



## Union WELL, Inc. Board of Directors Meeting

Wednesday, September 13, 2023, 7:30am

Pacific Suite, University Union, 3<sup>rd</sup> Floor

### Minutes

#### 1. The meeting was called to order at 7:35a.m. by Sebastian Raya, Chairperson

Present: Sebastian Raya, Jennifer Harris, Drew Harris, Alina Nadeem, Alec Tong, Marina De La Cruz Ramirez, Aniesha Mitchell, Christine Flowers, and Bill Hébert

Guests: Humberto Perez, Elvia Felix, and Michael Eldridge from ASI, and via Zoom, Brenda Scherer and Liz Cook from CliftonLarsenAllen (CLA)

Also present: Bill Olmsted, Andrew Singletary, Norma Sanchez, Jill Farrell, Amy Jacobsen, and Tori Butler

#### 2. Public Comment: None.

#### 3. Introductions

- a. Everyone introduces themselves. Olmsted notes that two Board positions are vacant and should be filled by the next meeting.

#### 4. Consent Calendar: (MSP: J. Harris, De La Cruz Ramirez)

- a. Approval of Joint Advisory Group/Budget & Finance Committee Meeting Minutes — April 19, 2023
- b. Approval of Board of Directors Meeting Minutes — April 26, 2023
- c. Approval of Executive Committee Meeting Minutes — May 22, 2023
- d. Approval of Executive Committee Meeting Minutes — August 16, 2023

#### 5. Audit Presentation: CLA (CliftonLarsonAllen LLP) Brenda Scherer, CPA and Liz Cook, CPA

- a. Acceptance of 2022–23 Audit: (MSP: Nadeem, Mitchell)
- b. Olmsted introduces the new auditing team from CliftonLarsonAllen (CLA), Scherer and Cook. Scherer begins by thanking the management team and reviews the agenda and objectives for the audit presentation. The scope of engagement is to express an opinion on the June 30, 2023 financial statements, then summarize findings and observations, and present to the Board of Directors (BOD) and management. + Internal control communications were reviewed to ensure good controls were in place, with no significant deficiencies found, no material weakness, and no issues noted. Overall, there were no changes in the scope of the audit. Leases were implemented as a new accounting standard in 2023 with no major impact. Estimates were reviewed, and the firm is comfortable with management's assumptions. There were no difficulties or disagreements to report, and no audit adjustments were made
- c. Scherer discusses an emerging issue from a change to auditing standards (SAS 143-145), which is catching the audit process up to how the business environment has transitioned to being online. Standards evolved with enhanced risk assessment, looking deeper into how IT affects areas, and diving deeper into understanding estimates. More time will be involved in evaluating controls in the audit process, and IT specialists will probably be pulled in to test controls. It will make a big impact next year and she suggests taking steps to prepare throughout the year. She then shares contact information for herself and Cook, and then opens to comments or questions.

- i. J. Harris asks if the process being “a big lift in a short time”, as it was mentioned, is typical or did something change. Scherer says it’s always a short time period between the end of year and when financial statements have to be issued. It was also the team's first year with new auditors, who probably asked more questions than usual. However, the process is always a big lift.
- ii. J. Harris asks if additional testing of controls related to IT systems will increase the cost of the audit, or does the contract account for that change. Scherer says there will be an increase due to a change in standard, but it is unknown what the cost effect will be.
  - 1. Perez states that ASI is in contract with CLA and, at this time, they don’t expect to have additional costs passed on to Union WELL, Inc.
- iii. Olmsted thanks the CLA team and acknowledges partners at ASI for working alongside the Union WELL, Inc. (UWI) Business Office throughout the process.

