

COLUMBIA COUNTY CAPITAL RESOURCE CORPORATION

COLUMBIA COUNTY CAPITAL RESOURCE CORPORATION NOTICE OF MEETING

Please take notice that there will be a regular meeting of the Columbia County Capital Resource Corporation and its Audit, Finance and Governance Committees which will be held on February 2, 2016 at 9:00am at 4303 US Route 9, Hudson, NY 12534 for the purpose of discussing any matters that may be presented to the Corporation for consideration.

Dated: January 26, 2016
Jim Mackerer
Chairman
Columbia County Capital Resource Corporation

CRC Governance Committee Agenda

Members:

Bob Galluscio	Jim Mackerer
William Gerlach	Sidney Richter
Brian Keeler	Sarah Sterling

1. Minutes, December 1, 2015*
2. Ethics Officer*
3. Governance Committee Charter
4. 2015 Committee Report
5. Public Comment

Attachments:

Draft December 1, 2015 minutes
Draft Governance Committee Charter

* Requires Action

COLUMBIA COUNTY CAPITAL RESOURCE CORPORATION

MINUTES
COLUMBIA COUNTY
Capital Resource Corporation
Governance Committee
Tuesday, December 1, 2015
4303 Route 9
Hudson, New York

DRAFT

A regularly scheduled meeting of Columbia County Capital Resource Corporation, Governance Committee held at their offices located at 4303 Route 9, Hudson, NY 12534 on the above date. The meeting was called to order at 9:20 AM by Mr. Mackerer, Chairman.

Attendee Name	Title	Status	Arrived
Bob Galluscio	Secretary/Treasurer	Present	
Brian Keeler	Board Member	Present	
Jim Mackerer	Chairman	Present	
Sid Richter	Vice Chairman	Present	
Sarah Sterling	Board Member	Present	
Theodore Guterman II	Counsel	Present	
F. Michael Tucker	Interim President/CEO	Present	
Lisa Drahushuk	Staff	Present	
Erin McNary	Staff	Present	
Katie Kocijanski	Register Star	Present	

Minutes:

A motion was made by Mr. Richter and seconded by Ms. Sterling to approve the minutes of the June 2, 2015 meeting. Carried.

Conflict of Interest Policy:

Mr. Guterman stated the proposed policy mirrors CEDC's policy but takes into account the legal differences of the corporation. Mr. Guterman stated the current conflict of interest policy includes specific mention of Section 801 of the General Municipal Law, which should be added to the proposed policy. Mr. Tucker stated the policy also mirrors the suggested ABO policy. *Ms. Sterling made a motion, seconded by Mr. Keeler, to recommend the*

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adoption of the proposed conflict of interest policy to the full board, with the addition of the phrase "included but not limited to the provision set forth in Section 801 of the General Municipal Law of the State of New York.", at the end of the second paragraph of the first page. Carried.

Code of Ethics:

Mr. Guterman stated this had been taken off the ABO website. He noted the CRC had previously adopted a code, but this was more detailed and included the addition of an ethics officer. He noted an ethics officer could be appointed at the first meeting of next year.

Mr. Richter made a motion, seconded by Ms. Sterling, to recommend adoption of the Code of Ethics to the full board.. Carried.

With no further business to discuss, and no public comment, a motion was made by Mr. Keeler and seconded by Mr. Galluscio to adjourn the meeting. Carried. The meeting adjourned at 9:24am

Respectfully submitted by Lisa Drahushuk

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**Columbia County Capital Resource Corporation
GOVERNANCE COMMITTEE CHARTER**

This Governance Committee Charter was adopted by the Board of the Columbia County Capital Resource Corporation, a Not-for-Profit corporation established under the laws of the State of New York, on _____ this day _____ of 2016.

Purpose:

Pursuant to Article II, Section 11 of the Corporation's bylaws, the purpose of the Governance Committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Columbia County Capital Resource Corporation
- Updating the Columbia County Capital Resource Corporation's corporate governance principles and governance practices;
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members; and
- Seek, recommend and nominate qualified candidates for election or appointment to the Columbia County Capital Resource Corporation's Board of Directors.

