

MINUTES
COLUMBIA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
GOVERNANCE COMMITTEE
Tuesday, December 1, 2015
4303 Route 9
Hudson, New York

A regularly scheduled meeting of Columbia County Industrial Development Agency's Governance Committee held at their offices located at 4303 Route 9, Hudson, NY 12534 on December 1, 2015. The meeting was called to order at 8:30 AM by Jim Mackerer.

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

Mr. Mackerer asked if there were objections to his chairing the committees. Mr. Tucker stated in the past practice had been to treat the entire Board as the board of each committee. He stated the Board might want to review that practice. Mr. Guterman stated in the past the board had not been at full capacity and when a committee meeting had been held there had not been enough members for a meeting. The decision had been recommended to the Board to make the entire Board members of each committee so business could be conducted.

Mr. Tucker suggested a formal opinion about that action should be obtained from the Authority Budget Office. Ms. Sterling asked if Committee Chairmen other than the Board Chairman could be elected. Mr. Tucker stated that would be taken up at the January organizational meeting.

Mr. Tucker reminded the Board that at full capacity the Board contained 7 members, with a quorum of 4 being needed for a meeting. He noted currently there were 2 vacancies, Mr. Bohnsack who had resigned in August and Mr. Benson who had resigned the day prior.

Minutes: *Mr. Richter made a motion, seconded by Ms. Sterling, to approve the minutes from June 2, 2015. Carried.*

Conflict of Interest Policy:

Mr. Guterman stated the proposed policy mirrors CEDC's policy but takes into account the legal differences in the organization. Mr. Guterman stated the current conflict of interest policy includes specific mention of Section 801 of the General Municipal Law, which had been added to the proposed policy. Mr. Tucker stated the policy also mirrors the suggested ABO policy.

A motion was made by Ms. Sterling and seconded by Mr. Richter to recommend approval of the proposed conflict of interest policy to the full IDA Board. Carried.

Code of Ethics:

Mr. Guterman stated this had been taken off the ABO website. He noted the IDA had previously adopted a code, but this was more detailed. Ms. Sterling stated CEDC had appointed their Secretary as their Ethics officer. Mr. Guterman stated that the proposed amended bylaws would provide for that appointment. He stated appointment of an ethics officer could take place at the first meeting of next year assuming the proposed bylaws were adopted at that time.

A motion was made by Ms. Sterling, seconded by Mr. Galluscio, to recommend adoption of the Code of Ethics. Carried.

Bylaws:

Mr. Guterman handed out a more recent copy (dated December 1, 2015) of the amended bylaws. He noted the difference from the copy previously distributed was in Article VI, which now outlined the duties of the Ethics Officer and the standards and procedures to be followed in the event of a perceived conflict of interest.

Mr. Tucker stated similar outlines had been included in most of the bylaws of the 10 IDA's he had reviewed. He also noted the bylaws included a definition of an independent member. Mr. Guterman directed the Board's attention to Article II, noting it was a repeat of the statute. Ms. Sterling asked if the bylaws should include some backup for the Ethic's Officer if they were the one who had the conflict of interest. Mr. Guterman stated a provision can be added to cover that possibility.

Mr. Guterman stated Ms. Sterling would not be considered an independent member due to her being an elected official. He noted that the General Municipal Law doesn't cover the subject of elected officials. He noted the County appoints all IDA members and has control over the IDA, which was formed by statute.

Mr. Mackerer confirmed with Mr. Guterman that the only difference in the 2 sets of bylaws was the change in Article VI. Mr. Guterman asked the Board to send any questions or comments to Mr. Tucker's attention and to copy him. Mr. Tucker stated at the January meeting he would be asking the Board to re-approve all policies as best practice. He stated he would also be reviewing the procurement policy for accuracy. Mr. Keeler asked that all policies be sent to the Board prior to the next meeting for their review.

Mr. Mackerer asked for clarification of the Annual meeting date. Mr. Guterman noted the bylaws read January. Mr. Mackerer asked that the first meeting of the year be maintained as February. Mr. Guterman stated he would make that change.

With no further business to discuss or public comment, a motion was made by Mr. Keeler and seconded by Mr. Richter. Carried. The meeting adjourned at 8:55am

Respectfully submitted by Lisa Draushuk