## 6. New Business:

### a. 2023–24 TBU01 and TBU04 Updates:

- i. Olmsted explains that TBU01 and TBU04 accounts are used to fund non-recurring maintenance and repair and major capital improvement projects, respectively. He reviews changes to the TBU01 and TBU04 accounts since the last BOD meeting in April that were urgent and taken to the Executive Committee for approval. This includes the failing water recirculation pumps in the University Union (UU) and also, the underground plumbing and replacement of the existing grease trap for Habit Burger. Lastly, the UU west bathrooms upgrade was originally slated at \$1.5 million based on the estimate done over two years ago. Now that a contractor is on board, the project had to get re-bid and the price increased by an additional \$115,000. Work can now be started with hopes of completing late spring or early fall. Olmsted notes that the project list includes projects that were approved by previous boards but are waiting to be done, totaling around \$11 million. Now that the bottleneck within Facilities on campus is starting to ease up, projects now have the capacity to start moving forward, and funding is already in place.
  - 1. Regarding the \$11 million in pending projects that are approved, Mitchell notes that some date as far back as 2020 and asks if an increase in cost is anticipated. Olmsted says yes and adds that as part of figuring out and balancing reserves on the university side or local side, the team looks at what projects they feel will hit this year, when it was bid, and the anticipated cost escalation since. As jobs are re-bid they will be brought back to the BOD to present the current project dollar value. He adds that he wouldn’t bring projects to the BOD if UWI didn’t have reserves to support them.
  - 2. J. Harris notes that some projects were approved nearly five years ago and asks if management has gone back to look at the impetus for projects and consider whether it’s still needed or if priorities changed. Olmsted explains that every project minus one or two still has a great need. Some projects have changed, but lighting, doors, restrooms, and HVAC-type items are still a priority. As priorities shift, it will be explained to the BOD.

### b. 2023–24 Capital and Repair & Replacement additions: **(MSP: Mitchell, J. Harris)**

- i. Olmsted presents the capital repair and replacement project list. Projects that carried over from the 2022–23 to 2023–24 budget total almost \$400,000. Farrell adds that one carryover was the replacement of the University Union’s stages that, when approved, had a long lead time and accounted for \$175,000 of the carryover. Stages are in and being utilized now. Olmsted discusses the new expenditures that came up since the last BOD meeting in April and need approval, totaling \$20,500; \$6,500 in additional funding for a video camera and accessories for the marketing team, and \$14,000 for furniture for new office spaces within the WELL administrative area to accommodate

additional staff. Farrell adds that the capital and plant project approvals are typically charged to the Budget & Finance Committee (B&F), but any changes at a level of higher amount or more magnitude also go through BOD. Projects approved by B&F would then be presented to BOD informationally after the fact.

- c. Meeting Dates for 2023–24:
  - i. Olmsted reviews meeting dates for the year.
- d. Conflict of Interest and Academic Release Forms:
  - i. Conflict of interest forms were sent out to all members. Academic information release forms were sent to students to verify student standing to ensure they are meeting Board requirements.
- e. Authorizing Resolution for 2023–24, Resolution 23-01: **(MSP: Flowers, D. Harris)**
  - i. Olmsted explains that resolution 23-01 is an authorizing resolution giving certain members in the organization and within BOD authority to sign on behalf of UWI.
- f. Appointment of Legal Counsel for 2023–24, Resolution 23-02: **(MSP: D. Harris, Flowers)**
  - i. Olmsted explains that resolution 23-02 is done every year to appoint legal counsel for UWI. UWI would like to continue with Thatch and Hooper, LLP.
- g. Election of Officers for 2023–24:

Olmsted discusses three officer positions on the Board of Directors (BOD), all held by students; chairperson, vice chair, and secretary treasurer. This group also makes up the Executive Committee, which works on the BOD’s behalf outside of regular meetings. The floor is open to nominations, including self-nominations.

  - i. Nomination and Election of Vice Chair **(MSP: Nadeem, Flowers)**
    - 1. Olmsted notes that the vice chair runs meetings on the occasion the chair is not in attendance. Mitchell nominates D. Harris, who accepts.
  - ii. Nomination and Election of Secretary/Treasurer **(MSP: Tong, D Harris)**
    - 1. Olmsted explains that the secretary-treasurer doesn’t facilitate meetings for BOD but sits as chair for the B&F committee, making it a dual role and more of a time commitment. Mitchell nominates Nadeem, who accepts
- h. Committee and Advisory Group Charges:
  - i. Olmsted gives an overview of structure of BOD, The Budget & Finance Committee, Audit Committee, University Union and The WELL Advisory Groups, and the Executive Committee.

