

CAL MARITIME CORPORATION
Board of Directors' Meeting Minutes
Thursday November 13, 2025 | 9:00 a.m.
Virtual via Zoom

I. CALL TO ORDER AND INTRODUCTIONS

Chair Allison Baird-James called the meeting to order at 9:04 a.m.

Present: Allison Baird-James, Corey Cook, Michael Rodgers, Jamey Schnasse, William Tsai

Absent: Carlos Arencibia, Eric Jones

II. PUBLIC COMMENT

No public comments were received, and no members of the public were present online.

III. BOARD MEMBER AND OFFICER NOMINATION AND ELECTION

The Board reviewed and approved the slate of officers and board members for the coming term 25-26.

Approved Officers and Members:

- **Chair:** Allison Baird-James
- **Vice Chair:** Corey Cook
- **Secretary/Treasurer:** Eric Jones
- **Community Member:** Michael Rodgers
- **Student Members:** Jamey Schnasse, Carlos Arencibia
- **Faculty Representative:** Wil Tsai
- **Administrative Directors:** Allison Baird-James, Corey Cook
- **Academic Administrative Director:** Eric Jones

Motion: Corey Cook

Second: Michael Rodgers

Result: Unanimously approved.

IV. APPROVAL OF MINUTES

Approval of June 3, 2025, Minutes

Motion: Wil Tsai

Second: Michael Rodgers

Result: Unanimously approved.

V. CHAIR REPORT

A. Chair (Allison Baird-James)

Allison Baird-James welcomed all in attendance and shared her enthusiasm for collaborating with the Board to support and strengthen the Corporation.

VI. Staff Presentations

A. Commercial Services Program and Financial Update (Andrea Burns)

Andrea Burns provided an overview of the Corporation's operational evolution following Cal Poly's integration with Cal Maritime Corporation in January 2025. Key areas of focus included assessments, surveys, and evaluations of campus dining and bookstore services.

Campus Dining Transition:

- Chartwells was selected to manage Campus Dining beginning May 2025, launching operations during summer programming under **Michael Singarayar, General Manager**.
- Improvements include expanded retail operations at Bistro and Morrow Cove, new patio seating, mezzanine seating, updated menu options, and new online ordering capabilities.
- A total of **\$490K** in infrastructure and deferred maintenance investments were made, funded by Chartwells.

Financial Overview:

- Year-to-date revenues are tracking close to budget.
- Catering is performing well, helping offset a shortfall of approximately 50 meal plans.
- Spring semester meal plan projection: **691 plans**; estimated risk of lost revenue: **\$400K**.

- FY budget anticipates a **\$144K loss**, attributed to new expenses associated with the transition and an **\$880K debt service** allocation for the Marketplace building.

Bookstore Update:

- Bookstore (Keelhauler Shop) will transition to Follett management in **February 2026**.
- Follett provided course materials for Fall 2025.
- Contract commissions: **12% merchandise, 7% course materials**.
- Year-to-date performance: **\$325K**, exceeding the proposed budget.

Conference and Event Planning Overview:

Director **Erin Scherer** reported on the transition from Sodexo to Cal Poly Partners in Spring 2025 for event operations. The new model strengthens collaboration with facilities, housing, dining, and catering.

- Since May 2025: **20 external events**, generating **\$220K** in revenue.
- Event spaces and partnerships present strong opportunities for program expansion.

VII. BUSINESS**A. Audit Report (Angie Kraetsch and Dan Banfield)****Audit Overview:**

- CliftonLarsonAllen LLP completed the audit of FY 2024–25.
- Fieldwork occurred in May–June 2025; audit opinion issued **September 12, 2025**.
- Audit Committee met **October 28, 2025**, where an **unqualified opinion** was issued.
- Report includes a subsequent event note related to Cal Poly integration.

Financial Position Summary:

- Positive improvement in overall financial position from prior years.
- Revenues historically reported as management fees; assets largely cash and receivables.
- FY 2025–26 will reflect the new operating agreements with Chartwells and Follett, with revenues reported within Corporation financial statements.

B. Amendment to Bylaws and Policies – Informational (Cody VanDorn)

Cody VanDorn presented proposed bylaw amendments intended to align auxiliary structures across the institution.

Key amendments include:

- Governance structure updates, including establishment of Audit and other subcommittees.
- Alignment of board processes and membership requirements.

Board members will receive the full proposed bylaws and policy updates **at least 30 days prior** to the next meeting. A vote on revisions is anticipated for the **March 2026 meeting**.

VIII. ANNOUNCEMENTS

Next Meeting: Friday, March 13, 2026

IX. ADJOURNMENT

Meeting adjourned at 9:49 a.m.

Submitted by Holly Clark

Holly Clark