



COLUMBIA COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
LEGAL NOTICE

Notice is hereby given on this 26th day of January 2016, to all interested agencies, groups and persons that 8:30 am on the 2<sup>nd</sup> day of February 2016, the Columbia County Industrial Development Agency (IDA) and its Audit, Finance and Governance Committees will hold their regularly scheduled meetings at their offices located at 4303 US Route 9, Hudson, NY 12534. This meeting will be held to consider all appropriate business brought before it. The meeting is open to the public.

Respectfully submitted,

Jim Mackerer  
Chairman  
Columbia County Industrial Development Agency  
Dated January 26, 2016

**IDA Governance Committee Agenda**

**Members:**

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

1. Minutes, December 1, 2015\*
2. Draft By-Law review\*
3. Ethics Officer\*
4. Governance Committee Charter
5. 2015 Committee Report

**Attachments:**

Minutes, December 1, 2015  
Draft Governance Committee Charter

\* Requires Action

**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 Drahusuk	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 Ethics 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 Drahushuk*

Columbia County Industrial Development Agency  
GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the Board of Members of the Columbia County Industrial Development Agency, a public benefit corporation established under the laws of the State of New York, on this \_\_ day of (Month, Year).

Purpose

Pursuant to Article \_\_, Section \_\_ of the Authority'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 Industrial Development Agency;
- Updating the Columbia County Industrial Development Agency's corporate governance principles and governance practices; and
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

Powers of the Governance Committee

The Board of Directors 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 authority staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Authority'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.

Composition and Selection

The membership of the committee shall be as set forth in accordance with and pursuant to Article \_\_, Section \_\_ of the Authority's bylaws. The governance committee shall be comprised of (X) independent members. (The size of the committee is determined by the Board of Directors.) The governance committee members shall be appointed by, and will serve at the discretion of the (Name of Authority)'s Board of Directors. The Board 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 Authority or an immediate family member of an employee of the Authority. In addition, governance committee members shall not engage in any private business transactions with the Authority or receive compensation from any private entity that has material business relationships with the

authority, or be an immediate family member of an individual that engages in private business transactions with the Authority or receives compensation from an entity that has material business relationships with the Authority.

The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

#### 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. 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 charter or the governance guidelines.
  
- Provide a self-evaluation of the governance 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 Authority's Board; (b) evaluation of the Authority's policies; and (c) other miscellaneous issues.

#### Relationship to the Authority'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 Authority'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 Authority's governance process.

#### Evaluation of the Authority's Policies

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the Authority'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 Authority's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Authority's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Authority's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Authority's procurement process.
- Develop and recommend to the Board any required updates on the authority'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 Authority, including rules and procedures for conducting the business of the Authority's Board, such as the Authority's by-laws. The governance committee 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:

- Review on an annual basis the compensation and benefits for the Managing Director and other senior Authority officials.
- Annually review, assess and make necessary changes to the governance committee charter and provide a self-evaluation of the governance committee.