

Sub-Board I, Inc  
Board of Directors Meeting  
September 8, 2009  
6:00 PM, Room 250 Student Union

**Present:** Nguyen, Audrey (DSA- Proxy for Chintan Shah); Caldwell, Jamie (SBA); Chaffee, Cragg (GMA); Jowsey, Nicole M. (GSA); Hagley, Annika (GSA); Hedgburger, John (GSA- Proxy for Michael Rio); Harrigan, Charles (SA); Alvarado, Ernesto (SA); Dor, Chris (SA); Farah, Hassan (SA); Rose, David (SA - Muhammad, Zulkarnaian); Memon, Maaz (SA); Aitken, Samuel (SPSA).

**Guests:** Hooley, Bill; Apa, Michael; Shonn, Don; Daly, Chris (SPSA).

I. Call to Order

- Meeting called to order at 6:00 p.m. by C. Chaffee.

II. Approval of Minutes

- N. Jowsey moves to approve minutes from the June 18, 2009 meeting. H. Farah seconds. Passed by acclamation.
- C. Harrigan moves to approve minutes from the August 17, 2009 meeting. N. Jowsey seconds. Passed by acclamation.

III. Reports

A. Executive Committee

- a. President: C. Chaffee says everything will be discussed in meeting he would say.
- b. Vice President: C. Harrigan reports that everyone is hired except the chief legal defender and interviews will begin soon.
- c. Treasurer: M. Memon reports that programming grants will be discussed in meeting.
- d. Secretary: J. Caldwell discusses the new website with the minutes and agendas from past meetings. She also makes note that proxy letters need to be brought to the meetings.

B. Executive Director

- Hooley discusses that things are running smoothly. The safety shuttle ran a few extra days before school started. There was a meeting with the chief defenders to discuss new ideas with legal services. B. Hooley also described the safety fair on South Campus the weekend before and how sub-board programs had a presence.

IV. Old Business

A. Accounting Contract

- C. Chaffee gives overview of what happened at last meeting about the proposed contract with SA. They had the ability to stay with Sub-Board through August, but if the contract was not signed by the meeting then, Sub-Board would discontinue their services to SA. He brings up his main concerns in that SA wants the words reasonable changed to minimum. Also brings up that if the deadline to be pushed to June 15<sup>th</sup>, the client needs to understand that by doing this there will be less factual information and that they may be paying more. C. Chaffee also discusses the other point to change the audit between the client and Sub-Board. He suggests the Board will decide on the auditor, not the client.
- H. Farah has a lot of objections. He wants to change things like timing, language, procedures and what policies we should be enforcing. He also expresses his desire to only follow the minimum IRS standards.
- M. Apa explains what SA needs to do to have internal controls and that SA needs to evaluate controls already in existence.
- N. Jowsey brought GSA's internal controls in order to show what standards they were following. H. Farah says he will leave it up to the student government to set up policies and he will review it and take it up as part of the agreement.
- H. Farah says he will also agree to reasonable and wants M. Apa to come up with the internal guidelines as part of the audit.
- M. Apa urges no one to sign this document.
- B. Hooley suggests having a committee to go over and have SA just sign the old contract since changes are minimal.
- H. Farah asserts that SA has internal controls and that they were approved, but M. Apa and B. Hooley say that Sub-Board does not have a copy so it does not matter. They need a copy in order to follow them.
- H. Farah then agrees to take B. Hooley's recommendation to just sign the old contract and have a committee established in order to make changes to the contract.
- C. Chaffee adds that any contract formed by the committee should be approved by vote of the Board.
- H. Farah motions for next years contract to be reviewed by the Board and any changes or amendments should be approved by a 2/3 vote before April 1. N. Jowsey seconds. Vote: 13-0-0.
- M. Apa suggests someone for student life and an independent auditor should be involved.
- J. Caldwell motions for a committee for reviewing the accounting contract with a deadline of April 1. A Treasurer from each student body shall be on the committee and if for some reason they can't make it then someone from each student government. The committee will be chaired by M. Memon. J. Caldwell motions . H. Farah seconds. Passed by unanimous consent.
- H. Farah signs the old contract.

