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Columbia Economic Development Corporation

MINUTES COLUMBIA ECONOMIC DEVELOPMENT CORPORATION GOVERNANCE and NOMINATING COMMITTEE

Thursday, November 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 November 19, 2015. The meeting was called to order at 8:30 am by Scott Wood, Committee Chair.

Attendee Name	Title	Status	Arrived
James Campion	Ex Officio Committee Member	Present	
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	Present	
Lisa Drahushuk	Administrative Supervisor	Present	
Erin McNary	Bookkeeper	Present	
Carol Wilber	Marketing Director	Present	
Katie Kocijanski.	Reporter Register Star	Present	

Mr. Wood congratulated Mr. Jones and Mr. Tucker on the approval of the CEDC contract with the County. Mr. Tucker stated the next step would be the approval of the contract by CEDC and to pass a resolution to pay the County \$114,000 for the Ginsberg property.

Mr. Wood asked Mr. Howard for his advice about the quorum issue. Mr. Howard stated he felt 9 voting members constituted a quorum and there was no flexibility. He noted that the amended by-laws were written to avoid the perception of a small group making decisions. Mr. Jones felt the quorum was a short term problem, which would be solved with the addition of board members. Mr. Howard reminded the Committee that Ms. Sterling and Mr. Porreca were considered voting members until the end of the year. Mr. Wood suggested Mr. Tucker reach out to Board of Supervisor Chairman Grattan to get his representative appointed.

Mr. Jones asked the Committee to consider allowing him to be a voting member. He noted in Article IV, Section 3 Meetings, the amended bylaws stated "The Chairperson of the Board of Directors of



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the Corporation, or their respective designees, may attend all committee meetings, but will not possess any voting rights unless otherwise granted by said committees.” *A motion was made by Mr. D. Fingar, seconded by Ms. Sterling to authorize Mr. Jones as a voting member of the Governance and Nominating Committee. Carried.*

Minutes:

A motion was made by Ms. Sterling, seconded by Mr. Jones to approve the minutes from August 12, August 19 and September 2, 2015. Carried.

Code of Ethics:

Mr. Tucker stated the distributed Code of Ethics was based on the Authority Budget Office’s Best Practices model. *Mr. D. Fingar made a motion, seconded by Ms. Sterling to recommend the proposed Code of Ethics for approval to the full CEDC Board. Carried.*

Conflict of Interest Policy:

Mr. Wood led the discussion on the proposed conflict of interest policy. He stated his firm has client of which he is unaware and it is possible he could have a conflict of interest. Mr. Jones stated that additional information will be distributed to the Board on the loan clients helping to identify conflicts. Mr. Howard clarified the difference between a principal of a company and an employee. He noted that an employee would not have a conflict of interest if a new client was added to the company, while a principal would and should recuse themselves from the vote and discussion. He also noted if a current client of the Board members business was simply maintaining their level of service with a loan request, there would not be a conflict, while an expansion of the client’s business could be deemed a conflict.

Mr. Campion suggested appointing an Ethics Officer as an alternative to bringing potential conflicts of interest to the Governance Committee for determination. He also noted the need for Board members to understand the difference between abstentions and recusals. Mr. Howard recommended training for the new Board members. Mr. Tucker stated he had discussed in person training by the ABO for the new board members to take the place of the webinar currently offered. *Mr. D. Fingar made a motion, seconded by Mr. Jones, to recommend the Secretary of the Corporation be appointed Ethics Officer by the CEDC Board. Carried.*

Mr. Jones made a motion, seconded by Mr. D. Fingar to recommend adoption of the Conflict of Interest Policy by the CEDC Board. Carried.

Mr. Jones asked Mr. Tucker if he felt it would be useful to form a new committee to act as a sounding board as he moved forward with the development of the strategic plan. Mr. Tucker suggested the topic be discussed at the full board meeting. He reminded the Committee that the



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strategic planning process would drive the search for the permanent President/CEO. He anticipated the new President would be in place around May 31, 2016.

Mr. Jones stated he felt the potential candidates for the board should fall into several categories. He had identified the following: Ag background with new farm old farm economies; part-time resident with an existing business elsewhere; creative economy; public finance. He stated he didn't feel all could be represented on the Board at all times, but felt they could be used as guides for the rotational changing of the Board.

Mr. Campion agreed and suggested healthcare and tourism be represented. Mr. Tucker suggested adding the superintendent or school board member to represent education; workforce development and social services. The Committee suggested manufacturing including high-tech; entertainment/hospitality; startups (Microbusiness class graduates); and real estate.

The Committee agreed that all candidates should be forward a resume and letter of interest to Mr. Jones and/or Mr. Tucker. They suggested Ms. Wilber work with Mr. Jones on an advertisement for the website.

With no further business to come before the committee, Mr. Wood called for a motion to adjourn the meeting. *A motion was made by Ms. Sterling, seconded by Mr. Jones to adjourn the meeting. Carried. The meeting was adjourned at 9:31am.*

Respectfully submitted by Lisa Draushuk