

**GENESEE GATEWAY LOCAL
DEVELOPMENT CORP.**
GCEDC's Real Estate & Development Affiliate

Meeting Agenda – Governance & Nominating Committee
Genesee Gateway Local Development Corp.
Thursday, May 4, 2017
Location: Innovation Zone, Suite 107; 3:00 p.m.

Page #	Topic	Discussion Leader	Desired Outcome
	1. Call To Order – Enter Public Session	T. Felton	
2-3	2. Chairman's Report & Activities 2a. Agenda Additions / Other Business 2b. Minutes: March 2, 2017	T. Felton	Vote
4-5	3. Discussions / Official Recommendations to the Board: 3a. Board Member Training	L. Farrell	Discussion
7	3b. Officer Appointments	L. Farrell	Disc / Vote
7	3c. Authorization for Individuals to Obtain Bank Acct. Information	L. Farrell	Disc / Vote
7	3d. Authorized Signers of Contracts, Agreements, Etc.	L. Farrell	Disc / Vote
	4. Adjournment	T. Felton	Vote



Thursday, March 2, 2017
Governance & Nominating Committee Meeting – GCEDC
Innovation Zone Conference Room – Suite 107
3:00 pm

MINUTES

ATTENDANCE

Committee Members:	T. Felton, S. Noble-Moag, C. Yunker, H. Upson
GCEDC/GGLDC Board Members:	M. Gray, P. Battaglia, J. Rizzo,
Staff:	L. Farrell, M. Masse, E. Richardson, P. Kennett
Guests:	
Absent:	

1. CALL TO ORDER / ENTER PUBLIC SESSION

T. Felton called the meeting to order at 3:00 p.m. in the Innovation Zone Conference Room.

2. CHAIRMAN'S REPORT & ACTIVITIES

2a. Agenda Additions / Other Business –

2b. Minutes: July 14, 2016 –

H. Upson made a motion to approve the July 14, 2016 meeting minutes as presented; the motion was seconded by S. Noble-Moag. Roll call resulted as follows:

T. Felton -	Yes
H. Upson -	Yes
C. Yunker -	Yes
S. Noble-Moag -	Yes

The item was approved as presented.

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

3a. Board Self-Evaluation Results – T. Felton shared that he is still waiting on a few evaluations from Board members. Once those are collected, the results will be summarized and submitted to the ABO. The results will be reviewed by the Committee at a later meeting.

3b. Mission Statement & Measurement Report – L. Farrell shared that the Authority's Board must annually review the authority's mission statement and performance results to ensure that its mission has not changed and that the authority's performance goals continue to support its mission. The 2017 organizational goals have already been reviewed with the Board. This report will be submitted to the ABO.

L. Farrell asked the Committee to recommend to the full Board for approval, the Mission Statement & Measurement Report.

H. Upson made a motion to recommend approval of the Mission Statement & Measurement Report; the motion was seconded by S. Noble-Moag. Roll call resulted as follows:

T. Felton -	Yes
H. Upson -	Yes
C. Yunker -	Yes
S. Noble-Moag -	Yes

The item was approved as presented.

3c. Authority Self-Evaluation of Prior Year Performance - L. Farrell shared that Public Authorities are required to perform a self-evaluation of prior year's goals/measurements annually. This report will be submitted to the ABO.

L. Farrell asked the Committee to recommend to the full Board for approval, the Authority Self-Evaluation of Prior Year Performance.

S. Noble-Moag made a motion to recommend approval of the Authority Self-Evaluation of Prior Years' Performance; the motion was seconded by H. Upson. Roll call resulted as follows:

T. Felton -	Yes
H. Upson -	Yes
C. Yunker -	Yes
S. Noble-Moag -	Yes

The item was approved as presented.

4. ADJOURNMENT

As there was no further business, S. Noble-Moag made a motion to adjourn at 3:15 p.m., seconded by C. Yunker, and passed unanimously.

Authorities Budget Office Policy Guidance



No. 17-01

Date Issued: January 27, 2017
Supersedes: 15-02

Subject: Board Member Training

Statutory Citation: Section 2824(2) of Public Authorities Law

Provision: Section 2824(2) of the Public Authorities Law, as amended by Section 18 of the Public Authorities Accountability Act, requires directors to “participate in State approved training regarding their legal, fiduciary, financial and ethical responsibilities as board members of an authority within one year of appointment to a board.” It also requires board members to “participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.”

The purpose of this training is to prepare individuals to understand and properly execute their role as board members and to be well-versed in the principles of corporate governance and the requirements of the law. Training provides the foundation for directors to exercise appropriate oversight and to recognize the responsibility they have to the mission of their organization, its management and staff, and to the public.

Authorities Budget Office Policy Guidance: The Authorities Budget Office (ABO) is overseeing the implementation of Section 2824(2) and has developed this Guidance to assist public authorities meet the requirements of the Act.

This Guidance outlines the training requirements and best practices for state and local public authority boards, including the timeframes for board member training, the board members who are required to receive training, board member training that meets this requirement, and the need for refresher training.

