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Columbia Economic Development Corporation

MINUTES
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE COMMITTEE
Wednesday, August 19, 2015
4303 Route 9
Hudson, New York

A regularly scheduled meeting of Columbia Economic Development Corporation's (CEDC) Governance Committee was held at their offices located at 4303 Route 9, Hudson, NY 12534 on August 19, 2015. The meeting was called to order at 8:36 am by Scott Wood, Committee Chair.

Attendee Name	Title	Status	Arrived
David Fingar	Committee Member	Present	
Tony Jones	Committee Member	Present	
Sarah Sterling	Committee Member	Present	
Scott Wood	Committee Chair	Present	
F. Michael Tucker	Interim Executive Director	Present	
Andy Howard	Council	Excused	
Lisa Drahushuk	Administrative Supervisor	Present	
Erin McNary	Bookkeeper	Present	
Carol Wilber	Marketing Director	Present	
Katie Kocijanski.	Reporter Register Star	Present	

Mr. Tucker informed the Committee the CEDC portion of the Ginsberg project had closed the previous Tuesday and the IDA was reviewing the closing documents and he anticipated the IDA closing would be held later in the week. He noted a press release would be distributed thereafter.

Mr. Tucker stated the last meeting with the Columbia County Board of Supervisors Economic Development Committee had gone well, and he was optimistic the corporation was moving in the right direction. He noted there was an additional request for information he was currently gathering. He stressed the by-law amendments gave the County concrete evidence of the corporation's intention to move forward in a more transparent direction. He felt one or two more committee meetings would be required prior to submitting the by-laws for approval by the full board.

CEDC Draft By-Law Review:

The Committee began a review of the revised draft bylaws circulated by Mr. Howard, following last week's meeting.



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Article I Section 3: Mr. Jones suggested simplifying and structuring the section to follow with the Mission Statement that had been adopted at the Board Retreat in June. There was also concern that the formal language and the broad scope of the section might obligate CEDC to undertake all of the listed purposes.

Mr. Tucker referred to Mr. Howard's email list of changes to the draft by-laws.

The first was Article II Section 1. Mr. Howard had replaced the word *acceptance* with the word *receipt*. Mr. Jones felt the term *Voting Members* was unclear and suggested the term be replaced by *Members* in Article II and replaced with *Directors* in the rest of the document. He suggested an alternative passage; "The Voting Members shall be the Members of the Corporation that have been elected to and serving on the Board of Directors pursuant to Article III hereof. The Corporation shall be managed by its Board of Directors in accordance with the provisions contained herein."

Article III Section 2(a)(i); Mr. Howard added a provision stating Ex Officio members will be non-voting Board members. The Committee discussed and recommended that the Board consist of 17 Voting Board members and 3 non-voting Ex Officio members, The Chairman of the Board of Supervisors, the President of Columbia Greene Community College and the Chairman of the Columbia County Industrial Development Agency.

The Committee also recommended that the Governance Committee be changed to a Governance and Nominating Committee. This Committee would have the responsibility of vetting and nominating candidates for the Board, nominating slates of the Officers for approval at the annual organizational meeting which would be the first meeting of each year.

Article III, Section 15/16; Mr. Jones suggested verbiage be added to specify that Board members (excluding Ex Officios) are expected to serve on at least one committee. He also suggested under attendance, "a provision be that if a director misses 3-4 consecutive meetings, the Governance Committee is required to make a determination of whether such person remains in a position to fulfill board responsibilities or should be asked to resign"

Article VIII, Section 2: Ms. Sterling noted the Secretary was not listed as able to sign checks.

Mr. Tucker stated he would draft the changes and send a revised annotated draft of the by-laws to the Board for their review prior to the full Board meeting on August 25th.

With no further business to come before the committee, Mr. Wood called for a motion to adjourn the meeting. *A motion was made by Mr. Jones, seconded by Ms. Sterling to adjourn the meeting. Carried. The meeting was adjourned at 9:50am.*

Respectfully submitted by Lisa Drahushuk