

Sub-Board I, Inc
Board of Directors Special Meeting
August 17, 2009
2:30 PM, Room 310 Student Union

Present: Heberger, John (Proxy for Annika Haglen)(GSA); Duffy, Will (Proxy for Michael Rio)(GSA); Jowsey, Nicole (GSA); Christ, Carla (Proxy for Blake Kulger)(Med. Polity); Memon, Maaz (SA); Harrigan, Charles (SA); Rose, David (Proxy for Chris Dor)(SA); Shukla, Mihir (Proxy for Ernesto Alvarado); Farah, Hassan (SA); Chaffee, Cragg (GMA); Caldwell, Jamie (SBA); Sodhi, Tarandeep (Proxy for Zeeshan Bagban)(SA); Alam, Shoaib (Proxy for Zulkarnaian Muhammad)(SA)

Guests: Shonn, Don; Moffatt, Adria; Hooley, Bill; Apa, Michael

I. Call to Order

- Meeting called to order at 2:40 p.m. by C. Chaffee.

II. Special Business

A. Accounting Contract

- H. Farah discusses SA's issues with their contract for 2009-2010. SA's reasoning is that they, along with the other student governments, all have shares and that these changes would be beneficial to every student government.
- H. Farah begins by discussing their proposal for a revised contract for 2009 – 2010 year.
- Issue #1 regards the fundamental nature of Sub-Board's role. SA finds that Sub-Board is there to assist the student governments to meet its minimum obligations under laws. Their problem is with the language used in the accounting contract should be revised to reflect Sub-Board's actual role. SA finds that the rules are too harsh. N. Jowsey asks for an example of this issue. H. Farah brings up credit cards and purchasing orders (PO). H. Farah finds the contract is hard on SA because they have more purchasing orders and are charged a separate amount on top of accounting fees. He doesn't think they should get charged for transaction fees for purchasing orders. A. Moffatt discusses the allocation of the fee. She explains that the fee is charged when the PO has to be sent back to the client for not having enough identifying information attached to the purchase order. In order for the PO to be filled there needs to be proof that the person receiving the money is the person who made the purchase. If this information is not present there is an extra charge to account for the time needed to process the PO. Some organizations may need to pay more because they are taking more time to process. M. APA explains that this cost is for time and volume and that these accounting standards are at minimum. N. Jowsey says it is a staff problem. D. Shonn says these practices are at the same standard as the IRS.
- Issue #2 is that there is no process to review specific accounting procedures. H. Farah says there should be a committee to review the accounting procedures. C. Chaffee says committee is fine, but that the ultimate decision is still the boards. D. Shonn agrees with H. Farah and that there should be something to resolve contracts. He wonders if there could be something in contracts that looks at procedures because

conflict resolution is good. C. Chaffee reiterates that a committee can come up with their opinions, but in the end decision is a board decision.

- M. Apa brings up that Sub-Board is in danger of being shut down if don't live up to University and IRS standards. There needs to be internal controls are in place that are very specific. SA says they have internal controls that allow them to have less strict standards, but Sub-Board never received a copy of it so they have been implementing the minimum standards. N. Jowsey is worried other governments would be affected by lawsuits. D. Shonn says that under 990 its everyone's problem. M. Apa explains that if the IRS sees all the documents that support the amount on 1099 and aren't allowed to see where this is coming from because of SA's does not have the proper documentation, then Sub-Board's exempt tax status would be revoked. M. Apa says that SA's staff isn't qualified and they aren't doing their job.
- There is a 5 minute recess to get the internal controls document that Sub-Board has not seen. The meeting back in session 3:54 pm.
- J. Caldwell motions to table until, the internal controls document is reviewed. J. Heberger seconds. Vote: 11-0-0.
- Issue #3 – Miscellaneous Concerns
 - A. SA says that student governments should have input into selecting independent auditors – C. Chaffee says why is this a problem when board chooses them and the board represents the governments.
 - B. SA wants more purchasing and bonding insurance – D. Shonn explains that insurance insures things. All money in office and on premises is insured by Amza. Money in the bank is FDIC. The bond insurance is for as much as assumed somebody could steal. Doesn't need to be for the full 3 million.
 - C. SA wants notice procedures – everyone agrees to this as something that benefits everyone.
 - D. SA wants pro-ration of accounting fee in event of agreement is terminated. B. Hooley says this is being done now.
- Next H. Farah brings up SA's concerns with respect to the contract review process itself. Timing is the first problem. H. farah wants the deadline for receiving the contract to be June 1. M. Apa and B. Hooley explain that the problem with this is that the accounting study needs to be done by then and there just is not enough time. B. Hooley suggests June 15. A. Moffatt says it takes about 2 months to do the study, because not the only thing doing. The earlier she is required to have it done, the more time taken away from her other duties. GSA is worried about the suffering of day to day activities. B. Hooley suggests that it is June 15th by the latest. D. Shonn suggests that there can be a form of the contract, but one blank will be present which is where the accounting fee will go. If want it without the number then that's fine. Also suggest that the contract go up on the website electronically so it can be accessed at anytime (minus the accounting fee).
- Next concern of SA's is tying the accounting services to non-accounting fees. C. Chaffee says that the board of directors choose what we fund. Each student government does not have that ability. H. Farah's issue is with how the two are tied. Are the accounting fees and non-accounting tied together? Yes. B. Hooley gives the history that the board in 1991 decided that it would be this way because they wanted

