

## MINUTES

FORTY-NINER SHOPS, INC.

### BOARD OF DIRECTORS MEETING

**Friday, June 3, 2022 – Zoom & In-Person Conference Room Meeting**

(Exceptions Made Due to ongoing Covid-19 Issues & Campus Safety Precautions)

**Members Present:**

Mr. Scott Apel

Dr. Beth Lesen

Mr. Milton Ordoñez

Mr. Jeremy Harris

Dr. Praveen Soni

Mr. Isaac Julian

Ms. Diamond Byrd

Ms. Mitali Jain

**Absent:** Dr. Wendy Reiboldt

**Staff Present:** Mr. Robert de Wit, Interim General Manager/Controller  
Ms. Marianne Russo, Executive Secretary  
Mr. Clint Campbell, Director of Contracts & Facilities Management

**Guests:** Mr. Miles Nevin, Executive Director of Associated Students, Inc.

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**A. Call to Order:**

The meeting was called to order at 10:05 a.m. by Mr. Scott Apel, Chair.

**B. Approval of the Agenda: June 3, 2022**

Motion to accept the Agenda as presented.

M/S Dr. Lesen / Mr. Harris

By acclamation the Agenda for the meeting of June 3, 2022 was approved as presented.

**C. Approval of Minutes: May 13, 2022**

Motion to accept the Minutes as presented

M/S Dr. Lesen / Mr. Ordoñez

By acclamation the minutes of May 13, 2022 were approved as presented.

**D. Public Comment:**

- There was no public comment given.

**E. Board Chair's Report:**

- Campus Activities:
  - Mr. Apel discussed that the campus had recently hosted the Commencement Ceremonies at Anaheim Angels Stadium which proved to be a successful event while keeping COVID transmission to a minimum.
    - Over the summer, discussions would begin as to whether next year's graduation events would continue to be at Angels Stadium or return to campus.

- Campus COVID protocols were updated as of June 1<sup>st</sup> and included the following:
  - The online COVID Pre-Screening Survey has been discontinued and will no longer be required for staff, faculty and students coming on to campus.
  - It was decided with the increase in COVID rates over the past few weeks to keep the indoor face masking mandates for all buildings on campus.
- Conflict of Interest Form:
  - Mr. de Wit explained that this document would need to be annually reviewed and signed by all Board members and then sent back to keep for our records.
- Board Calendar:
  - The Board Calendar for 2022-2023 had been sent out earlier to the members for review and to provide feedback on the dates that were chosen.

Motion to approve the 2022 – 2023 Board Calendar as presented.

M/S Ms. Byrd / Dr. Lesen

By acclamation the Board Calendar for 2022 – 2023 is hereby approved

- Board Role Officer Assignments
  - The Board Role Officer assignments were reviewed, and it was decided that they would remain the same for the upcoming year:
    - Chair: Mr. Scott Apel
    - Vice-Chair: Dr. Beth Lesen
    - Treasurer: Mr. Milton Ordoñez
  - Since Mr. de Wit would be retiring in July, the role of Secretary would be designated and confirmed at the next Board meeting in September.

Motion to approve the Board Role Officer assignments for 2022 – 2023.

M/S Mr. Harris / Mr. Julian

By acclamation the Board Role Officer assignments are hereby approved

- Board Committee Chairs & Membership
  - Mr. de Wit began by reviewing the Committees of the Board document sent out which provides the function and description for each of these committees.
    - Additionally, he reminded the group that in terms of preventing potential conflict as per the Bylaws, the Chair of the Audit Committee must not also sit on the F&I Committee as well as the F&I Committee must be made up of less than half of the Audit Committee members.
  - As this was the first meeting of the 2022-2023 fiscal year, the Board discussed the committees in conjunction with the calendar and made the following assignments:
    - Audit Committee
      - 1) Chair: Dr. Wendy Reiboldt
      - 2) Mr. Jeremy Harris
      - 3) Mr. Isaac Julian
      - 4) Mr. Milton Ordoñez

- F&I Committee
  - 1) Chair: Mr. Scott Apel
  - 2) Dr. Praveen Soni
  - 3) Dr. Beth Lesen
  - 4) Mr. Milton Ordoñez
  - 5) Ms. Mitali Jain
  
- Nominating Committee:
  - 1) Chair: Dr. Beth Lesen
  - 2) Dr. Wendy Reiboldt
  - 3) Mr. Isaac Julian
  
- Personnel Committee
  - 1) Chair: Mr. Jeremy Harris
  - 2) Mr. Scott Apel
  - 3) Ms. Diamond Byrd

Motion to approve the 2022 – 2023 Board Committee Assignments

M/S Mr. Harris / Ms. Byrd

By acclamation the 2022 – 2023 Board Committee Assignments are hereby approved

**E. General Manager's Report:**

- Current HR activities:
  - The annual Employee Review process had been completed for the organization.
  - A One-Time Employee Vacation benefit was being offered to those employees who had accrued at least 310 or more hours of vacation which will allow them to get paid out for one week if they take two weeks of vacation between May 15<sup>th</sup> through June 26<sup>th</sup>, 2022.
- The 49er Shops Employee Picnic has been scheduled for Saturday, July 23<sup>rd</sup>, at Blair Field Stadium.
- Shared Services Status:
  - A new CFO was recently hired for the Shops and ASI and he was scheduled to start the first week of July.
  - The IT Assessment process had begun in conjunction with ASI in terms of operational reviews and walkthroughs.
- The Bookstore brought in around \$120,000 in sales at the recent Commencement Ceremonies.
- Finance Activity:
  - The AORMA Unemployment Insurance (UIP) Loan of \$406,000 had been paid off as per discussions had at the last Board meeting.
  - There was a recent Coca-Cola settlement of \$26,000 due to termination fees designated in the previous beverage agreement.
  - Year-End financial activities were being started including the audit and tax preparations along with the physical Inventory scheduled for the end of June.
  - A 403B Fiduciary meeting was scheduled for later in the month to help bring Mr. Ordoñez into the process.
- Mr. de Wit recently contacted the Chancellor's Office about the status of the 49er Shops' CSU Operating Agreement renewal, and it looks like that document has been confirmed and would be posted soon.

**G. New Business**

- As this would be Mr. de Wit's last Board Meeting, Mr. Apel wanted to thank and commend him on his exemplary performance over the past few years as the 49er Shops interim CEO and Controller and credited his leadership with keeping the organization viable through the pandemic.

**H. Adjournment**

There being no further business, the meeting was adjourned at 10:34 a.m.