Training Requirements

Board members have 12 months from the date of their appointment to participate in training. As a best practice, the ABO recommends public authorities also conduct an internal orientation session for new board members upon their appointment to provide an overview of the authority’s operations. Guidance on this subject is provided here:

<http://www.abo.ny.gov/recommendedpractices/NewBoardMemberOrientation.pdf>

Participation in training extends to all members, including voting and non-voting members, ex officio members or designees. Board members may only have a designee if it is stipulated in law (enabling statute) or articles of incorporation. As a best practice the ABO encourages management staff, including Counsel, to attend training when appropriate.

The Act requires directors to participate in continuing training to "remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance" (Section 2824(2)). As a best practice, the ABO recommends that directors participate in refresher training upon re-appointment to the Board or at least every three years.

The ABO has developed a comprehensive corporate governance curriculum and conducts training for directors and executive management of all state and local public authorities at no cost. Interactive webinar training, conducted by ABO staff is available on a regular basis during regular business hours. Authorities may sign up for training here:

<http://www.abo.ny.gov/training/onlinetraining.html>

It is the responsibility of the public authority to maintain documentation of board member participation in required training and to assure that board members are compliant with this requirement.

Name	GCEDC Board Member	GCEDC Bank Signer	GCEDC STAMP Committee	GCEDC Employment & Comp Committee	GCEDC Governance & Nominating Committee	GCEDC Audit & Finance Committee	GCEDC Officers	GCEDC Start Date	Term End Date	GCEDC Board Training	GGLDC Board Members	GGLDC Bank Signer	GGLDC Governance & Nominating Committee	GGLDC Audit & Finance Committee	GGLDC Officers	GGLDC Start Date	Term End Date	GGLDC Board Training
Mary Ann Wiater	1			Chair	1	Vice Chairman		4/26/2012	6/30/2017	3/27/2013	1					8/2/2013	6/30/2017	3/27/2013
John Rizzo	1		1		Chair			4/26/2012	6/30/2018	4/26/2013	1					3/6/2014	6/30/2018	4/26/2013
Paul J. Battaglia	1	1	1	1	1	1	Chairman	6/30/2013	6/29/2019	12/23/2014	1	1		1		3/6/2014	6/29/2019	12/23/2014
Craig Yunker	1		1		1			7/1/2014	6/30/2020	11/7/2014	1			1		6/4/2015	6/30/2020	11/7/2014
Matthew Gray	1	1		1		Chair		7/1/2015	6/30/2021	3/23/2016								
Michael Davis	1	1		1		1		1/6/2016	12/31/2017	cheduled for 3/29/17								
Peter Zeliff	1	1	Chair			1		2/28/2014	6/30/2022	2/6/2013								
Gregg Torrey											1					2/1/2017	6/30/2021	2/24/2012
Hollis Upson											1		1	1	Vice Chair	7/27/2004	6/30/2017	3/8/2013
Thomas Felton											1	1	1	1	President & CEO / Chairman	8/4/2011	6/30/2019	6/22/2012
Sarah Noble-Moag											1		1	Secretary	8/12/2014	6/30/2020	11/7/2014	
Vacancy																		
	7	4	4	4	4	4					8	2	4	3				
NEED	7		4	4	4	4					9		4	4				
4 People are required for a quorum in the GCEDC											5 people are required for a quorum in the GGLDC							
GCEDC Board Members are appointed by the County Legislature.											6 people are required if it involves capital improvements, sale, purchase, mortgage, or lease of property (Majority plus 1)							
The Audit & Finance Committee members, the President & CEO and the VP of Operations are authorized bank signers. All checks (credit withdrawals) require two signatures and must be co-signed by at least one board member.											The Audit & Finance Committee members are authorized bank signers. Two Bank account signers are required to sign every check and line of credit withdrawals.							
											1/16/14 - GGLDC Board Member Term Limits (as recommended by the Governance Committee) - - Nine GGLDC board members are appointed via majority vote by the GCEDC board of directors. - Four of the nine board positions will be independent of the GCEDC board; 6 year terms. - Five of the nine board positions will be held by GCEDC board members; coterminous with GCEDC appointments. - These five board positions should be filled with the four most senior members of the GCEDC board and the Legislative Liaison OR the four most senior members of the GCEDC board and any member that is chosen based on current circumstances at the time of vacancy.							
Secretary: Penny Kennett Treasurer: Lezlie Farrell											GGLDC Board Members are appointed by the GCEDC							
Committees are made up of the Board Chair plus three board members.											Committees are made up of the Board Chair plus three board members.							

Genesee Gateway Local Development Corp.

Current Officers

T. Felton, Chairman / President & CEO

H. Upton, Vice Chairman

S. Noble-Moag, Secretary

Vacant, Treasurer

Authorized to request information regarding all bank accounts for the GGLDC, GABLLC

L. Farrell

P. Kennett

The following are authorized signers of agreements, contracts, deeds and any other instruments as approved by the board or operational items within the approved budget limits.

Chairman (per by-laws)

Vice Chairman (per by-laws)

GGLDC is the sole member of the GAB, LLC. The above approvals apply to the GAB, LLC as well.