



**Thursday, October 29, 2015**  
**Governance & Nominating Committee Meeting – GCEDC**  
**Innovation Zone Conference Room - Suite 107**  
**3:30 pm**  
**MINUTES**

**ATTENDANCE**

Committee Members: J. Rizzo, C. Yunker, P. Battaglia  
Staff: S. Hyde, L. Farrell, M. Masse, E. Richardson, P. Kennett, R. Tabelski  
Guests: R. Cianfrini, T. Felton, R. Gaenzle (Harris Beach), R. Endress (Harris Beach)  
Absent: M. Wiater

**CALL TO ORDER / ENTER PUBLIC SESSION**

J. Rizzo called the meeting to order at 3:43 p.m. in the Innovation Zone Conference Room.

**CHAIRMAN’S REPORT & ACTIVITIES**

**2a. Agenda Additions / Other Business** – No additions to the agenda were made.

**2b. Minutes: October 1, 2015**

**P. Battaglia made a motion to approve the October 1, 2015 Minutes; the motion was seconded by C. Yunker. Roll call resulted as follows:**

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

**The item was approved as presented.**

**DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD**

**3a. Governance & Nominating Committee Charter** – J. Rizzo shared that the Committee has reviewed this charter a few times. It reflects the changes of the Committee structure authorizing the Chairman to appoint committee members. It references Section 2825 of the New York Public Authorities Law, which defines an “independent member”. It also eliminates the notion that the Committee will help choose new members of the Board.

P. Battaglia asked if Section 2825 of the New York Public Authorities Law will be an attachment to the policy.

L. Farrell noted that it will not be considered an attachment of the policy. It was only included here for the Committee’s reference.

**C. Yunker made a motion to recommend the revised Governance & Nominating Committee Charter to the full Board; the motion was seconded by P. Battaglia. Roll call resulted as follows:**

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

**The item was approved as presented.**

**R. Tabelski joined the meeting at 3:50pm.**

**3c. Project Criteria Checklist** – J. Rizzo shared that the checklist was developed by the staff to reflect the changes in the Uniform Tax Exempt Policy (UTEP) and will be used for projects going before the Board.

M. Masse added that the intent of the checklist is to capture the Board comments as to whether or not they feel a project meets each of the criteria that are listed in the UTEP. The hope is that this will document each project's unique characteristics and how the Board feels that it meets or does not meet the criteria as listed in the UTEP. This document will be completed at Board meetings, subsequently reviewed by the Board, and placed in the project file.

J. Rizzo shared that we are going back to our previous experience and using this checklist to help provide the documentation we were lacking before. It also has been developed to help comply with the UTEP.

P. Battaglia questioned if the vague criteria was intentional.

M. Masse shared that leaving the criteria in the UTEP more vague allows the Board to make their own determination of what meets the criteria. This checklist will help document what the Board's decision is as it relates to each criteria.

J. Rizzo added that he would like to see an annual review of this checklist, similar to the UTEP, taking into consideration our past experience and any changes in the law.

**C. Yunker made a motion to recommend the Project Criteria Checklist to the full Board; the motion was seconded by P. Battaglia. Roll call resulted as follows:**

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

**The item was approved as presented.**

**M. Gray joined the meeting at 3:55pm.**

**3b. Conflict of Interest Policy / ABO Recommended Practice** – J. Rizzo shared that the Committee reviewed the proposed policy very briefly at the last meeting and it has been circulated to the full Board for their review.

L. Farrell shared that the draft policy was emailed to the Board this week and she has not received any comments back yet.

J. Rizzo mentioned that he reviewed it again and had a couple thoughts. For example, the lease agreement between the GCEDC and C.Y. Farms would be prohibited by this proposed policy. C. Yunker would not be able to simply recuse himself from the vote.

R. Gaenzle reminded the Committee that this policy reflects best practices; it is not statutory. This sample policy is at the most conservative, highest level. If the Committee wished to enter a dollar threshold or something there, they can consider that.

J. Rizzo feels that the Committee should consider comments from the rest of the Board prior to adopting it or making any changes to it.

P. Battaglia added that he is unsure why it is an issue to enter into a lease agreement with C. Y. Farms if he is paying the same rate as all the other leases; it is not a significant transaction.

J. Rizzo shared that it's only an issue under this proposed policy. We insulate ourselves from criticism if we adopt the most stringent policy.

M. Masse questioned whether or not the Agency would be able to continue working with Freed Maxick. They currently prepare our Form 990 and work with us on other financial matters. However, we are currently well under the \$15,000 threshold for independence as noted in Public Authorities Law Section 2825.

J. Rizzo shared that he had not previously thought of that situation as a potential conflict. He did direct the Committee's attention to Article V of the policy and noted the exceptions paragraph. Maybe this situation would fall under an exception. J. Rizzo suggested circulating this sample policy to the Board again a couple weeks before the next Governance Committee meeting as a reminder.

#### **ADJOURNMENT**

As there was no further business, P. Battaglia made a motion to adjourn at 4:00 p.m., seconded by C. Yunker, and passed unanimously.