

Board of Directors Meeting Minutes
Wednesday February 6, 2025 - 4:00 pm; On Microsoft Teams

Directors Present were:

Jeffrey Putman, Administration
Jeff Rosen, Administration
Charis Ng, Administration
Daniel Graves, Administration
Deanne Kennedy-Lorde, Administration
Laura Martello-Rooney, COM Faculty
Mark Stewart, SGS Faculty
Brigitte Desport, CHRP Faculty
Marie-Claire Roberts, CON Faculty
Mohammed Shah, COM Student
Adanma Ngadi, CON Student
Brianna Watson, SPH Student

Directors Absent were:

Tara Beckley, Administration
Rachel Baum, COM Student
Matthew Zaharenios, SoHP Student
Madhavi Jere, SGS Student

Invited Guests Present Were:

Richard Miller, Downstate CFO
Anthony Condoleo, FSA Interim Controller
Schuyler Hooke, Recording Secretary

Officers Present Were:

Richard Bentley, Administration
Sergio Maffettone, Administration

- 1) **CALL TO ORDER:** President Mr. Bentley serving as Chair pending the election of new Officers at this meeting, called the meeting to order at 4:00 p.m. with quorum being present. A quick roundtable introduction was held to re-introduce prior continuing and new members of the FSA Board of Director and guests.
- 2) **PRESIDENT'S REPORT:** Richard Bentley
 - a) Rich Bentley introduced the main purpose of today's meeting to elect new FSA officers in light of new administrative board member appointments of campus President. Rich discussed the importance of additional BOD meetings needed to include online virtual Bookstore planning to replace the on-campus store, and the needed FSA budget plan to reflect current post-pandemic FSA financial realities that are likely to require updating FSA's annual accounting fees to account holders.
- 3) **TREASURER'S REPORT:**
 - a) Sergio Maffettone reviewed the overall responsibilities of the FSA Treasurer, including collaboration with Interim Anthony Controller on budget preparation and audit prep, the process of reviewing financial statements and the approval process for reimbursements and vendor payments.
 - b) Sergio highlighted the need for authorization for money transfers and the involvement of Jeff and Rich in these processes.
 - c) Jeff Rosen noted his 17 years of experience at Downstate, shared their expertise in audits, financial statements, and transactional tasks and has had meetings with Anthony Condoleo and Sergio to discuss the treasurer's responsibilities.
- 1) **NOMINATIONS FOR OFFICERS**
 - a) Rich Bentley called for the nomination of Jeffrey Putman for President and Jeff Rosen for Treasurer, with no other volunteers nominations being made.
 - (1) Rich Miller raises the importance of continuity of leadership roles, and reassures that efforts are being made to find solutions. Jeffrey Putman expresses concerns about the workload and the need for shared responsibility in leadership roles. Rich Bentley suggests that many tasks are handled via email or Zoom meetings, and the President is able to delegate appropriate tasks to others, including committees charged with designated tasks.

- (2) Rich Bentley and others discussed the roles of Vice President and Secretary. The responsibilities of the corporate secretary, including planning meetings and keeping records and others discuss the ease of the secretary role. Mr. Bentley suggested the past practice of appointing a Recording Secretary, a role not in bylaws that can be appointed to assist the officer. Bridget volunteered and was nominated for Vice President. Charis Ng volunteered to be nominated to be Secretary. Members then agreed to nominate and elect a slate of officers.

MOTION: Jeffrey Putman moved and Jeffrey Rosen seconded to close nominations, nominate and elect the slate of nominations as Jeffrey Putman for President, Brigitte Desport as VP, Jeff Rosen as Treasurer, and Charis Ng as Secretary.

Motion carried unanimously

- b) **ADDITIONAL OFFICERS:** Rich Bentley recommended the appointments of Avion Ambrose as Assistant Treasurer and Schuyler Hooke as Recording Secretary. The responsibilities of the corporate secretary, includes planning meetings and keeping Board member records and the support to the secretary role by electing a Recording Secretary. Similarly, support to the Treasurer is achieved by electing Assistant Treasurer(s) that primary assist as authorized FSA bank account additional signators, particularly needed when very urgent physical checks are needed. Dr. Putman raised a point of clarification if a potential regarding Avion Ambrose with her role in the Bursar's office, and was confirmed that no conflict of interest exists.

MOTION: Jeff Rosen moved and Bridget Desport seconded, to appoint Avion Ambrose as Assistant Treasurer and Schuyler Hooke as Recording Secretary.

Seconded by Jeffrey Putman. **Motion carried unanimously**

The meeting Chair was then turned over to Dr. Putman who discussed the intent of initially scheduling monthly meetings to be determined, and upcoming agenda items.

2) OPERATIONS REPORT- ACTION ITEMS

Dr. Putman stated the need to discuss the student health insurance bid ponce bids are received and analyzed, and the bookstore plan in future meetings. Option discussed included exploring potential options for and on-site spirit shop if revenue can support it, or perhaps explore stocking clothing/novelty items through the FSA subcontracted hospital gift shop. All members agreed.

- a) Dr. Putman will schedule meetings with Rich B to discuss the transition, and set up monthly meetings to address the various agenda items, including a formal agenda for the next meeting to discuss the bookstore issue in more detail.

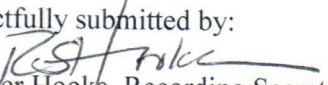
3) CLOSING -ADJOURNMENT:

Rich Bentley expressed melancholy about leaving the role after 43 years and acknowledges the opportunities this change brings. Dr. Putman thanked Rich and Sergio for all their behind-the-scenes work and contributions to the organization.

- a) The group adjourns the meeting with a round of applause for Rich and Sergio's contributions. Dr. Putman and others express confidence in the new leadership and look forward to moving forward.

MOTION: The meeting be adjourned at 12:50 p.m. **Motion carried unanimously.**

Respectfully submitted by:


Schuyler Hooke, Recording Secretary