

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

Meeting Agenda – Governance & Nominating Committee

Genesee Gateway Local Development Corp.

Thursday, February 7, 2019

Location: Innovation Zone, Suite 107; 3:30 p.m.

Page #	Topic	Discussion Leader	Desired Outcome
	1. Call to Order – Enter Public Session	S. Noble-Moag	
2-5	2. Chairman's Report & Activities 2a. Agenda Additions / Other Business 2b. Minutes: June 7, 2018	S. Noble-Moag	Vote
	3. Discussions / Official Recommendations to the Board:		
6	3a. Board Self Evaluation Process / Questionnaire	L. Farrell	Discussion
7	3b. Committee Self Evaluation Process / Questionnaire	L. Farrell	Discussion
8	3c. Authority Self Evaluation of Prior Year Performance	M. Masse	Disc / Vote
9-10	3d. Mission Statement and Measurement Report	M. Masse	Disc / Vote
	4. Adjournment	S. Noble-Moag	Vote



Thursday, June 7, 2018
Governance & Nominating Committee Meeting – GGLDC
Innovation Zone Conference Room – Suite 107
3:30 pm

MINUTES

ATTENDANCE

Committee Members:	T. Felton, S. Noble-Moag, G. Torrey
GCEDC/GGLDC Board Members:	
Staff:	L. Farrell, M. Masse, E. Richardson, P. Kennett, S. Hyde
Guests:	A. Young (GCEDC Board Member)
Absent:	C. Yunker

1. CALL TO ORDER / ENTER PUBLIC SESSION

T. Felton called the meeting to order at 3:46 p.m. in the Innovation Zone Conference Room.

2. CHAIRMAN’S REPORT & ACTIVITIES

2a. Agenda Additions / Other Business

2b. Minutes: February 1, 2018

S. Noble-Moag made a motion to approve the February 1, 2018 meeting minutes as presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

T. Felton -	Yes
G. Torrey -	Yes
C. Yunker -	Absent
S. Noble-Moag -	Yes

The item was approved as presented.

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

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

Chair / President / CEO -	T. Felton
Vice-Chair -	D. Cunningham
Treasurer -	G. Torrey
Secretary -	S. Noble-Moag

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

G. Torrey made a motion to approve the slate of officers as presented; the motion was seconded S. Noble-Moag. Roll call resulted as follows:

T. Felton - Yes
G. Torrey - Yes
C. Yunker - Absent
S. Noble-Moag - Yes

The item was approved as presented.

3b. Authorizations 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 bank accounts and to transfer funds between accounts.

G. Torrey made a motion to recommend approval authorizing L. Farrell and P. Kennett to obtain bank account information; the motion was seconded by S. Noble-Moag. Roll call resulted as follows:

T. Felton - Yes
G. Torrey - Yes
C. Yunker - Absent
S. Noble-Moag - Yes

The item was approved as presented.

3c. Authorized Signer of Contracts, Agreements, Etc.– L. Farrell shared that, per the Bylaws, the Chair and the Vice-Chair are authorized signers of agreements, contracts deeds and any other instruments as approved by the Board or operational items within the approved budget limits.

S. Noble-Moag made a motion to recommend approval of the authorized signers of contracts, agreements, etc. as presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

T. Felton - Yes
G. Torrey - Yes
C. Yunker - Absent
S. Noble-Moag - Yes

The item was approved as presented.

3d. 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 G. Torrey. Roll call resulted as follows:

T. Felton - Yes
G. Torrey - Yes
C. Yunker - Absent
S. Noble-Moag - Yes

The item was approved as presented.

3e. 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 G. Torrey. Roll call resulted as follows:

T. Felton -	Yes
G. Torrey -	Yes
C. Yunker -	Absent
S. Noble-Moag -	Yes

The item was approved as presented.

3f. 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 presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

T. Felton -	Yes
G. Torrey -	Yes
C. Yunker -	Absent
S. Noble-Moag -	Yes

The item was approved as presented.

3g. 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 G. Torrey. Roll call resulted as follows:

T. Felton -	Yes
G. Torrey -	Yes
C. Yunker -	Absent
S. Noble-Moag -	Yes

The item was approved as presented.

3h. Committee Self-Evaluation Questionnaire – L. Farrell shared that as previously discussed, and as stated in the Committee Charter, the Committee should be performing self-evaluations of their performance on an annual basis. L. Farrell provided the Committee with a few options for a questionnaire which will be distributed to all Committee members to fill out during this process.

L. Farrell shared that she will draft the questionnaire and bring it back to the next meeting for review.

3i. Code of Ethics – L. Farrell shared that this policy is not required to be approved annually but was brought back to be reviewed per the request of the Committee. There are no suggested changes at this time.

4. ADJOURNMENT

As there was no further business, S. Noble-Moag made a motion to adjourn at 3:53 p.m., seconded by G. Torrey, and passed unanimously.

