



**Thursday, May 4, 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: Sarah Noble-Moag, H. Upson, T. Felton  
 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 3:05 p.m. in the Innovation Zone Conference Room.

**2. CHAIRMAN'S REPORT & ACTIVITIES**

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

**2b. Minutes: March 2, 2017** –

**C. Yunker made a motion to approve the March 2, 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. Board Member Training** – J. Rizzo shared that the Authorities Budget Office (ABO) issued policy guidance regarding board member training. 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 Agency's current practice is that each board member must participate in training within 12 months of their appointment.

J. Rizzo feels that participating in the training at the beginning of each term (approx. every 6 years) would be sufficient.

The Committee agreed that training at the beginning of each term was sufficient and requested that the staff put together a policy for the Committee to review at the next meeting.

**3b. GGLDC Board Member Appointment** – J. Rizzo shared that there will be two vacancies on the GGLDC board created by Matt Gray's resignation and Hollis Upson's term expiration of June 30, 2017.

J. Rizzo suggested querying H. Upson on his interest in being reappointed to the GGLDC Board. If he is interested in renewing his term, he would suggest reappointing him to the GGLDC for another 6-year term. The other issue at hand is whether the Committee wants five members of the GCEDC Board also being members of the GGLDC Board. This has been the most recent practice and before changing that there should be some more discussion.

J. Rizzo suggests bringing this topic forward to next month's meeting for more discussion.

**3c. Officer Appointments** - Tabled until next month.

**3d. 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 the bank accounts.

**C. Yunker made a motion to recommend approval of the Authorization for Individuals to Obtain Bank Acct. Information; 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.**

**3e. Authorized Signers of Contracts, Agreements, Etc.** - L. Farrell shared that currently the authorized signers of agreements, contracts, etc. are the Chair (per Bylaws), Vice Chair (per Bylaws), President & CEO (Per Bylaws), Sr. VP of Operations and VP of Business Development.

**C. Yunker made a motion to recommend approval for Authorized Signers of Contracts, Agreements, Etc.; 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.**

**3f. Annual Project Performance Review –** M. Masse shared that all projects that receive financial assistance are required to report certain information about their project's performance, including total jobs, on an annual basis to the GCEDC. This information is reported into the Public Authorities Reporting Information System (PARIS). The Committee reviewed a spreadsheet that shows all projects that were reported into the 2016 PARIS system and their original job creation goals, and how many jobs they have reported since the inception of their project, along with any explanations as to why those goals have not been achieved as of 12/31/16. The spreadsheet notes which projects have not met all the project requirements.

C. Yunker wonders if there is a way to come up with some type of metrics to follow, rather than picking and choosing companies subjectively, that would help in guiding the Committee in their decision on whether to cancel benefits, or recapture them if possible. A percentage of their job goals might help in order to categorize the out of compliance projects by severity and possibly narrow down the number of projects we are looking at.

M. Masse shared that the staff currently calculates percentages of company's job creation goals, however, it became a struggle determining if 75% of 100 jobs was better or worse than 75% of 6 jobs.

P. Battaglia shared that in his opinion, he would like to see all projects that are out of compliance with the project requirements, for one or multiple. He doesn't want the metrics to exclude some of these projects. He feels that the list of out of compliance projects is not that long and feels that the Committee should look at each one individually and make then a determination.

J. Rizzo suggest bringing this information forward to future committee meeting for the Committee to review in more detail, project by project with the staff.

**3g. Code of Ethics –** J. Rizzo shared that the board meeting is expected to have full attendance by its members today. The idea would be to report to the full Board the two alternatives that were included in the meeting materials and share that the Committee will not be making a formal recommendation but would rather the two alternatives be up for a vote by the full Board.

#### **4. ADJOURNMENT**

As there was no further business, M. Wiater made a motion to adjourn at 3:31 p.m., seconded by P. Battaglia, and passed unanimously.