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Columbia Economic Development Corporation

COLUMBIA ECONOMIC DEVELOPMENT CORPORATION NOTICE OF MEETING

Please take notice that there will be a meeting of the Columbia Economic Development Corporation Governance and Nominating Committee held on February 19, 2020 at 8:30am, at One Hudson City Centre, Suite 301, Hudson, NY 12534 for the purpose of discussing any matters that may be presented to the Committee for consideration.

Dated: February 12, 2020

Sarah Sterling, Secretary, Columbia Economic Development Corporation

CEDC Governance and Nominating Committee Agenda

Chairman:

Gary Spielmann

Members:

James Calvin

David Fingar

James Lapenn

Kenneth Leggett

Sarah Sterling

1. Minutes, January 22, 2020*
2. By-Law Changes
 - a. Address Change*
 - b. Audit Committee*
 - c. Finance Committee*
3. Slate of Directors – Annual Meeting*
4. 2020 Compliance Calendar*
5. Other Business
6. Public Comment

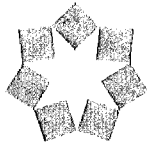
Attachments:

Draft January 22, 2020 Minutes

Slate of Directors

2020 Compliance Calendar

* Requires Approval



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Meeting Minutes
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
Wednesday, January 22, 2020
One Hudson City Centre, Suite 301
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 January 22, 2020. The meeting was called to order at 8:30am by Gary Spielmann, Chair.

Attendee Name	Title	Status	Arrived/Departed
James Calvin	Committee Member	Present	
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	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	

Minutes:

Mr. Fingar made a motion, seconded by Mr. Calvin to approve the minutes of November 13, 2019. Carried.

2019 Discharged Duties:

Mr. Lapenn made a motion, seconded by Mr. Leggett to approve the 2019 discharged duties as presented. Carried.

Equal Employment Opportunity Policy Review:

Mr. Calvin made a motion, seconded by Mr. Fingar to approve the Equal Employment Opportunity Policy as presented. Carried.

Procurement Policy:

Mr. Tucker reviewed the guidelines with the Committee. The Committee noted CEDC did not have a CFO and requested the CFO be replaced with CEO in the document as appropriate. In Section A-4-c they requested “Quality” be removed. In Section A-8-h, they requested the word *shall* be replaced with *may*.



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Mr. Lapenn made a motion, seconded by Mr. Leggett to make the appropriate changes as outlined, and submit the policy to the full Board for approval at the next meeting. Carried.

Property Disposition Policy Review:

Mr. Fingar made a motion, seconded by Mr. Lapenn to recommend the policy for reaffirmation as presented. Carried.

Whistleblower Policy:

The Committee suggested inserting Ethics Officer in place of “designated board member”. Mr. Lapenn made a motion, seconded by Ms. Sterling to recommend the policy for reaffirmation as presented. Carried.

Board Vacancy Prospects:

The Committee discussed the one vacancy and of the need to prepare for future vacancies. Mr. Tucker reminded the Committee the need to be aware of diversity in its multiple forms.

Review of Board and Committee Compliance:

The Committee reviewed the attendance record of the Board and Committees. Mr. Calvin made a motion, seconded by Mr. Fingar to approve the report as presented. Carried.

Other Business:

Mr. Howard informed the Committee he had researched the past certificates of incorporation for CEDC which all stated the office could be located in the County of Columbia. He noted the SBA was asking CEDC change their Certificate of Incorporation to reflect the current address. He stated he would suggest that the by-laws be modified to reflect the current address. The change could be discussed at the annual meeting in April. *Ms. Sterling made a motion, seconded by Mr. Lapenn to recommend the by-law change to the full Board as outlined by Mr. Howard. Carried.*

Mr. Tucker stated the Audit and Finance Committee was required to be divided into an Audit and a separate Finance Committee. He noted the meetings could be held on the same date, with the same members, but each meeting was required to be held independently. *Ms. Sterling made a motion, seconded by Mr. Lapenn to make the required changes to the by-laws in preparation of the April annual meeting of the members. Carried.*

Having no further business and no public comments, the committee meeting was adjourned at 9:15 a.m. on a motion by Ms. Sterling, seconded by Mr. Fingar. Carried.

Respectfully submitted by Lisa Draushuk

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Slate of Directors

FOR A THREE (3) YEAR TERM (through May 1, 2023):

Kenneth P. Leggett – Independent Contractor

Richard Cummings – Mulhern Gas Co.

Robert Sherwood – Retired - Kinderhook Bank

Brian Stickle – The Bank of Greene County

CEDC Compliance Calendar

Board Meeting Month	Activity	Notes
January	Board and Committee Self-Evaluations Summary Review, Required documents presented to Board and Committees for approval	Require Committee & Board review and approval
February	Review Mission Statement and Measurements Report for changes, Board and Committee Self-Evaluation Summary review, Required documents presented to Board and Committees for review	Changes to Mission Statement require BD approval and resubmission to ABO
March	Review Annual, Audit, Procurement and Investment Reports (Reports are produced by PARIS) DEADLINE 3/31/20 Board Evaluation Deadline for submission 3/31/20	Require Board review and approval
April	Form 990 review and approval. Policy and Procedure Review and update Annual Financial Disclosures Distribution/Followup	Form 990 requires Board review and approval
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 DEADLINE 10/31/20	
October	Budget Review and approval Annual Financial Disclosures Followup	Budget requires Board review and approval
November	Policy and Procedure Review and update Board and Committee Evaluation Distribution	
December	Policy and Procedure Review and update Annual Financial Disclosures Followup Board and Committee Evaluations Followup Preparation begins on required documents	