Confidential Evaluation of Board Performance

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree	Comments:
1 Board members have a shared understanding of the mission and purpose of the authority.					
2 The policies, practices and decisions of the Board are always consistent with this mission.					
3 Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.					
4 The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.					
5 The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.					
6 The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.					
7 Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.					
8 Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.					
9 The Board meets to review and approval all documents and reports prior to public release and is confident that the information being presented is accurate and complete.					
10 The Board knows that statutory obligations of the Authority and if the Authority is in compliance with state law.					
11 Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.					
12 Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.					
13 Individual Board members feel empowered to delay votes, defer agenda items, or table actions they feel additional information or discussion is required.					
14 The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.					
15 The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.					
16 Board members demonstrate leadership and vision and work respectfully with each other.					
Additional Comments:					
Date Completed:	Entity: GCEDC / GGLDC / GCFC (circle one)				

Governance Committee Self-Evaluation

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree	Comments:
Do Committee members understand the Committee's charter, duties & responsibilities as exhibited by its formal agendas, actions and reports?					
Do Committee members feel that the duties and responsibilities in the Committee's charter have been fulfilled?					
Is the Committee comprised of members who are independent as defined by the NYS Authorities Budget Office and who bring a body of expertise, knowledge, and experience necessary to understand and fulfill the goals and duties of the Committee?					
Does the Committee require a member to recuse him / herself if an appearance of a financial or other conflict might appear to influence a vote of the committee member or the committee as a whole?					
Does the Committee require a member to acknowledge a financial conflict of interest, as defined in Board policy, with any project or action that has come before the Committee during the tenure of the Committee member?					
Does the Committee receive advance copies of agendas and supporting material necessary for it to make an informed determination or recommendation to the Board.					
Does the Committee acknowledge and encourage open discussion by its members and staff during committee meetings?					
Does the Committee present a self-evaluation to the Board annually, including an examination of the Committee Charter?					
Additional Comments:					
Date Completed:			Entity (Circle One): GCEDC / GGLDC / GCFC		

Authority Self-Evaluation of Prior Year Performance

Local Public Authority Name: Genesee Gateway Local Development Corporation (GGLDC)

2018 Measurements:

1. Actively maintain and enhance other shovel-ready and high-tech commercialization assets owned by GGLDC in Genesee County.
2. Support the GCEDC economic development and selling process helping to facilitate capital investment and job creation commitments and tax base enhancement in the community.

2018 Budgeted goals versus actual results:

1. In 2018, the GGLDC continued to actively market and promote all of its shovel-ready and high-tech commercialization assets, while performing normal maintenance such as mowing, building maintenance and sign care. The GGLDC is also constantly reviewing the industry requirements of companies to ensure that our corporate business parks have the necessary infrastructure to be competitive and meet those potential companies' needs.
2. Supported the GCEDC economic development and selling processes, helping to facilitate capital investment and job creation commitments and tax base enhancement in the community.

New York State Local Public Authority Mission Statement and Measurement Report

Local Public Authority Name: Genesee Gateway Local Development Corporation (GGLDC)

Fiscal Year: January 1, 2019 – December 31, 2019

Enabling Legislation (enables Local Public Authority Mission Statement): LDCs are formed and empowered to conduct certain projects pursuant to Not-For-Profit Corporation Law § 1411. Distinguished from IDAs (which exist as public benefit corporations), LDCs are established as charitable corporations that are empowered to construct, acquire, rehabilitate and improve for use by others, industrial or manufacturing plants in the territory in which its operations are principally to be conducted ("Benefited Territory") and to make loans. LDCs can provide financial assistance for the construction, acquisition, rehabilitation, improvement, and maintenance of facilities for others in its Benefited Territory. Specific LDC powers include the ability to: (i) disseminate information and furnish advice, technical assistance and liaison services to Federal, State and local authorities; (ii) to acquire by purchase, lease, gift, bequest, devise or otherwise, real or personal property; and (iii) to borrow money and to issue negotiable bonds, notes and other obligations. LDCs are empowered to sell, lease, mortgage or otherwise dispose of or encumber facilities or any real or personal property or any interest therein.

Mission Statement: GGLDC's mission is to assist local economic development efforts by making real estate development investments to bolster shovel-ready tech and industrial park development and to provide tax and other related financial assistance to commercially viable projects in Genesee County thereby enabling the continued development of a sustainable long-term economy.

2019 Measurements:

1. Actively maintain and enhance other shovel-ready and high-tech commercialization assets owned by GGLDC in Genesee County.
2. Support the GCEDC economic development and selling process helping to facilitate capital investment and job creation commitments and tax base enhancement in the community.

Authority Stakeholder(s): Genesee County Legislature

Authority Beneficiaries: The residents and taxing jurisdictions of Genesee County

Authority Customers: The Business Community of Genesee County

Authority self-evaluation of prior year performance (based upon established measurements): To Be provided by March 31, 2020 related to 2019 performance.

Governance Certification:

1. Have the Board members acknowledged that they have read and understood the mission of the public authority?

Board of Directors Response: Yes

2. Who has the power to appoint management of the public authority?

Board of Directors Response: The Board of Directors

3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority.

Board of Directors Response: The Board has not adopted a final, written policy; however, the Board follows the prudent and reasonable past practice of appointing responsible individuals.

4. Briefly describe the role of the Board and the role of management in the implementation of the mission.

Board of Directors Response: The role of the Board regarding the implementation of the public authority's mission is to provide strategic input, guidance, oversight, mission authorization, policy setting and validation of the authority's mission, measurements and results. The role of management is to collaborate with the Board in strategy development / strategy authorization and to implement established programs, processes, activities and policies to achieve the public authority's mission.

5. Has the Board acknowledged that they have read and understood the response to each of these questions?

Board of Directors Response: Yes