus of the District Auxiliary Services Foundation (DAS) office that included revisions to the master agreement to better align it with college policy and other compliance related initiatives.

5.0 GOVERNANCE

5.1 Adopt 2017/2018 Board Meeting Calendar.

M/S/C Approved by consensus.

A quarterly meeting calendar was adopted – it is coordinated with district and auxiliary audit and tax return schedules. The next meeting of the DAS board will be held on 8/30/17.

5.2 Review and approval revised Master Agreement

M/S/C (De Haro/Segura)

Revisions to the master agreement included language on reimbursement procedures between the auxiliary and the district. Other sections of the master agreement were

also revised to be more consistent with Board Policy BP 3600 – Rules for Auxiliary Organizations. The revised agreement may come before the Governing Board in July – possibly with addendums addressing specific services provided by DAS. The Board recommended legal review of Master Agreement before being presented to Board of Trustees for adoption and approval.

- 5.3 Approve Napa Valley College Foundation Appointee to DAS Board of Directors
Appointee is Mr. William Hardy.
M/S/C - (De Haro/Parker) Abstain: William Hardy
Mr. Hardy will be the Napa Valley College Foundation appointee from July 1, 2017 to June 30, 1018.
- 5.4 Adopt Resolution to Approve Signing Authority for Managing Director
M/S/C - (Hardy/De Haro) Approved with edits
Change “Governing Board” to “Board of Directors”.
For items authorized to sign, change “Endorsement of Checks” to “No”
- 5.5 Review and Approve Governance and Finance Policies
 - 5.5.1 AO 6310 Expenditure (New)
M/S/C - (De Haro/Parker) Approved with edits
Edits: Section 3b – replace “WebAdvisor” with “District financial system”
 - 5.5.2 AO 6340 Source and Use of Public Relations Funds (New)
M/S/C - (Parker/Segura)
 - 5.5.3 AO 6350 Records and Annual report of Auxiliary Organizations (New)
M/S/C - (Hardy/De Haro)
Time frame stated for annual report to be submitted to Board of Directors could potentially be an issue based on meeting dates and audit schedules
Robert Parker, vice president of Administrative Services and treasurer for DAS, will discuss with Auditor.
 - 5.5.4 AO 6420 Annual Audit (New)
M/S/C - (De Haro/Segura) Approved with potential edits.
 - 5.5.5 AO 6530 Insurance (New)
M/S/C - (Hardy/Parker)

6.0 FINANCE AND BUDGET

- 6.1 Adopt 3rd Quarter Financial Reports (for period ending 3/31/17)
M/S/C - (De Haro/Segura)
Mr. Parker reviewed the financial reports. Expenditures look much higher than revenue as the transfer of funds to the district occurs within the 4th quarter.

- 6.2 Adopt Tentative Budget
Vice President Robert Parker reviewed the tentative budget.
M/S/C - (De Haro/Hardy)

7.0 RESOURCE DEVELOPEMENT

- 7.1 Fiscal Agency: approve MOU with CANV Food Bank
M/S/C - (Segura/Parker) Approved with edits
Edits: Clarify no cost to Napa Valley College.
- 7.2 Contract Management: Approve Contract Renewal with Napa Broadcasting
M/S/C - (Segura/Hardy)
Discussion with Mr. Jeff Schechtman, general manager of Napa Broadcasting. Contract is a 3 year agreement (7/1/2017 – 6/30/2020) that includes in-kind exchanges. The lease will likely come to the Board of Trustees in July for ratification.
- 7.3 Contract Management: Approve Statement of Intent with Independent League Baseball
M/S/C - (De Haro/Hardy) approved with additions
Statement of intent needs to expand #3 to include indemnity clause for the district.
- 7.4 Contract Management: Review Caretaker Agreement for Mt. Veeder Farm
Update provided: Caretaker position was been posted. Several applications have been received and currently three applicants will be visiting the farm.

8.0 PERSONNEL

No discussion

9.0 BOARD OF DIRECTOR REPORTS

No reports

10.0 UPCOMMING MEETING

August 30, 2017

11.0 ADJOURNMENT

Board Chair Ronald Kraft adjourned the meeting at 5:35 pm.