



Thursday, June 6, 2019
GGLDC Governance & Nominating Committee Meeting
Innovation Zone Conference Room
3:00 pm

MINUTES

ATTENDANCE

Committee Members: T. Felton, S. Noble-Moag, G. Torrey
GCEDC/GGLDC Board Members:
Staff: L. Farrell, M. Masse, E. Richardson, P. Kennett, S. Hyde, J. Krencik
Guests:
Absent: C. Yunker

1. CALL TO ORDER / ENTER PUBLIC SESSION

S. Noble-Moag called the meeting to order at 3:04 p.m. in the Innovation Zone Conference Room.

1a. Executive Session:

T. Felton made a motion to enter executive session at 3:04 p.m. under the Public Officers Law, Article 7, Open Meetings Law Section 105 for the following reasons, seconded by G. Torrey and approved by all members present:

1. The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

1b. Re-Enter Public Session – G. Torrey made a motion to enter back into public session at 3:11 p.m., seconded by T. Felton and approved by all members present.

2. CHAIRMAN'S REPORT & ACTIVITIES

2a. Agenda Additions / Other Business

2b. Minutes: February 7, 2019

T. Felton made a motion to approve the February 7, 2019 meeting minutes as presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

T. Felton -	Yes
G. Torrey -	Yes
C. Yunker -	Absent
S. Noble-Moag -	Yes

The item was approved as presented.

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

3a. Officer Appointments - The current slate of officers is set to expire on June 30th. It is suggested to appoint the following slate of officers, with the notion that vacancies may occur and will be dealt with as they arise. The suggested slate of officers are as follows:

Chair / President / CEO - D. Cunningham
Vice-Chair - T. Felton
Treasurer - G. Torrey
Secretary - S. Noble-Moag

The appointed officers shall hold office for one year or until their successors are appointed.

S. Noble-Moag wished to thank T. Felton for his willingness to serve on as the Chair/President/CEO for so many years and appreciates his willingness to continue serving as a GGLDC Board member.

T. Felton made a motion to recommend approval of the slate of officers as presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

T. Felton - Yes
G. Torrey - Yes
C. Yunker - Absent
S. Noble-Moag - Yes

The item was approved as presented.

3b. Authorization for Individuals to Obtain Bank Acct. Information – L. Farrell shared that she and P. Kennett are not authorized bank account signers, but need authorization to request information regarding bank accounts and to transfer funds between accounts.

G. Torrey made a motion to recommend approval authorizing L. Farrell and P. Kennett to obtain bank account information; the motion was seconded by T. Felton. Roll call resulted as follows:

T. Felton - Yes
G. Torrey - Yes
C. Yunker - Absent
S. Noble-Moag - Yes

The item was approved as presented.

3c. Authorized Signers of Contracts, Agreements, Etc. - L. Farrell shared that, per the Bylaws, the Chair and the Vice-Chair are authorized signers of agreements, contracts deeds and any other instruments as approved by the Board or operational items within the approved budget limits.

G. Torrey made a motion to recommend approval of the authorized signers of contracts, agreements, etc. as presented; the motion was seconded by T. Felton. Roll call resulted as follows:

T. Felton - Yes
G. Torrey - Yes
C. Yunker - Absent
S. Noble-Moag - Yes

The item was approved as presented.

3d. Procurement Policies and Procedures – L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

G. Torrey made a motion to recommend approval of the Procurement Policies and Procedures as presented; the motion was seconded by T. Felton. Roll call resulted as follows:

T. Felton - Yes
G. Torrey - Yes
C. Yunker - Absent
S. Noble-Moag - Yes

The item was approved as presented.

3e. Investment Policy – L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

G. Torrey made a motion to recommend approval of the Investment Policy as presented; the motion was seconded by T. Felton. Roll call resulted as follows:

T. Felton - Yes
G. Torrey - Yes
C. Yunker - Absent
S. Noble-Moag - Yes

The item was approved as presented.

3f. Disposition of Property Guidelines - L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

G. Torrey made a motion to recommend approval of the Disposition of Property Guidelines as presented; the motion was seconded by T. Felton. Roll call resulted as follows:

T. Felton - Yes
G. Torrey - Yes
C. Yunker - Absent
S. Noble-Moag - Yes

The item was approved as presented

3g. Governance & Nominating Committee Charter - L. Farrell shared that this charter is required to be reviewed annually. L. Farrell is recommending one change to the Charter. To remain consistent with the GCEDC's Charter, under 'Other Responsibilities' the following language be added: "Annual review of general performance relative to budget, capital investment and jobs created."

The GCEDC suggested adding "of the Agency" to distinguish whose performance they would be reviewing.

The addition will now read as follows: “Annual review of general performance of the GGLDC relative to budget, capital investment and jobs created.”

T. Felton suggested removing all references of staff from the Charter as the GGLDC has no staff.

T. Felton made a motion to recommend approval of the Governance & Nominating Committee Charter with the recommended changes; the motion was seconded by G. Torrey. Roll call resulted as follows:

T. Felton -	Yes
G. Torrey -	Yes
C. Yunker -	Absent
S. Noble-Moag -	Yes

The item was approved as presented

3h. Code of Ethics - L. Farrell shared that this policy is not required to be approved annually but was brought back to be reviewed per the request of the Committee. There are no suggested changes at this time.

4. ADJOURNMENT

As there was no further business, G. Torrey made a motion to adjourn at 3:26 p.m., seconded by T. Felton, and passed unanimously.