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Columbia Economic Development Corporation

MINUTES COLUMBIA ECONOMIC DEVELOPMENT CORPORATION GOVERNANCE and NOMINATING COMMITTEE

Thursday, September 22, 2016

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 September 22, 2016. The meeting was called to order at 8:35 am by James Campion, Chairman.

| Attendee Name | Title | Status | Arrived |
|-------------------|---------------------------|---------|---------|
| James Campion | Committee Chair | Present | |
| David Fingar | Committee Member | Present | |
| Tony Jones | Committee Member | Present | |
| James Lapenn | Committee Member | Present | |
| Michael Polemis | Committee Member | Excused | |
| Sarah Sterling | Committee Member | Present | |
| F. Michael Tucker | President/CEO | Present | |
| Andy Howard | Counsel | Excused | |
| Lisa Draushuk | Administrative Supervisor | Present | |

Minutes:

A motion was made by Ms. Sterling seconded by Mr. Lapenn to approve the minutes from July 21, 2016. Carried.

CEDC Board Candidate Interviews:

Mr. Campion asked for a motion to enter executive session for the purpose of discussing the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation, Article 7 Section 105(f) of the NYS Public Officers Law. *Mr. Fingar made the motion, seconded by Mr. Jones. Carried. Executive session was entered into at 8:36am.*

Mr. Lapenn made a motion, seconded by Mr. Fingar to exit executive session. Carried. Executive Session ended at 9:36am.

Ms. Sterling made a motion, seconded by Mr. Lapenn to recommend Maria Suttmeier to the CEDC Board for consideration of election to the Board of Directors. Carried.

Employee Manual:

The Committee reviewed the draft employee manual Mr. Tucker stated the manual was still a work in progress. He noted he had met with the staff and had provided them with copies. He stated staff had requested a meeting to clarify several items in the policy which would happen later in the week. He



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pointed out that certain benefits offered to current employees were a condition of employment, and a buy-out was not reasonable. He therefore recommended instituting a 2 tiered program. Mr. Tucker directed Mrs. Drahushuk to obtain several current quotes from health insurance companies for use by the committee at their next meeting.

Mr. Campion stated the next review of the manual would take place at the October Governance Committee meeting.

With no further business to come before the committee and no public present, Mr. Campion called for a motion to adjourn the meeting. *A motion was made by Mr. Lapenn, seconded by Mr. Jones to adjourn the meeting. Carried. The meeting was adjourned at 10:04am.*

Respectfully submitted by Lisa Drahushuk