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Columbia Economic Development Corporation

Meeting Minutes
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
Wednesday, November 10, 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 November 10, 2021 at 8:30am for the purpose of discussing any matters that may be presented to the Committee for consideration.

The meeting was called to order at 8:32am by Sarah Sterling, Chair.

Attendee Name	Title	Status	Arrived/Departed
James Calvin	Committee Member	Present	
David Fingar	Committee Member	Excused	
Tarah Gay	Committee Member	Present	
James Lapenn	Committee Member	Excused	
Kenneth Leggett	Committee Member	Present via Zoom	
Sarah Sterling	Committee Member	Present	
F. Michael Tucker	President/CEO	Present via Zoom	
Andy Howard	Counsel	Present	
Lauren Cranna	Business Development Partner	Present	
Lisa Drahushuk	Administrative Supervisor	Present	
Martha Lane	Business Development Director	Present	
Cathy Lyden	Bookkeeper	Present	

Minutes:

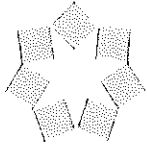
Mr. Leggett made a motion, seconded by Mr. Calvin to approve the minutes of August 18, 2021. Carried.

Governance and Nominating Committee Charter Review:

Ms. Sterling asked if there were any changes from the previous year. Mr. Howard noted the document was comprehensive and had not been changed from the previous year. *With no proposed changes, Mr. Calvin made a motion, seconded by Ms. Sterling to re-affirm the document. Carried.*

Board and Committee Attendance:

Ms. Sterling reviewed the board and committee attendance with the Committee. Mr. Tucker stated the by-laws provided for the Chair to speak to Board Members who were absent for a three meetings. Mr. Tucker stated a new law had been passed which required posting of new business to be addressed by the board at least 24 hours prior to the meeting.



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Ms. Sterling asked about the status of the Workforce & Education Committee. Mr. Tucker reviewed the issues currently being addressed. He noted the committee agreed that they would be a convener rather than the one in charge of the projects.

Board Vacancies:

Ms. Sterling noted that Mr. Fingar had proposed a new member for consideration. Ms. Sterling felt the Committee should do an interview prior to recommending any candidate to the Board. Mr. Leggett made a motion, seconded by Mr. Calvin to invite the candidate to the next Committee meeting for an interview. Mr. Tucker stated he would consult with Ms. Sterling and Mr. Fingar to see if the interview would wait until the next regularly scheduled Governance and Nominating committee meeting or hold a special meeting.

Mr. Tucker stated Mr. Fingar was also interested in finding another candidate for the Board to fill the other vacancy. Ms. Gay asked about qualifications required in a board member. Mr. Tucker stated the list of board member affiliations and locations would be distributed to the committee. He stated the committee would aim for diversity. Mr. Howard felt the topic should be brought up to the full board for discussion and suggestions.

CEDC Strategic Plan:

Mr. Tucker stated Mary Ellen O'Loughlin would be contacting Board members, not previously contacted. He stated she would be making a short presentation at the board meeting. He noted she requested an hour long meeting with the board to wrap up the process.

Other Business:

Ms. Sterling asked Mr. Tucker if the proposed changes to the employee manual had been incorporated in to a final version. Mr. Tucker stated they had noting the addition of hate speech and the statement about the Ethics Officer had been added. He stated he would distribute the updated employee manual to the Committee and make sure it was posted to the website

Ms. Sterling noted she had volunteered at the last meeting to become the Chair for this Committee. *Mr. Calvin made a motion, seconded by Ms. Gay to appoint Ms. Sterling as Governance and Nominating Committee Chair. Carried.*

Mr. Tucker stated he was working with Columbia County on their \$1 million they wish to set aside for small business support. He stated he had discussed how they wished to spend the funds. He suggested using the money over a 3 to 4 year period to mirror some of the services that the USDA grant would have been used for. He suggested CEDC partner with the Chamber and have them present programs. He felt this would serve a broader group and could provide an online resource for county businesses,

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

Respectfully submitted by Lisa Draushuk