

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

Meeting Agenda – Governance & Nominating Committee
Genesee Gateway Local Development Corp.
Thursday, September 7, 2017
Location: Innovation Zone, Suite 107; 3:45 p.m.

Page #	Topic	Discussion Leader	Desired Outcome
	1. Call To Order – Enter Public Session	T. Felton	
2-4	2. Chairman’s Report & Activities 2a. Agenda Additions / Other Business 2b. Minutes: June 1, 2017	T. Felton	Vote
5-6	3. Discussions / Official Recommendations to the Board: 3a. Officer Appointments - Vice Chair - Treasurer 3b. Code of Ethics	T. Felton L. Farrell	Disc / Vote Disc / Vote
	4. Adjournment	T. Felton	Vote



Thursday, June 1 2017
Governance & Nominating Committee Meeting – GGLDC
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:	P. Battaglia, J. Rizzo, M. Wiater, P. Zeliff
Staff:	S. Hyde, 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 3:38 p.m. in the Innovation Zone Conference Room.

2. CHAIRMAN'S REPORT & ACTIVITIES

2a. Agenda Additions / Other Business – None.

2b. Minutes: May 4, 2017

H. Upson made a motion to approve the May 4, 2017 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 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 GGLDC Board.

T. Felton: Suggested following suit with the GCEDC and making no changes to the 'Training' section of the policy.

L. Farrell: We are suggesting removing the 'Separation of Board and Management' section of this policy. This deletion is to remain consistent with what is allowed in the by-laws.

H. Upson made a motion to recommend approval of the Board of Directors Duties and Responsibilities 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.

3b. 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 / President / CEO - T. Felton

Vice-Chair -	H. Upson
Treasurer -	Vacant
Secretary -	S. Noble-Moag

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

S. Noble-Moag made a motion to recommend approval of Officer Appointments as presented; 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.

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

S. Noble-Moag made a motion to recommend approval of the Procurement Policies and Procedures as presented; 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.

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

S. Noble-Moag made a motion to recommend approval of the Investment Policy as presented; 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.

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

S. Noble-Moag made a motion to recommend approval of the Disposition of Property Guidelines as present; 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.

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

S. Noble-Moag made a motion to recommend approval of the Governance & Nominating Committee Charter as presented; 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, C. Yunker made a motion to adjourn at 3:44 p.m., seconded by H. Upson, and passed unanimously.

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GENESEE GATEWAY LOCAL DEVELOPMENT CORPORATION

CODE OF ETHICS

The members of the board (the "Board") of the Genesee Gateway Local Development Corporation (the "Corporation"), a duly established public benefit corporation of the State of New York (the "State"), along with the officers and staff of the Corporation, shall comply with and adhere to the provisions of this Code of Ethics ("Code") adopted pursuant to and in accordance with Section 2824 of the Public Authorities Law and Article 18 of the General Municipal Law of the State.

ARTICLE I CONFLICTS OF INTEREST

A conflict or a potential conflict exists whenever an officer or employee has an interest, direct or indirect, which conflicts with their duty to the Corporation or which could adversely affect an individual's judgment in the discharge of his or her responsibilities. No officer or employee shall:

1. Take action or participate in any manner whatsoever in his or her official capacity in the discussion, negotiation or the awarding of any contract or in any business or professional dealings with the Corporation in which the official or employee has or will have an interest, direct or indirect, in such contract or professional dealings.
2. Engage in, solicit, negotiate for or promise to accept private employment or render services for his or her personal benefit when such employment or service creates a conflict or impairs the proper discharge of his or her official duties.
3. Directly or indirectly solicit, accept, or agree to accept any gift or financial benefit from any person, other than a family member, who the Corporation officer or employee knows is considering, has, or within the previous twelve months has had, any business dealing with the Corporation that involves any discretionary act by the Corporation officer or employee. An Corporation officer or employee may accept from such person a gift or gifts which are customary on family, social, holiday or civic occasions, provided they do not total more than seventy-five dollars from any person within any calendar year, and further provided that they were not received under circumstances in which it reasonably might be inferred that such gift or gifts were intended to influence the officer or employee in the performance of his or her official duties or reward him or her for any official action. A gift or financial benefit shall include money, services, loan, travel, entertainment, hospitality, thing or promise thereof, or any other gratuity or promise thereof, including any financial transaction on terms not available to the general public, but shall not include a campaign contribution. Travel, room and board expenses incurred in the performance of official duties providing a legitimate public purpose shall be excluded from the provisions of this section.
4. Disclose confidential financial information acquired in the course of his or her official duties or use such information to further his or her personal interests.

5. Take action on a matter before the Corporation when, to his or her knowledge, the performance of that action would provide a pecuniary or material benefit to himself or herself.

ARTICLE II PROCEDURES FOR DISCLOSURE

All directors, officers or employees of the Corporation shall adhere to the following procedures:

1. All conflicts of interest shall be disclosed in writing to the Ethics Officer as soon as practicable after learning of the conflict. In addition, in the event a director on the board of the Corporation has a conflict, he or she shall verbally disclose the conflict during a public session of a board meeting at which the matter creating the conflict appears on the agenda. Such verbal disclosure shall be recorded in the minutes of the meeting and be made part of the public record.

2. The director, officer or employee with the conflict of interest shall refrain from participating in discussions or decisions on the matter creating the conflict. In addition, in the event a director on the board of the Corporation has a conflict, he or she shall recuse him or herself from any deliberations and abstain from voting on such matter creating the conflict.

ARTICLE III PENALTIES

Failure to comply with this Policy may result in penalties as provided for in law.

ARTICLE IV ETHICS OFFICER

The Corporation's Board shall designate an officer, director or employee of the Corporation to serve as the Ethics Officer of the Corporation. In the event of a vacancy, the Corporation Board Chair shall serve as the Ethics Officer until such time as the Corporation Board appoints a successor.

ARTICLE V PROHIBITED CONFLICTS OF INTEREST

General Municipal Law ("GML") Article 18 regulates financial conflicts of interest of directors, officers and employees of the Corporation. Therefore, notwithstanding any other provision contained in this Policy, financial conflicts of interest shall be governed by Article 18 of the GML.

Approved and adopted this ____ day of _____.