



# Choose Columbia

Columbia Economic Development Corporation

**MINUTES**  
**COLUMBIA ECONOMIC DEVELOPMENT CORPORATION**  
**GOVERNANCE and NOMINATING COMMITTEE**  
**Tuesday, January 24, 2017**  
**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 January 24, 2017. The meeting was called to order at 8:36am by James Campion, Chairman.

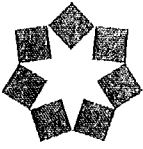
Attendee Name	Title	Status	Arrived
James Campion	Committee Chair	Present	
David Fingar	Committee Member	Excused	
Tony Jones	Committee Member	Present	
James Lapenn	Committee Member	Excused	
Michael Polemis	Committee Member	Present	
Sarah Sterling	Committee Member	Present	
F. Michael Tucker	President/CEO	Present	
Andy Howard	Counsel	Present	
Lisa Drahushuk	Administrative Supervisor	Present	
Erin McNary	Bookkeeper	Present	
Martha Lane	Business Development Specialist	Present	
Ed Stiffler	Economic Developer	Present	
Carol Wilber	Marketing Director	Present	9:03am

**Election of Chair:**

Mr. Campion asked if there were any nominations for Chairman of the Governance and Nominating Committee. Mr. Jones nominated Mr. Campion. With no other nominations, Mr. Campion called for a vote. *Ms. Sterling made a motion, seconded by Mr. Jones to re-elect Mr. Campion to the chairman position. Carried.*

**Charter Review:**

Mr. Campion noted this was an annual review of the Charter to ensure it remained current. Mr. Polemis asked if there was any provision made for the Committee to review the board in order to get a sense of the pulse of the board and to deal with any problems. He stated a personal interview with each board member in conjunction with a yearly assessment would help the board to understand any potential issues. Mr. Jones suggested Mr. Polemis and Mr. Campion draw upon their resources and research how CEDC could institute process similar to the the one described by Mr. Polemis.



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Mr. Polemis asked if CEDC had a committee and a process to review any claims of harassment. Mr. Jones stated there was a process in place. Mr. Tucker suggested he and Mr. Howard review the CEDC by-laws, Code of Ethics, CEDC human resource manual and whistleblower policy for redundancies to ensure a clear process and procedure in case any claims arose.

Mr. Jones noted that in the by-law change from Board of Trustees to Board of Directors, the charters had not been require updated to reflect the change. He asked that the Committee plan to hold the scheduled February 15<sup>th</sup> meeting in order to wrap up several items. The Committee and Counsel discussed memberships, the definitions and any possible conflicts with CEDC “members” being ineligible for certain programs. This would be discussed further at the February meeting. Mr. Tucker suggested reviewing the by-laws as they relate to quorums. He stated the by-laws were not clear regarding the role of ex-officio Board members in the role of obtaining a quorum on the committee level. Mr. Jones suggested further discussion at the February meeting.

## **Slate of Officers:**

Mr. Jones reminded the Committee, officers would be elected at the annual Board meeting on January 31<sup>st</sup>. Mr. Champion asked Mr. Jones and Ms. Sterling if they were willing to continue in their roles as Chair and Secretary for 2017. Mr. Jones and Ms. Sterling agreed to serve. Mr. Champion stated he would contact Mr. Fingar to ascertain his willingness to serve as Vice-Chair. Mr. Jones agreed to call Mr. Bianchi for the same purpose. Mr. Champion stated he would recommend the slate to the full CEDC board at the January 31<sup>st</sup> meeting.

## **Minutes:**

*A motion was made by Mr. Jones seconded by Ms. Sterling to approve the minutes from October 20, 2016. Mr. Polemis recused himself from the vote as he wasn't present at that meeting. Carried.*

## **Compliance Calendar:**

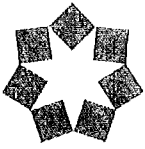
The Committee reviewed the calendar and will bring it to the CEDC Board in January.

## **CEDC Board Member Vacancies:**

Mr. Jones stated there are currently two vacancies. While the holidays interrupted his explorations, he noted that he had spoken with several business owners who are interested in CEDC activities but don't feel they have time to serve due to their focus on their own business. He said he would continue to look for business owners with a dozen employees or more as candidates.

## **Committee Self-Evaluation:**

Mr. Champion asked that the form be completed by each committee member and returned to Mrs. Drahushuk for compilation and return to the committee for review.



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## **Workforce Development Committee:**

Mr. Jones asked the committee to authorize formation of an ad hoc Workforce Development Committee at the January Board meeting. He stated Mr. Calvin, Ms. Finnegan, Ms. Fritsch, Ms. Johns, Mr. Lapenn, Mr. Polemis and Dr. Suttmeier had volunteered to serve on the committee once it had been formed. The Committee agreed it was appropriate and within the goals of CEDC to form such a committee and asked that it be added to the CEDC agenda for the January 31<sup>st</sup> 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 Ms. Sterling, seconded by Mr. Jones to adjourn the meeting. Carried. The meeting was adjourned at 9:32am.*

*Respectfully submitted by Lisa Drahushuk*