



Choose Columbia

Columbia Economic Development Corporation

Meeting Minutes
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
Wednesday, November 13, 2019
4303 Route 9
Hudson, New York

A regularly scheduled meeting of Columbia Economic Development Corporation’s (CEDC) Governance and Nominating Committee was held at their offices located at One Hudson City Centre, Suite 301, Hudson, NY 12534 on November 13, 2019. The meeting was called to order at 8:29am by Gary Spielmann, Acting-Chair.

Attendee Name	Title	Status	Arrived/Departed
David Fingar	Committee Member	Present	
James Lapenn	Committee Member	Present	
Kenneth Leggett	Committee Member	Present	
Gary Spielmann	Committee Member	Present	
Sarah Sterling	Committee Member	Present	
F. Michael Tucker	President/CEO	Present	
Andy Howard	Counsel	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	
Kayla Duntz	CEDC Intern	Present	

Mr. Spielmann volunteered to chair the committee if the Committee agreed. *Mr. Lapenn made a motion, seconded by Mr. Fingar to elect Mr. Spielmann Chair of the Governance and Nominating Committee. Carried.*

Minutes:

Ms. Sterling made a motion, seconded by Mr. Lapenn to approve the minutes of August 14, 2019. Carried.

Governance and Nominating Committee Charter Review:

Mr. Lapenn suggested a bullet point be added to page 3 under “Relationship to the Corporation’s Board” as the fourth bullet under “In addition, the Governance and Nominating Committee shall:”.



Choose Columbia

Columbia Economic Development Corporation

The bullet point to read: *“Develop and Recommend to the Board the slate of officers to be proposed at the annual organizational meeting.”*.

Ms. Sterling suggested that new Board members be assigned a mentor from the Board to assist in the learning of the Board and their activities.

Mr. Lapenn made a motion, seconded by Mr. Fingar to recommend the amendment to the Governance and Nominating Charter as presented to the full board for approval. Carried.

Committee Appointments:

The Board reviewed the gaps in the current board makeup, Mr. Tucker suggested a discussion take place at the next Board meeting regarding how to best address the gaps.

Executive Committee:

Mr. Lapenn drew attention to the CEDC by-laws which stated the Executive Committee would be made up of the corporate officers as well as one board member. The Executive Committee currently had two members who were not officers. Mr. Spielmann volunteered to step down from the Committee.

Audit and Finance:

Mr. Fingar suggested John Lee as Chairman of the Committee, with no other changes.

Governance and Nominating:

The Committee suggested Mr. Calvin to a seat on the Governance and Nominating Committee.

Loan:

Mr. Sherwood was removed from the Committee, with Ms. Sterling being appointed a member, leaving Mr. Stickles the sole alternate. The Committee suggested Mr. Leggett be added to the Committee.

Workforce & Education:

The Committee noted Mr. Calvin had asked to be removed due to the Committee meeting times being incompatible with his schedule. Ms. Drummer had asked to be assigned to the Workforce and Education Committee.

Mr. Fingar made a motion, seconded by Ms. Sterling to recommend the above changes to the CEDC board for approval at their November meeting. Carried.

Slate of Officers – January Meeting:

Ms. Sterling made a motion, seconded by Mr. Lapenn to recommend the current CEDC officers be offered as the proposed slate at the 2020 CEDC January organizational meeting. Carried.



Choose Columbia

Columbia Economic Development Corporation

Having no further business and no public comments, the committee meeting was adjourned at 9:32 a.m. on a motion by Ms. Sterling, seconded by Mr. Fingar. Carried.

Respectfully submitted by Lisa Drahushuk