## 7. Reports and Comments

- a. Board Members
  - i. Raya says WELL is doing great and he sees so many students spending time there. And the University Union did a great job with Phlagleblast!
- b. Executive Director: Olmsted
  - i. Olmsted gives an update on staff searches. The organization currently has five vacancies; Assistant Director of Event Services in the University Union, and in the WELL: Operations Coordinator, Intramural Sports (IM) Coordinator, Director of the WELL, Coordinator of Marketing, Strategy and Outreach. Two coordinator positions were posted, and one is about to be posted. WELL Director search is in progress, the second round of interviews started yesterday. The University Union director position was vacant for a few years, and Olmsted announced Norma Sanchez as the new University Union Director, as of July 10, 2023. The team is aggressively pursuing major capital projects this year with a multitude in process, and others in the pipeline. One major project not on any list is the north field project on the athletic fields adjacent to the softball stadium and soccer fields. IM sports, sports clubs, and kinesiology all use the space which is in desperate need of fencing, new turf, and lighting in

order to program into the evening. UWI is funding a significant amount, but there are also contributions from campus and athletics. The contractor and architect have been selected, and the first design meeting is next week.

1. J. Harris notes that the field currently has real grass and asks if real grass or artificial turf is being put in. Olmsted says there will be turf on 2/3 of the field, and the rugby pitch will have real grass.

c. University Union: Sanchez

- i. Sanchez provides an update on University Union programs and departments. Two new full-time staff, Event Technology and Setup Coordinators, have been hired and interviews are in progress for the Assistant Director of Event Services. Event Services currently has 2,278 reservations for the fall semester and is anticipating 129,868 attendees. Sanchez provides project updates for the Serna Plaza renovation and new awning that's been ordered, thirty-one new stage units for Event Services that arrived and are in use, and wall panel replacements in the Green and Gold, Pacific I, and Cottonwood I rooms. Phlagleblast had 132 more completed cards turned in than last year for a total of 1,421 completed cards, and 42 prizes were handed out to students. Building usage increased with 23,621 people going through the building on the first day of instruction, 93,560 in the first week, and 65,642 in the second week, which was a short week. Building Operations is purchasing Electron-to-go portable charging units and refrigerated lockers to accommodate nursing parents or students with medical needs. The Games Room is hosting 12 tournaments this semester; six gaming consoles, two PC gaming via Discord, two billiards, and two table tennis. Relaxation Station (RS) is serving 590–600 students per day, more so for massage chairs than naps. Expansion/renovation for RS is in progress on the second floor, including adding at least two more massage chairs and more beds. Programs and Marketing continue the UWI Sticker of the Month program and Spirit Friday prize patrol every Friday in the University Union and the WELL; Hosted a successful End of Summer celebration as part of the President's Address activities and convocations; Hosting More Than Just Scribbles exhibit currently in the University Union Gallery in partnership with the ASI Children's Center, The Causeway Classic blood drive November 6, and the second annual WeUsI music festival on Saturday, September 30 including a Stinger Expo student vendor fair, and Nooner concerts on Wednesdays on Serna Plaza or Redwood Room.

d. Facilities and I.T.: Singletary

- i. Singletary provides updates on Facilities and IT projects. One of the two chillers in the WELL will be taken down for the ten-year maintenance starting mid-fall. The study on the University Union South HVAC pneumatic control replacement and air handler remodel is complete, contracts are signed, working on finalizing the scope and cost. A significant portion of the WELL carpet project is finished. The rest of the recreation side will be done during winter break and SHCS will be done in the Summer. The study done last year to bring the University Union East and West entrance up to ADA code is complete and currently determining the timeline. They will be done one at a time possibly during winter break and then summer. Management is working with Aramark and ASI to replace the existing plumbing and grease trap infrastructure in Habit Burger. And also partnering with Sustainability to install a digital display, AI Oscar, to tell you whether to compost, waste, or recycle your waste.

1. Tong asks if the piano on the UU first floor is a permanent fixture. Sanchez says it is part of a series that invites student players to play freely and as long as they can in the lobby on Wednesday & Thursday weekly, or every other week. Hopes to create a relaxed atmosphere.

e. The WELL: TBD

- i. Olmsted says there has been tremendous attendance through the WELL gates and programs. Group Fitness is offering the biggest slate of classes in a long time. Flyers with details on upcoming events and programs are available at back of room.

**8. The meeting was adjourned at 9:02am**

Respectfully submitted:

*Sebastian F. Raya*  
Sebastian F. Raya (Nov 15, 2023 14:39 PST)

Authorized Signature

11/15/2023

Date