all the student organizations to be tied. H. Farah wants to see if can have option to get accounting separately.

- C. Chaffee suggests that SA can sign a month to month contract, after September 8 need to make a decision. This will give SA 60 days to sign the contract.
- There will be a night meeting on Tuesday September 8 @ 6 pm in 310 Student Union.
- N. Jowsey motions to meet on Tuesday, September 8 and in the mean time Sub-Board will do accounting for SA, but if SA does not sign the contracts by September 8, then Sub-Board will officially stop offering SA all services. M. Memon seconds. 10-0-0. Motion passes by unanimous consent.

B. Current Magazine

- N. Jowsey brings up that people are frustrated by the system used to suspend the charter of Generation. She has heard that the hiring of Joshua Boston as editor-in-chief may have been a bit unethical. N. Jowsey believes it was unethical. There is a facebook group and she has met with editorial people to get the facts. The feelings of the student body is that things need to be looked at. She says that Josh did not interview people from Generations and this is causing problems with the former staff. She does not agree on how the board dismantled Generation. N. Jowsey would like to suspend Currents going forward and would like to suspend Josh's hiring. She brings up that lawsuits may be possible. J. Caldwell and C. Chaffee bring up that contracts with employees and advertisers may be a problem. H. Farah says its disturbing to hear that the process was unethical and that we don't want the student governments to be questioned like this by the student body.
- C. Chaffee and B. Hooley explain that their main problem was with the liability of the personals. The board members met with Andrew Blake to discuss ways to improve the magazine. Blake was always invited to participate on a regular basis, but did not. Paul Albini suggested making the editor in chief hired by the board.
- N. Jowsey brings up that a lawsuit is planned to be launched and the students want to know what is going on. N. Jowsey wants a committee to investigate the suspension of the charter and the hiring of Joshua Boston before the launch of Current.
- D. Rose says as investigation still goes on, the student body is going without a publication. He says we need to figure out how to deal with the problem at hand. A lot of people have been a part of Generations and suggests restructuring it, but keeping the name Generations. Suggests the magazine deals with the problems that Generations are looking at.
- M. Memon suggests we start with Generation. If everything is going well, then go with Current.
- B. Hooley discusses the hiring interviews and recalls Bobby Pape stating he was biased with Josh Boston and then asked B. Hooley what he thought and B. Hooley agreed Josh was the best candidate.
- C. Harrigan also defends himself and the actions of the EIC committee when they were interviewing student for the position. He said there was nothing unethical about the process and no one approached him about voting in a specific way. C. Harrigan says he will not participate if a new EIC needs to be chosen.

- C. Chaffee brings up issue of all the invested money into the new magazine and how it may cost more to change it. N. Jowsey and H. Farah say this should not be about money because its what the students want.
- N. Jowsey motions to keep everything for Current, but change the name to Generation. SA D. Rose seconds. Vote: 10-0-0. C. Chaffee says this needs to be discussed at a later time as well.
- M. Memon motions to set up an investigation committee on the whole hiring process headed by Nicole Jowsey, which is open to all board members. W. Duffy seconds. Vote: 10-0-0.
- M. Apa asks about contract problems with advertising. D. Shonn seems to think it won't be a big deal if the name is simply being changed. Most advertisers just want to have the advertisement.
- C. Chaffee does not like the suspension of Josh because there has been no investigation and these decisions were being made on allegations not fact.
- Board decides to keep everything the same and keep Josh while investigating. If there are findings of unethical procedures then steps may be taken to remove Josh. D. Rose says need to take steps to have a new and improved Generation.
- C. Chaffee wonders if changing the name will look like a stolen charter. Board agrees though that everything has changed except the name. There is no re-instating of Generation, but a rebuilding of the magazine and an inclusion of some of the Generation people in.

III. Adjournment

- N. Jowsey motions to adjourn, M. Memon seconds. Vote: 10-0-0. Meeting is adjourned at 5:39 p.m.