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Columbia Economic Development Corporation

MINUTES
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
Wednesday, January 24, 2018
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, 2018. 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 9:15am
Tony Jones	Committee Member	Present	
James Lapenn	Committee Member	Excused	
Michael Polemis	Committee Member	Excused	
Gary Spielmann	Committee Member	Present	
Sarah Sterling	Committee Member	Present	
F. Michael Tucker	President/CEO	Present	
Andy Howard	Counsel	Present	
Brandon Dory	Project Manager	Excused	
Lisa Drahushuk	Administrative Supervisor	Present	
Erin McNary	Bookkeeper	Present	
Martha Lane	Business Development Specialist	Present	
Ed Stiffler	Economic Developer	Excused	
Carol Wilber	Marketing Director	Present	Arrived 8:40am

Minutes:

Ms. Sterling made a motion, seconded by Mr. Fingar to approve the minutes from November 8, 2017. Carried.

Corporate Officers:

Mr. Tucker reminded the Committee that the by-laws required Officers and the President/CEO be elected annually. The Committee proposed the following slate of officers to serve for the 2018 term.



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Chair – Tony Jones
Vice-Chair – David Fingar
Treasurer – Richard Bianchi
Secretary – Sarah Sterling
CEO/President - F. Michael Tucker

Ms. Sterling made a motion, seconded by Mr. Spielmann to recommend the previously outlined slate to the CEDC board for approval at the January 30, 2018 meeting. Carried.

Committee Chairs/Members:

Mr. Jones reminded the Committee the Board had voted to change the status of the Workforce and Education Committee from ad hoc to a standing committee. He noted the Workforce and Education Committee as well as the Loan Committee lacked Chairs. He stated the Loan Committee continued to have difficulty obtaining quorums for meetings, noting the by-laws provided for appointment of Committee members from outside the Board of Directors.

Mr. Tucker informed the Committee that Chairman of the Board of Supervisors had appointed Supervisor John Reilly from Gallatin as the Board of Supervisors ex-officio representative. To date, the Board of Supervisors had not yet appointed a new member to the IDA Board to replace James Mackerer.

The Committee discussed options for the Loan Committee, deciding upon a committee of five members with two alternates. The alternates would vote if there was not a quorum of the Committee or if there was a conflict with one of the members. Mr. Howard was asked to draft proposed changes to the by-laws for further consideration. *Mr. Fingar made a motion, seconded by Ms. Sterling to recommend Mr. Bianchi, Mr. Jones, Mr. Lee, Mr. Sherwood and Mr. Stair as the slate of Loan Committee members. Carried.* Mr. Howard noted the change to the by-laws would need to be approved by the Corporation membership at the April Annual meeting. Mr. Tucker also suggested that a change to the by-laws be considered that would allow loan requests be presented directly to the CEDC Board if the Loan Committee was unable to meet to discuss the request.

The Committee recommended the following slate of the Workforce and Education Committee member to the CEDC Board: Ms. Adams, Mr. Bartolotta, Mr. Calvin, Ms. Finnegan, Ms. Fritsch, Mr. Jones, Mr. Lee, Mr. Lapenn, Mr. Polemis and Dr. Suttmeier.



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By-Law Changes:

The Committee reviewed the by-laws and proposed the following changes:

Page 2, Article II, Section 1, Sentence 2: Delete “the Board of Directors of this”

Page 5, Article III, Section 2 (iv): Clarify that the term starts with the election by the Corporate members at the Annual Meeting in April.

Page 6, Article III, Section 2 (e): The Committee reviewed and this will remain as currently stated.

Page 8, Article III, Section 12 (a): Clarify to state “A majority of the *voting members of the* Board of Directors shall constitute a quorum...”

Page 8, Article III, Section 13: Clarify by inserting “*voting*” where appropriate in order to differentiate ex officio Board Members from voting Board Members.

Page 9, Article III, Section 15: Discussed, no changes suggested.

Page 12, Article IV, Section 1 (b): Add (v) Workforce Development and Education Committee.

The changes would be drafted by Mr. Howard and presented to the CEDC Board for review, at the January 30, 2018 meeting.

Other Business:

Mr. Tucker asked the Committee to consider allowing him to sign checks up to and including \$5,000. He reminded the Committee he was currently able to execute checks in the amount of \$2,500. He noted this would eliminate Board members having to travel to the office to sign checks. He noted the buckslips would still require board initials. *Mr. Spielmann made a motion, seconded by Mr. Fingar to recommend the change be approved by the full board at the next meeting. Carried.*

With no further business to come before the committee and no public present, Mr. Champion called for a motion to adjourn the meeting. *A motion was made by Ms. Sterling, seconded by Mr. Spielmann to adjourn the meeting. Carried. The meeting adjourned at 9:20am.*

Respectfully submitted by Lisa Draushuk