## B. Corporate By-Law Amendment

- C. Chaffee discusses the 40 cent raise of fee by-law amendment which was discussed at the June 18, 2009 meeting. C. Chaffee comments that the Board members already agreed to it by signing allocation contract. N. Jowsey motions to approve the by-law amendment as submitted. C. Harrigan seconds. Vote: 14-0-0.

#### C. Generation Magazine

- N. Jowsey brought the committee's findings to the board's attention. She reminds the board of the numerous emails and statements she had been receiving about Generation magazine. She says there are complaints about problems between what happened at October meeting and what happened in April and that there is a lack of confidence in the hiring process.
- The options the committee came up with are: (1) reinstate old charter; (2) keep charter the way it is now and hire new editor; (3) push back printing to the spring; (4) keep everything and keep current editor and then open up staff and add four additional editors to add generations staff. She then opens up the table to discussion.
- C. Chaffee brings up that if suspended there needs to be a hiring committee set up very soon.
- M. Memon brings up advertising expense. B. Hooley says it would be about \$1560 a month to put in advertising and this will be taken from the budget for \$2500 to print a month, if the Generation is suspended.
- C. Chaffee feels that if Sub-Board changes Generation they need to continue to have the board hire the Editor-In-Chief. It would not be right prudent allow our magazine to run completely independently with no publisher oversight. Whatever we decide to do, we need to continue to hire the EIC. It is not illegal.
- E. Alvarado agrees that we need control. It's the way the editor in chief was chosen that may be flawed and the way the situation was dealt with was not the best process.
- C. Chaffee brings up that the two people in question were Michele Matthews and Bobby Pape.
- H. Farah says that the hiring Joshua Boston was not proper.
- N. Jowsey motions for executive session. M. Memon seconds. No opposed. Executive session begins at 7:07 PM.
- The Board comes out of executive session at 7:30 PM.
- C. Dor motion to suspend the publication of Generation Magazine for the Fall of 2009. S. Aitken seconds. 11-0-2. Passes.
- The board discussed terminates all Generation staff's stipends at the end of September.
- Other things that need to be discussed are: When to terminate the current editor, setting up a hiring committee, and the need to pay \$1500 for Spectrum ads to promote the position's opening.
- C. Harrigan motions to table until the end of the meeting. N. Jowsey seconds. Vote passed by acclamation.

D. Board of Director website

- [http://www.subboard.com/staff\\_resource/minutes/Other](http://www.subboard.com/staff_resource/minutes/Other)

E. Other

- None

V. New Business

A. Anti-Rape Task Force Safety Shuttle Service

- Chaffee stepped out and C. Harrigan is now chairing the meeting.
- Jane Fischer, our Health Education Director, was present to discuss the expansion of the ARTF safety shuttle service which runs during the evening on South Campus.
- C. Chaffee returns to the meeting.
- The service is staffed by interns, work study and volunteers. If we were to expand the service to include the overnight hours (the service currently runs from 8pm to midnight), the proposed rate for the night shift would be \$10 an hour in hopes to get more people interested in working.
- C. Chaffee asked what the normal usage was like. Jane responds that the averages for four days of the week, for example are: 50 people on Thursdays, 64 Friday, 58 Saturday and 43 on Sunday. She stresses the shuttle is not like a taxi. It is for student safety and the shuttle only drives in a 1.5 mile radius around South Campus. If a student anticipates they will be going somewhere on the weekend, they can request a pick-up but it must be ahead of time. The service can only be more taxi-like when the walk station is in session.
- H. Farah discusses the UB Stampede running for 24 hours and how it is becoming a reality. He says they would need ARTF shuttles to pick up students from the bus stop. There would be three locations for pick-up: Main, Goodyear and the Health Sciences Library. The buses and ARTF shuttles would benefit all students. H. Farah says he is paying for the Stampede and that the other student governments would need to help pick up the cost of the shuttle.
- Jane also says that somebody needs to be on-call during the entire shift that the shuttle is running. It would be easier to train a new hire.
- All the other governments agree that this service is something they'd like to fund. However, everyone needs to talk with their student governments about it.
- Another problem is Sub-Board does not have any excess funds to help make this venture a reality.
- A. Hagley suggests asking administration for money, but H. Farah says that right now the administration will not give any money. They want to see if the Stampede running 24 hours works before investing money.
- Jane does not want to put in all this work if the funds are not available and end up pulling the program. The trial period for this proposed expansion will be for the fall 2009 semester. The board will review the trial run at the end of the semester.