Powers of the Governance Committee

The Board of Trustees has delegated to the Governance Committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from corporation staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Corporation's expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The Governance Committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.
- Developing a pool of potential candidates for consideration in the event of a vacancy on the Board of Directors including nominees recommended by members. Members may contact the Governance Committee Chairman, the Chairman of the Board or the Corporate Secretary in writing when proposing a nominee. This correspondence should include a detailed description of the proposed nominee's qualifications and a method to contact that nominee if the Governance Committee so chooses.
- Following the guidelines and criteria for the screening of directorial candidates as outlined in the Candidate Nomination and Appointment policy below, recommending nominees to the full Board of Directors.

Candidate Nomination & Appointment Requirements:

The Governance Committee believes that it is in the best interest of the Corporation and its members to obtain highly qualified candidates to serve as members of the Board of Directors. The Governance Committee will seek candidates for election and appointment that possess the integrity, leadership skills and competency required to direct and oversee the Corporation's management in the best interests of its members, clients, employees, communities it serves and other affected parties.

A candidate must be willing to regularly attend Committee and Board of Directors' meetings, to participate in Board of Directors' development programs, to develop a strong understanding of the Corporation, its businesses and its requirements, to contribute his or her time and knowledge to the Corporation and to be prepared to exercise his or her duties with skill and care. In addition, each candidate should have an understanding of all governance concepts and the legal duties of a trustee of a public corporation

Committee Composition and Selection

The membership of the committee shall be as set forth in accordance with and pursuant to Article II, Section 11 of the Corporation's bylaws. The Governance Committee shall be entirely comprised of independent members. The Governance Committee members shall be appointed by, and will serve at the discretion of the Columbia County Capital Resporce Corporation's Board of Directors. The Committee may designate one member of the Governance committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past Governance Committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Governance Committee members shall be prohibited from being an employee of the Corporation or an immediate family member of an employee of the Corporation. In addition, Governance Committee members shall not engage in any private business transactions with the Corporation or receive compensation from any private entity that has material business relationships with the Corporation, or be an immediate family member of an individual that engages in private business transactions with the Corporation or receives compensation from an entity that has material business relationships with the Corporation.

The Governance Committee members should be knowledgeable or become knowledgeable in matters pertaining to governance and the nomination process.

Committee Structure and Meetings:

The Governance Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting in person.

Meeting agendas will be prepared for every meeting and provided to the Governance Committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The Governance Committee shall act only on the

affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

Reports

The Governance Committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
- Report to the Board, at least annually, regarding any proposed changes to the Governance Committee charter or the governance guidelines.
- Provide a self-evaluation of the Governance and Nominating Committee's functions on an annual basis.

Responsibilities

To accomplish the objectives of good governance and accountability, the Governance Committee has responsibilities related to: (a) the Corporation's Board; (b) evaluation of the Corporation's policies; and (c) other miscellaneous issues.

Relationship to the Corporation's Board

The Board of Directors has delegated to the Governance Committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the Governance Committee has specific expertise, as follows:

- Develop the Corporation's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop the competencies and personal attributes required of Directors to assist those authorized to appoint members to the Board in identifying qualified individuals.

In addition, the Governance Committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.
- Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.
- Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, its committees and senior management in the Corporation's governance process.

Evaluation of the Corporation's Policies

The Governance Committee shall:

- Develop, review on a regular basis, and update as necessary the Corporation's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.

- Develop and recommend to the Board any required revisions to the Corporation's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Corporation's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Corporation's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Corporation's procurement process.
- Develop and recommend to the Board any required updates on the Corporation's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Corporation, including rules and procedures for conducting the business of the Corporation's Board, such as the Corporation's by-laws. The Governance will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

Other Responsibilities

The Governance Committee shall:

- Annually review, assess and make necessary changes to the Governance Committee charter and provide a self-evaluation of the Governance Committee.