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Columbia Economic Development Corporation

**MINUTES
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
Thursday, October 20, 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 October 20, 2016. The meeting was called to order at 8:30am 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	Present	
Lisa Drahushuk	Administrative Supervisor	Present	
Erin McNary	Bookkeeper	Present	

Mr. Campion stated the agenda would be changed to include a discussion regarding an event for second homeowners.

Minutes:

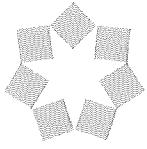
A motion was made by Mr. Lapenn seconded by Ms. Sterling to approve the minutes from September 22, 2016. Carried.

CEDC Board Member Vacancies:

Mr. Campion asked Mr. Jones to update the Committee on the board member candidate search. Mr. Jones stated he had contacted several people who had previously expressed an interest. He stated they had asked to be kept on the list, but for a future time. He stated he had scheduled informal meetings with two other potential candidates and would report at the next meeting. Mr. Fingar suggested another potential candidate to Mr. Jones, who stated he would follow the lead.

Employee Manual:

Mr. Tucker stated he had reviewed the previous meeting minutes and had spoken to the attorney who was the consultant on this project. They had review the suggested changes resulting in the current draft. He noted that most of the issues dealt with benefits. He stated the 37.5 hour work week had been addressed on page 5. Turning to section 410; Health Insurance, he noted costs for coverage had been obtained for MVP and CDPHP for coverage comparable to prior years. The cost for single coverage was \$600. He



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noted that CDPHP had sent letters out to enrolled businesses that costs would increase between 8 and 9% in 2017. He stated the current buy out of the insurance was \$400.00/month. He stated he had rounded the buy out to \$5,000/year.

Section 414, Compensatory Time; Mr. Tucker explained the current exempt salaried workers received hour for hour compensatory time which had to be used in the pay period unless authorized by the President/CEO. He noted full time hourly employees would receive hour for hour compensatory time for hours worked over 37.5 to 40 hours. For hours worked over 40 hours compensatory time will be accumulated at 1.5 hours per hour worked. If compensatory time is not used by these employees within the pay period, they will be paid for the compensatory time.

Section 422, Retirement Plans; Mr. Tucker stated the current policy was a 5% of the gross annual salary of the employee to the retirement plan of the employees choice. He stated a filing had been found that provided backup.

Mr. Tucker stated a question had arisen about employee coverage for any car accident that would occur while the employee was working. He noted he had investigated and it had been determined that the current auto policy would kick in for the defense if there was a lawsuit. He stated the informal policy that the company would pay the deductible for an accident that happened while the employee was working. He stated he would meet with the insurance agent, Mr. Howard and Mrs. Drahushuk to determine what was need to cover the employees. The Committee discussed the practice of CEDC paying the employees deductible and if a limit should be set.

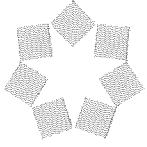
Mr. Tucker stated he would like to add long term disability and a life insurance policy that covered 1.5 times the employee salary. He noted the cost per year would be minimal. Mr. Lapenn asked if the outlined changes had been reflected in the newly adopted budget. Mr. Tucker stated they were.

Mr. Tucker addressed the vacation buy back. He stated he would recommend that new employees not be eligible for that benefit. He stated he would also like to require that all employees take 5 consecutive days off per year. He stated he would confirm that 80% insurance contribution was similar in other similar agencies. Mr. Jones felt the compensatory time needed to be managed in order to control costs.

Mr. Champion asked if the final draft with the suggested changes would be ready for presentation to the full board in time for Tuesday's meeting. Mr. Tucker stated he would make the suggested corrections and asked the committee to confirm the changes were accurate on the draft. He stated he should be able to have it complete and ready for distribution prior to the meeting. Mr. Jones requested the corrected draft be distributed as soon as possible prior to Tuesday's meeting to enable the board to review and prepare questions and comments. *Ms. Sterling made a motion, seconded by Mr. Fingar to recommend the draft employee manual to the full board with the outlined changes. Carried.*

Confidential Board Evaluation Summary:

Mr. Champion asked if there were any questions after the Committee reviewed the document. Mr. Jones stated that this represented a significant improvement over the previous year's responses. Ms. Sterling asked why there were so few responses. Mrs. Drahushuk stated that all members of the current CEDC



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Board had completed the board evaluation, with the exception of those who were elected on 12/15/15 and after. She stated she had conferred with Mr. Howard, CEDC's attorney and determined that only the Directors on the board in 2015 should be required to complete the evaluation. *Mr. Lapenn made a motion, seconded by Mr. Jones to recommend the report to the full CEDC board for review and approval. Carried.*

Other Business:

Mr. Jones stated he had a meeting with Mr. Tucker and Carol Wilber to discuss a meeting with the part-time second homeowners in the county. He stated he wanted to form a connection with the weekend community. He stated a list of 75 names had been created with the assistance of Mr. Lapenn, Mr. Polemis, Mr. Stair and Mr. Tucker. Invitations would be sent via mail and email before the end of the week.

Mr. Jones stated the event would be held at Columbia Greene Community College on November 12. He stated it would be a 90 minute event. It was anticipated that 30 to 50 people would be attending including some board members. The meeting structure would include: A review of the Strategic Plan with copies of the plan to be distributed to the attendees; and a welcome by Chairman of the Board of Supervisors, Matt Murell.

Mr. Jones felt approximately one hour would be spent gathering input on 4 to 5 questions, followed by a discussion centered upon the interests of the attendees. He felt it was valuable to engage the part-time homeowners noting several may be interested in participating in economic development. Mr. Jones stated it would be possible to create some kind of venture fund or similar mechanism to make funds available for other activities, for example a makerspace building. Mr. Tucker suggested addressing potential mentoring opportunities.

Mr. Campion cautioned about time management, noting the limited time frame. He also suggested the introductory remarks be very clear on the meeting objective, thereby eliminating any possible misunderstandings. Mr. Lapenn asked if the questions could be shared with the attendees in advance. Mr. Jones stated that could be done. He stated the event could serve to create a wiki, where a summary of the meeting could be created then circulated allowing participants to add content. Ms. Sterling suggested nametags be generated. Mr. Howard advised that the meeting be noticed in order to prevent any unintentional violation of the open meeting law.

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 Ms. Sterling, seconded by Mr. Lapenn to adjourn the meeting. Carried. The meeting was adjourned at 9:35am.*

Respectfully submitted by Lisa Draushuk