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Columbia Economic Development Corporation

MINUTES
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
Wednesday, November 8, 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 November 8, 2017. The meeting was called to order at 8:30am by James Campion, Chairman.

Attendee Name	Title	Status	Arrived/Departed
James Campion	Committee Chair	Present	
David Fingar	Committee Member	Present	Departed 9:07am
Tony Jones	Committee Member	Present	
James Lapenn	Committee Member	Present	
Michael Polemis	Committee Member	Present	
Sarah Sterling	Committee Member	Present	
F. Michael Tucker	President/CEO	Present	
Andy Howard	Counsel	Present	
Brandon Dory	Project Manager	Present	Departed 9:11am
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	Departed 9:11am
Gary Spielmann		Present	8:30am/8:52am
Ruth Adams		Present	8:53am/9:11am

CEDC Board Candidate Interviews:

Mr. Jones introduced Gary Speilmann to the Committee, who then gave an overview of his work and volunteer background to the attendees.

Mr. Jones introduced Ruth Adams to the Committee, who gave an overview of her current position, programs and public outreach efforts.

Minutes:

Mr. Polemis made a motion, seconded by Mr. Lapenn to approve the minutes from January 24, 2017. Carried.



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Confidential Board Evaluation Summary:

Mr. Campion handed out the Confidential Board Evaluation Summary for the Committee's review. *Mr. Polemis made a motion, seconded by Ms. Sterling to recommend the summary to the full board for review and approval. Carried.*

By Law Changes:

Mr. Howard noted one of the issues encountered in the current year relate to quorums based on a fully populated Board of Directors. He noted appointing additional members to fill the vacancy would address that issue. He noted the other issue had been obtaining a quorum of the Loan Committee. He noted the Loan Committee currently had the power to authorize loans in the amount of \$25,000 or less without full board approval.

Mr. Polemis and Mr. Lapenn suggested new board members be better prepared regarding the importance of attendance. Mr. Howard suggested if a Loan Committee quorum was not obtained, the loan could be passed to the full board for discussion and approval/disapproval. Mr. Campion agreed with the suggestion, and suggested adjusting the bylaws to define a quorum by the number of filled Board seats rather than the total number of voting Director seats.

Mr. Jones requested a list of those who missed three successive meetings. Mr. Lapenn noted the current by-laws limited Board member's terms to 2 terms of 3 years. He questioned if that should be extended to 3 terms of 3 years. The Committee agreed that the Workforce and Education Committee should be changed to a full committee from its ad-hoc status.

Mr. Polemis made a motion, seconded by Ms. Sterling to enter into executive session under Public Officers Law, Article 7, Section 105(f). 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. Carried. Executive session was entered into at 9:37am.

Mr. Lapenn made a motion, seconded by Ms. Sterling to exit executive session. Carried. Executive session was exited at 9:39am.

Mr. Lapenn made a motion, seconded by Mr. Polemis to present Mr. Spielmann and Ms. Adams to the full board for consideration as board members. Carried.

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. Polemis to adjourn the meeting. Carried. The meeting was adjourned at 9:41am.*

Respectfully submitted by Lisa Draushuk