- C. Chaffee affirms that everyone at the meeting wants to find a way to make this work, but the board needs to find a way before we agree to anything. We don't know what funds are available in the different student governments right now.
- M. Memon asks Jane how long it takes to set up. Jane says 3 weeks.
- H. Farah says SA will pay \$6000 and N. Jowsey says GSA will pay \$4000. C. Chaffee says Sub-Board will not put a penny in this until we look at the books.
- C. Harrigan motions to table until the end of the meeting. N. Jowsey seconded. Vote passes by acclamation.

#### B. Programming Grant Information

- M. Memon says there is \$21,556 in the budget for the programming grants. Last year there was roughly \$52,000. He hands out the guidelines and explains they are essentially the same as last year. This year, FSA did not give Sub-Board any money. The interest comes from bonds and stocks and there may not be much left over next year. The grants are strictly for students. We can exhaust the majority of it, but if we have no money next year then there would not be a grant giving period next year.
- M. Memon proposes a grant cap of \$500 per semester per program.
- N. Jowsey brings up a discussion about non-fundable items. She is wondering why can't the grants fund honoraria. GSA brings speakers in because they are based on scholarship. Somebody advising on dissertations was funded, but other speakers were not. This can be changed today.
- C. Chaffee says the grants are supposed to be for the enrichment of student life. Enrichment of student life is a vague term for a reason. Should we be paying for the whole speaker? Probably not, but seems like the grants should help. Speakers can be funded, but they need to be in the best interest of the students.
- N. Jowsey asks why can't refreshments be funded. C. Chaffee says we are looking at the event not the actual food. Ex: Pay for the screening, but not the pizza, etc.
- N. Jowsey brings up conference funding. C. Chaffee asks how do know the conference is enriching students if don't know what is happening there. He suggests won't give funding unless the student groups, not just individuals, come back with a report. They would need to have a timetable of what they are doing there and what they are going to do when they come back to benefit the student body. Possibly limit it to Juniors since they will be in school another year and can teach others what they learned.
- S. Aitken says that 4<sup>th</sup> year pharmacy students go to a conference to meet future employers. Does not like the idea of limiting it to certain people. He suggests that the grants and proposals would be subject to the Board anyway so why restrict people and make it more complicated.
- D. Rose moves to table discussion until the end of the meeting. J. Caldwell Seconds. Passed by acclamation.

### C. Cell Phone Policy

- M. Memon discusses how M. Apa approached him about an IRS policy that allows cell phone usage for business which is considered to be non-taxable. There are three possible scenarios: (1) the employer owns and provides the cell phone and in that case there is no issue; (2) employee uses his/her cell phone and the board must then determine what percentage is for personal use and business use because all personal use calls are taxable; (3) employer gives an employee a reimbursement of some value since employee uses their personal cell phone for business and the reimbursement is 100% taxable.
- C. Harrigan motions to table until the end of the meeting. N. Jowsey seconds. Vote passed by acclamation.

