



Columbia County Industrial Development Agency  
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**COLUMBIA COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
MEETING NOTICE**

Notice is hereby given on this 29<sup>th</sup> day of January 2019, to all interested agencies, groups and persons that 8:30 am on the 5<sup>th</sup> day of February 2019, the Columbia County Industrial Development Agency (IDA) and its Audit, Finance and Governance Committees will hold their regularly scheduled meeting at their offices located at 4303 US Route 9, Hudson, NY 12534. This meeting will be held to consider all appropriate business brought before it. The meeting is open to the public.

Sarah Sterling  
Secretary  
Columbia County Industrial Development Agency  
Dated January 29, 2019

**IDA Governance Committee Agenda**

**Members:**

Nina Fingar - Smith	Brian Keeler	Sarah Sterling
Bob Galluscio	Carmine Pierro	
William Gerlach	Sidney Richter	

1. Slate of Officers\*
2. Minutes, February 6, 2018\*
3. Charter Review\*
4. Compliance Calendar\*
5. 2018 Discharge of Duties
6. Committee Evaluation.
7. Public Comments

**Attachments:**

Slate of Officers  
Minutes, February 6, 2018  
Committee Charter  
Compliance Calendar  
2018 Discharge of Duties

\* Requires Action

**2019 Columbia County Industrial Development Agency**

**Slate of Officers**

Carmine Pierro – Chairman

Sidney Richter – Vice Chairman

Robert Galluscio – Treasurer

Sarah Sterling - Secretary

**DRAFT**

**MINUTES  
COLUMBIA COUNTY  
INDUSTRIAL DEVELOPMENT AGENCY  
GOVERNANCE COMMITTEE  
Tuesday, February 6, 2018  
4303 Route 9  
Hudson, New York**

A regularly scheduled meeting of Columbia County Industrial Development Agency's Governance Committee held at their offices located at 4303 Route 9, Hudson, NY 12534 on Tuesday, February 6, 2018. The meeting was called to order at 8:32am by Sidney Richter, Vice-Chairman.

Attendee Name	Title	Status	Arrived
Robert Galluscio	Treasurer	Present	
William Gerlach	Board Member	Excused	
Brian Keeler	Board Member	Present	
Carmine Pierro	Board Member	Present	
Sidney Richter	Vice-Chairman	Present	
Sarah Sterling	Secretary	Present	
Theodore Guterman II	Counsel	Present	
F. Michael Tucker	President/CEO	Present	
Brandon Dory	Project Manager	Present	
Lisa Drahushuk	Administrative Supervisor	Present	
Erin McNary	Bookkeeper	Present	
Ed Stiffler	Economic Developer	Present	
Martha Lane	Business Development Specialist	Present	
Carol Wilber	Marketing Director	Excused	
Matthew Cabral, Esq.	Guterman, Shallo & Alford, PLLC	Present	

**Minutes:** *Ms. Sterling made a motion, seconded by Mr. Keeler, to approve the minutes from August 1, 2017. Carried.*

**Governance Committee Charter:**

*Mr. Galluscio made the motion, seconded by Mr. Sterling to approve the proposed policy. Carried.*

**Compliance Calendar:**

Mr. Richter noted it had been updated from the prior year, with no significant changes. *Mr. Galluscio made a motion, seconded by Ms. Sterling to adopt the calendar. Carried.*

**Confidential Governance Committee Evaluation:**

Mrs. Drahushuk handed out blank copies of the document for the members to complete.

*With no further business to discuss or public comment, a motion was made by Mr. Richter and seconded by Mr. Sterling. Carried. The meeting adjourned at 8:37am.*

*Respectfully submitted by Lisa Drahushuk*

Columbia County Industrial Development Agency  
GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the Board of Members of the Columbia County Industrial Development Agency, a public benefit corporation established under the laws of the State of New York, on this 7<sup>th</sup> day of February 2017.

