



Thursday, June 1, 2017
Governance & Nominating Committee Meeting – GCEDC
Innovation Zone Conference Room – Suite 107
3:00 pm

MINUTES

ATTENDANCE

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

1. CALL TO ORDER / ENTER PUBLIC SESSION

J. Rizzo called the meeting to order at 3:06 p.m. in the Innovation Zone Conference Room.

2. CHAIRMAN'S REPORT & ACTIVITIES

2a. Agenda Additions / Other Business – Nothing at this time.

2b. Minutes: May 4, 2017

P. Battaglia made a motion to approve the May 4, 2017 meeting minutes as presented; the motion was seconded by M. Wiater. Roll call resulted as follows:

M. Wiater - Yes
 J. Rizzo - Yes
 C. Yunker - Yes
 P. Battaglia - Yes

The item was approved as presented.

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

3a. Annual Project Performance Review – M. Masse brought back the list of projects, that are currently out of compliance with financial assistance requirements, to review with the Board.

J. Rizzo: Suggested a work session with the entire board to review these projects individually to narrow this list down. Any projects that are in the last year or two of their PILOT or are still in their "ramp up" window could be ignored.

M. Wiater: Would we have authority to cancel benefits if a project is underperforming? Is this a relatively new process of reviewing & scrutinizing company's performance?

M. Masse: The Board has the authority to cancel a company's benefit if it is not meeting all the requirements set forth in the legal documents. Recently we have included provisions in those documents to recapture benefits if a company is underperforming. This includes all companies that have had a legal close after October 2015. This is a new process for our Board to be reviewing the project portfolio every year.

J. Rizzo: Lets schedule 1 hour during a light meeting to review companies individually.

3b. Board of Directors Duties and Responsibilities – Board Member Training – L. Farrell brought forward the Board of Directors Duties and Responsibilities Policy with changes that were recommended at the last Governance & Nominating Committee meeting. She added language to require training be done within one year of a member's appointment or reappointment to the GCEDC Board.

M. Wiater reiterated from the last meeting that she felt as if the training is not very informative.

J. Rizzo suggested making no change to the policy. The Committee shall continue to monitor this and look for other ways of educating its members as the need arises.

3c. GGLDC Board Member Appointment - The GGLDC needs three new board members; one because of M. Gray's resignation and two as of July 1st because of H. Upson and M. Wiater's terms expiring.

J. Rizzo: Hollis, are you willing to consider renewing your term on the GGLDC Board?

H. Upson: I will not be renewing my term, however, I will gladly remain on the Board a few more months until the GCEDC has appointed a member in my place to help alleviate any quorum issues that may arise.

J. Rizzo: T. Felton provided the Committee with a name to consider, however we have several vacancies pending and will need more recommendations.

P. Battaglia: Maybe the Committee should consider, for the future, coming up with a more formalized process or list of names so that this process might be easier the next time we must appoint members to the GGLDC Board.

J. Rizzo: The Committee, and the entire Board, should be thinking of names for a meeting next month with the intentions of appointing a couple people to the vacant positions on the GGLDC Board.

GGLDC Board Member Appointments were tabled until next month.

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

- Chair - P. Battaglia
- Vice-Chair - M. Wiater
- President/CEO - S. Hyde
- Treasurer - L. Farrell
- Secretary - P. Kennett

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

C. Yunker made a motion to recommend approval of Officer Appointments as presented; the motion was seconded by J. Rizzo. Roll call resulted as follows:

- M. Wiater - Yes
- J. Rizzo - Yes
- C. Yunker - Yes
- P. Battaglia - Yes

The item was approved as presented.

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

M. Wiater made a motion to recommend approval of the Procurement Policies and Procedures as presented; the motion was seconded by P. Battaglia. Roll call resulted as follows:

- M. Wiater - Yes
- J. Rizzo - Yes
- C. Yunker - Yes
- P. Battaglia - Yes

The item was approved as presented.

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

M. Wiater made a motion to recommend approval of the Investment Policy as presented; the motion was seconded by P. Battaglia. Roll call resulted as follows:

- M. Wiater - Yes
- J. Rizzo - Yes
- C. Yunker - Yes
- P. Battaglia - Yes

The item was approved as presented.

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

M. Wiater made a motion to recommend approval for Disposition of Property Guidelines as presented; the motion was seconded by P. Battaglia. Roll call resulted as follows:

- M. Wiater - Yes
- J. Rizzo - Yes
- C. Yunker - Yes
- P. Battaglia - Yes

The item was approved as presented.

3h. Governance & Nominating Committee Charter – L. Farrell shared that the charter is required to be reviewed annually. There are no changes being recommended.

M. Wiater made a motion to recommend approval for the Governance & Nominating Committee Charter as presented; the motion was seconded by P. Battaglia. Roll call resulted as follows:

- M. Wiater - Yes
- J. Rizzo - Yes
- C. Yunker - Yes
- P. Battaglia - Yes

The item was approved as presented.

4. ADJOURNMENT

As there was no further business, M. Wiater made a motion to adjourn at 3:38 p.m., seconded by P. Battaglia, and passed unanimously.