N. Jowsey motions to recess the meeting until Thursday, September 17, 2009 at 6 p.m. C. Dor seconds. Passed by acclamation. Session ends at 9:09 p.m.

C. Chaffee reconvened the meeting on September 17, 2009 at 6:06 PM.

**Present:** Caldwell, Jamie (SBA); Memon, Maaz (SA); Villavicencio, Erika (SA – Proxy for Muhammad, Zulkarnaian); Alvarado, Ernesto (SA); Dor, Chris (SA); Hagley, Annika (GSA); Rio, Michael (GSA); Jowsey, Nicole (GSA); Aitken, Sam (SPSA); Farah, Hassan (SA); Rose, David (SA); Zhao, Wei Yu (SA – Proxy for Harrigan, Charles).

**Guests:** Hooley, William; Apa, Michael; Shonn, Don

Four topics had been tabled.

#### 1. Anti-Rape Task Force

- C. Chaffee distributes the new safety shuttle expansion cost analysis for rest of fall. Not included are extra safety devices. There needs to be research regarding a GPS system and a panic button. There are no numbers on these yet, but they were expressed by staff because of the late-night time frame. C. Chaffee opens the table for discussion.
- Buffalo police said there is a lot of violence including an increase in gang activities near South Campus and the likelihood of problems could increase. There needs to be a supervisor on call and someone employed to sit in the office. The office will be moved from Sherman hall to Goodyear which is opened 24 hrs.
- D. Rose asks why we need the supervisor since there are UB police available. B. Hooley explains we need to take steps to protect our staff.
- S. Aitken asks if there are any statistics of how much crime this is preventing.
- E. Alvarado says does not want to cut corners on safety.
- A. Hagley asks when are we responsible if something happens to our staff and the vehicles? B. Hooley responds always. Also says that we need to be prepared that the program might not start on target date if we can't find the staff.

- N. Zhao brings up that international students are perfect candidates for the job because most are not allowed to work off campus. He says we should also advertise with the PSA.
- M. Rio asks about leasing service into cabs for those hours. It would be an independent contractor relationship. C. Chaffee says he will look into it, but ultimately thinks just operating the ARTF shuttle is better because it cuts out having an independent contractor.
- Jane needs three weeks once the board approves of the expansion.
- D. Rose discusses looking into funding for the blue and orange line buses that go downtown. C. Chaffee says its definitely something to look into, but not at this meeting.
- The plan going into affect all comes down to funding. There has already been \$4000 in routine maintenance.
- N. Jowsey says GSA will pay \$4000, H. Farah says SA will pay \$9000.
- SBA, GMA, SPSA have no money.
- Sub-Board will take care of the safety features and give \$2000.
- SA wants the service to run earlier, but B. Hooley says this is impractical.
- E. Alvarado motion to extend the service and parameters of the ARTF shuttle from 1 a.m. to 7 a.m. for fall semester only. N. Jowsey seconds. Passed by acclamation.
- N. Jowsey motions that GSA will pay \$4000, SA \$9000 and Sub-Board will pay up to \$2000 for the GPS device. C. Dor seconds. Passed by acclamation.

## 2. Cell Phone policy

- C. Chaffee begins by saying the policy has to be for the whole corporation. Most students claim 0 on their taxes anyway. The Executive Board thought it was the best policy for cell phone reimbursements would be 100% taxable. Then if you want cell phones reimbursed you will have to bring in receipts and highlight what is deductible.
- S. Aitken motions to vote on making it 100% taxable or bring in the bill. J. Caldwell seconds. Vote: 2-2-6. Did not pass.
- N. Jowsey asks how many people is this affecting. Only SA is using the cell phone reimbursements currently.
- H. Farah says at least 30% is for organizations.
- M. Memon asks M. Apa what he thinks it should be. M. Apa says there needs to be proof able to substantiate the percentage that is not being taxed. Most people don't want to get involved in it so they just tax 100%.
- D. Rose motions to keep 100 % taxable and if a particular person wants to show business calls not to be taxed, then that person can bring in the cell phone bill to show proof of percentage not taxed. S. Aitkens seconds. Vote: 7-0-4. Motion passes.

