



# Choose Columbia

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 17, 2021 at 8:30am, Via ZOOM for the purpose of discussing any matters that may be presented to the Committee for consideration. Join Zoom meeting: <https://zoom.us/j/83507350879?pwd=b3JjbGdaTXFyeENsUlVqZm5tQkM2Zz09>  
Meeting ID: 835 0735 0879; Passcode: 867319; One tap mobile+16465588656,,83507350879# US (NY)  
Dial+1 646 558 8656 US (New York), Meeting ID: 835 0735 0879  
Find your local number: <https://zoom.us/u/adf71bD79H>

Dated: February 10, 2021

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 20, 2021\*
2. Slate of Directors – Annual Meeting\*
3. 2021 Compliance Calendar\*
4. Board Candidate Recruitment and Selection Procedure\*
5. Board Candidate Discussion
6. Committee Appointments – New Board Members
7. Term Limit Discussion
8. 2020 Governance Committee Evaluation Summary\*
9. Other Business
10. Public Comment

#### **Attachments:**

Draft January 20, 2021 Minutes

2021 Compliance Calendar

Board Candidate Recruitment and Selection Procedure

\* Requires Approval



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**Meeting Minutes**  
**COLUMBIA ECONOMIC DEVELOPMENT CORPORATION**  
**GOVERNANCE and NOMINATING COMMITTEE**  
**Wednesday, January 20, 2021**  
**One Hudson City Centre, Suite 301**  
**Hudson, New York**

A regularly scheduled meeting of the Columbia Economic Development Corporation Governance and Nominating Committee was held on January 20, 2021 at 8:30am for the purpose of discussing any matters that may be presented to the Committee for consideration. This meeting was not open to the public due to COVID-19, but they may attend and participate in the meeting via Zoom. Join Zoom Meeting:

<https://us02web.zoom.us/j/83380198596?pwd=eXd6S1BuSTdrZHZjOENqQ09WTWxEz09>

Meeting ID: 833 8019 8596; Passcode: 154108; Dial by your location - 1 929 205 6099 US (New York)

The meeting was called to order at 8:32am by Gary Spielmann, Chair.

Attendee Name	Title	Status	Arrived/Departed
James Calvin	Committee Member	Present via Zoom	
David Fingar	Committee Member	Present via Zoom	
James Lapenn	Committee Member	Present via Zoom	
Kenneth Leggett	Committee Member	Present via Zoom	
Gary Spielmann	Committee Chair	Present via Zoom	
Sarah Sterling	Committee Member	Present via Zoom	
F. Michael Tucker	President/CEO	Present via Zoom	
Andy Howard	Counsel	Present via Zoom	
Lauren Cranna	Business Development Partner	Present via Zoom	
Lisa Drahushuk	Administrative Supervisor	Present via Zoom	
Erin McNary	Bookkeeper	Present via Zoom	
Martha Lane	Business Development Specialist	Present via Zoom	
Cat Lyden	Admin/Bookkeeping Assistant	Excused	
Ileana Morales	Marketing Specialist	Present via Zoom	
Carol Wilber	Marketing Director	Present via Zoom	

Mr. Spielmann congratulated Ms. Lane on her new position, and welcomed the three new CEDC employees.

**Minutes:**

*Mr. Lapenn made a motion, seconded by Ms. Sterling to approve the minutes of November 11, 2020. Carried.*



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## **2020 Discharged Duties:**

Mr. Spielmann asked if the Committee had any changes to the document, with no changes offered, he called for a motion. *Ms. Sterling made a motion, seconded by Mr. Lapenn to approve and recommend the document to the full board. Carried.*

## **Equal Employment Opportunity Policy Review:**

Mr. Spielmann asked if the Committee had any changes to make in the document with no changes suggested, he called for a motion. *Mr. Fingar made a motion, seconded by Ms. Sterling to recommend the policy to the full board with no changes. Carried.*

## **Procurement Policy Review:**

Mr. Spielmann asked if the Committee suggested any changes to the document, with none presented he called for a motion. *Ms. Sterling made a motion, seconded by Mr. Lapenn to recommend the document to the full board for approval. Carried.*

## **Property Disposition Policy Review:**

Mr. Spielmann asked if there were changes to the policy, with no changes suggested, he called for a motion. *Mr. Lapenn made a motion, seconded by Ms. Sterling to recommend the policy to the full board. Carried.*

## **Whistleblower Policy Review:**

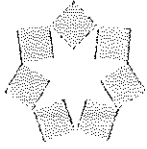
Mr. Spielmann asked if there were any suggested changes to the policy. Mr. Lapenn asked if there had been any issues brought up to the CEO/President, Ethics Officer of the Chair of the Governance Committee. All reported no concerns had been brought to their attention. Mr. Tucker stated he would have CEDC's Human Resource attorney review the Employee Manual to see if any updates should be made. Ms. Sterling asked that the Ethics Officer be given a more prominent place on the CEDC website in order to make it easier to find the information. *With no changes to the policy, Mr. Lapenn made a motion, seconded by Ms. Sterling to recommend the policy to the full board. Carried.*

## **Board Vacancy Prospects:**

Mr. Spielmann stated he had forwarded one name to Mr. Fingar and Mr. Tucker that he had received for review and possible consideration. Mr. Spielmann stated the information on the candidate would be distributed to the Committee. Mr. Lapenn asked if the earlier discussed potential candidates had been contacted for potential interest. Mr. Tucker stated one person had been contacted and given some information, but had not to date joined the corporation as a member. Ms. Sterling stated she had done some research on another potential candidate. She stated the candidate was involved in many organizations and may not have the time to devote to CEDC.

## **Review of Board and Committee Compliance:**

The Committee reviewed the Board attendance and noted there were a few members that appeared to have difficulty attending meetings. The Committee discussed changing the guidelines for the term limits



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and asked Mr. Howard and Mr. Tucker to investigate potential options. They asked for further discussion to be held at the next meeting.

*Having no further business and no public comments, the committee meeting was adjourned at 9:00 a.m. on a motion by Mr. Leggett, seconded by Mr. Fingar. Carried.*

*Respectfully submitted by Lisa Draushuk*

## 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) <b>DEADLINE 3/31/21</b> <b>Board Evaluation Deadline for submission 3/31/21</b>	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 <b>DEADLINE 10/31/21</b>	
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	

## **Proposed Procedure for Recruitment and Selection of CEDC Board Members**

- 1.) Any current board member may propose an individual to be a CEDC board member
- 2.) Governance and Nominating committee members will review the prospective candidates' qualifications and interest
- 3.) If positive, the Governance and Nominating Committee will ask the proposer to contact the candidate to explain the mission of CEDC and the role and responsibility of Board members
- 4.) If prospective candidate is interested in joining, proposer will contact the Committee chair to schedule an interview (Zoom)
- 5.) The Committee will vote on the prospective candidacy and, if positive, recommend the candidacy to the Board
- 6.) The CEDC Board will vote to approve/disapprove the candidacy at the next scheduled meeting.
- 7.) The proposing board member will notify the candidate of the board's decision.