Purpose

Pursuant to Article IV, Section 1 of the Authority's bylaws, the purpose of the governance committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Columbia County Industrial Development Agency;
- Updating the Columbia County Industrial Development Agency's corporate governance principles and governance practices; and
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

Powers of the Governance Committee

The Board of Directors has delegated to the governance committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from authority staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Authority's expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The governance committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

Composition and Selection

The membership of the committee shall be as set forth in accordance with and pursuant to Article IV, Section 1 of the Authority's bylaws. The governance committee shall be comprised of (X) independent members. (The size of the committee is determined by the Board of Members.) The governance committee members shall be appointed by, and will serve at the discretion of the IDA's Board of Members. The Board may designate one member of the governance committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past governance committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Governance committee members shall be prohibited from being an employee of the Authority or an immediate family member of an employee of the Authority. In addition, governance committee members shall not engage in any private business transactions with the Authority or receive compensation from any private entity that has material business relationships with the

authority, or be an immediate family member of an individual that engages in private business transactions with the Authority or receives compensation from an entity that has material business relationships with the Authority.

The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

#### Committee Structure and Meetings

The governance committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting. Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The governance committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

#### Reports

The governance committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
  
- Report to the Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.
  
- Provide a self-evaluation of the governance committee's functions on an annual basis.

#### Responsibilities

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) the Authority's Board; (b) evaluation of the Authority's policies; and (c) other miscellaneous issues.

#### Relationship to the Authority's Board

The Board of Directors has delegated to the governance committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the governance committee has specific expertise, as follows:

- Develop the Authority's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
  
- Develop the competencies and personal attributes required of Directors to assist those authorized to appoint members to the Board in identifying qualified individuals.

In addition, the governance committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.
  
- Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.

- Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, its committees and senior management in the Authority's governance process.

#### Evaluation of the Authority's Policies

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the Authority's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Board any required revisions to the Authority's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Authority's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Authority's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Authority's procurement process.
- Develop and recommend to the Board any required updates on the authority's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Authority, including rules and procedures for conducting the business of the Authority's Board, such as the Authority's by-laws. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

#### Other Responsibilities

The governance committee shall:

- Review on an annual basis the compensation and benefits for the Administrative Director and other senior Authority officials.
- Annually review, assess and make necessary changes to the governance committee charter and provide a self-evaluation of the governance committee.

Reviewed and re-affirmed February 7, 2017

## IDA Compliance Calendar

<b>Board Meeting Month</b>	<b>Activity</b>	<b>Notes</b>
January	Board and Committee Self-Evaluations, Annual Financial Disclosures Distributed	Require Committee & Board review and approval
February	Review Mission Statement and Measurements Report for changes	Changes require BD approval and resubmission to ABO
March	Review Annual, Audit, Procurement and Investment Reports (Reports are produced by PARIS) <b>DEADLINE 3/31/19</b>	Require Board review and approval
April	Policy and Procedure Review and update	
May	Policy and Procedure Review and update	
June	Policy and Procedure Review and update	
July	Policy and Procedure Review and update	
August	Policy and Procedure Review and update	
September	Budget Review <b>DEADLINE 10/31/19</b>	
October	Budget Review and approval	Requires Board review and approval
November	Policy and Procedure Review and update	
December	Policy and Procedure Review and update	

## **Columbia County Industrial Development Agency 2018 Committee Discharged Duties**

### **Audit Committee:**

- Reviewed and recommended no changes to the Audit Committee Charter
- Reviewed and recommended approval of the 2017 audit engagement letter
- Reviewed and recommended approval of the 2017 audited financials
- Reviewed and recommended submission of the 2017 PARIS report
- Reviewed and recommended approval of the 2017 Operations and Accomplishments
- Reviewed and recommended approval of the 2017 Assessment of Internal Controls

### **Finance Committee:**

- Reviewed and recommended no changes to the Finance Committee Charter
- Reviewed and recommended approval of the quarterly financials
- Reviewed and recommended approval of the proposed 2019 budget
- Reviewed and recommended no changes in the terms of the CEDC/IDA contract
- Recommended closure of an unnecessary bank account.

### **Governance Committee:**

- Reviewed and recommended no changes for the Governance Committee Charter
- Reviewed and recommended election of the current officers