## 3. Programming Grants

- M. Memon discusses that the grants will have a maximum cap of \$500. He changes the form so conferences can be funded, but only the registration fee. Honoraria can also be funding, but the honoraria cannot be to the faculty from UB or students from

UB. The speaker will need to be a professional or some academic person in your academic area outside of the University.

- No refreshments will be funded besides advertising costs because refreshments are not an enrichment of student life.
- Topic is brought up about date auction and the money raised going to charity. C. Chaffee says student fees cannot be used as contributions to charities.
- S. Aitken asks if just clubs can get the grants or if student governments can get the money as well. B. Hooley says student governments can get the programming grants.
- C. Chaffee says the Board has discretion to make changes as a whole. B. Hooley says no that changes can only be made for the Spring Semester once this programming grant application is sent out, however, approving the grants are at discretion of the Board.
- C. Chaffee also says the grants cannot be used to fund a program that has already happened. If the money is not spent by the end of the semester it needs to be returned and the club can apply for it again.
- M. Memon motions for the programming grant process as a whole, with available funds of \$22,000, with a maximum cap of \$500 on each grant. N. Jowsey seconds. Passed by acclamation.

#### 4. Generation

- C. Chaffee discusses the hiring committee. He says it will start roughly once the applications are available during the 2<sup>nd</sup> or 3<sup>rd</sup> week in October. The interviews will be the last weekend in October and first in November. Then the hiring committee will bring the candidate to Board for approval. Hiring will then be starting immediately and the staff will be in by the end of December.
- J. Caldwell discusses how she will sit as chair and that S. Aitken will co-chair. The other people who sit on the committee have to have nothing to do with the old hiring committee or the investigation committee. There can also be no more than one from each student government on the committee. Everyone agrees to this.
- A. Hagely says that this is a perception issue. She suggests we let the editors make their own nominations and let them base their decision on qualifications. She says we shouldn't have suspended the charter and that we need to re-construct it with whomever we hire. She understands that there is degrading content, but the staff needs to know they have editorial control.
- B. Hooley says that the Board can put a clause in the charter that states that the publisher can only hire the editor-in-chief, but cannot fire them for performance or editorial related content reasons. The editor-in-chief can only be terminated for performance related reasons if he/she is impeached by his editorial staff. In recent years the quality of editorship has gone down. The whole point of this corporation is that students equally can take ownership in their services.
- C. Chaffee suggests that hiring and firing will be done by a hiring and termination committee. Another option would be that only the editorial staff can fire him or only take action if petitioned by the editorial board. He suggests another committee so that the charter can be reviewed. In the mean time, however, we need to hire the editor-in-chief with the assumption we are going to redraft and re-charter.



- N. Jowsey motions to suspend the current charter. E. Alvarado seconds. Passed by unanimous consent.
- A. Hagley motions to make A. Hagley, J. Caldwell, S. Aitken and D. Rose the hiring committee for the new editor-in-chief. J. Caldwell seconds. Passed by unanimous consent.
- N. Jowsey motions for an ad hoc committee to re-charter the magazine. It will be comprised of the same people as the hiring committee minus S. Aitken with A. Hagley as chair. M. Memon seconds. Passed by unanimous consent.
- C. Chaffee wanted to make a note in the minutes that A. Hagley, J. Caldwell, S. Aitken and D. Rose had nothing to do with the original committee, investigation and are neutral. He also stressed that no one talk to the press until these minutes are approved and an official statement is released by the chair.

#### IV. Adjournment

- D. Alvarado motions for adjournment. N. Jowsey seconds. Passed by acclamation.  
7:40 p.m.

Respectfully Submitted

Jamie Caldwell  
Secretary  
Sub-Board I