



Wednesday, July 8, 2015
Governance & Nominating Committee Meeting – GGLDC
Andrews Conference Room – Suite 106
4:00 p.m.

MINUTES

ATTENDANCE

Committee Members: T. Felton, C. Yunker, H. Upson
Staff: S. Hyde, L. Farrell, M. Masse, E. Richardson, C. Suozzi
Guests: J. Rizzo
Absent:

CALL TO ORDER / ENTER PUBLIC SESSION

T. Felton called the meeting to order at 4:00 p.m. in the Genesee County Economic Development Conference Room.

CHAIRMAN'S REPORT & ACTIVITIES

2a. Agenda additions / other business – No additions to the agenda were made.

2b. Minutes: March 5, 2015

H. Upson made a motion to approve the March 5, 2015 minutes; the motion was seconded by C. Yunker. Roll call resulted as follows:

T. Felton - Yes
C. Yunker - Yes
H. Upson - Yes

The item was approved as presented.

DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

3a. Officers - L. Farrell shared that the GGLDC does not have a Vice-Chairperson or Treasurer appointed. All other positions are filled but can be changed as the committee so chooses.

T. Felton suggested that H. Upson be the Vice-Chair, S. Noble-Moag be the Secretary and W. Hinchey be the Treasurer.

H. Upson made a motion to recommend the 2015-2016 slate of officers as follows: T. Felton, Chairman/President & CEO, H. Upson, Vice-Chairperson, S. Noble-Moag, Secretary, and W. Hinchey, Treasurer with all terms ending June 30, 2016; the motion was seconded by C. Yunker. Roll call resulted as follows:

T. Felton - Yes
C. Yunker - Yes
H. Upson - Yes

The item was approved as presented.

3b. Committee Appointments – L. Farrell shared that there are several committee vacancies that are up for review and recommendation by the Committee.

C. Yunker shared that he would suggest a change in the Bylaws to allow the Chairperson to determine committee appointments and in turn strengthen the power of the Chair. He believes that this practice is consistent with other Boards that he’s served on, it strengthens the Board Chair, he thinks that it is good governance, and believes that it is very appropriate for this Board. This would also be a reflection of the changes suggested by the GCEDC Governance Committee.

C. Yunker made a motion to recommend a change in the Bylaws to allow the Board Chairperson to appoint a new slate of committee members at the beginning of their term without full Board approval; the motion was seconded by H. Upson. Roll call resulted as follows:

T. Felton - Yes
C. Yunker - Yes
H. Upson - Yes

The item was approved as presented.

3c. Bank Account Authorized Signers – L. Farrell asked the Board to review the current list of bank signers and made any necessary changes.

T. Felton shared that it makes the most sense to mirror the GCEDC and recommended that the Audit & Finance Committee members be the check signers.

C. Yunker made a motion to recommend the Audit & Finance Committee members as Authorized Bank Signers; the motion was seconded by H. Upson. Roll call resulted as follows:

T. Felton - Yes
C. Yunker - Yes
H. Upson - Yes

The item was approved as presented.

3d. Authorized to Request Information Regarding Bank Accounts – L. Farrell shared that she and P. Kennett are not authorized bank account signers but need authorization to request information regarding bank accounts.

C. Yunker made a motion to recommend authorization to allow L. Farrell and P. Kennett to request information regarding bank accounts; the motion was seconded by H. Upson. Roll call resulted as follows:

T. Felton - Yes
C. Yunker - Yes
H. Upson - Yes

The item was approved as presented.

3e. Authorized Signers of Agreements, Contracts, 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. No approval is required. This is reviewed annually.

3f. Procurement Policy (Re-Adopt) – L. Farrell shared that this policy is required to be reviewed and re-adopted by the Board annually. No changes are being recommended today.

H. Upson made a motion to recommend approval of the Procurement Policy with no changes; the motion was seconded by C. Yunker. Roll call resulted as follows:

T. Felton -	Yes
C. Yunker -	Yes
H. Upson -	Yes

The item was approved as presented.

3g. Investment Policy (Re-Adopt) – L. Farrell shared that this policy is required to be reviewed and re-adopted by the Board annually. No changes are being recommended today.

C. Yunker made a motion to recommend approval of the Investment Policy with no changes; the motion was seconded by H. Upson. Roll call resulted as follows:

T. Felton -	Yes
C. Yunker -	Yes
H. Upson -	Yes

The item was approved as presented.

3h. Disposition of Real Property Guidelines (Re-Adopt) – L. Farrell shared that this policy is required to be reviewed and re-adopted by the Board annually. As mentioned in the GCEDC meeting the typo in Section 2 where it references Section 2 instead of Section 3 will be changed. Also the definition will be clarified and the policy will be brought forward at the next Board meeting.

H. Upson made a motion to recommend approval of the Disposition of Real Property Guidelines with no significant changes; the motion was seconded by C. Yunker. Roll call resulted as follows:

T. Felton -	Yes
C. Yunker -	Yes
H. Upson -	Yes

The item was approved as presented.

3i. Governance & Nominating Committee Charter (Re-Adopt) - L. Farrell shared that this charter is required to be reviewed and re-adopted by the Board annually.

C. Yunker shared that the section regarding the composition and selection of the committee discusses how the committee members are appointed by the Board. The wording should change given the previous recommendation to

amend the Bylaws to allow the Board Chair to appoint committee members without Board approval. He suggested that the Governance Committee review the wording at the next meeting.

No vote was taken.

ADJOURNMENT

As there was no further business, C. Yunker made a motion to adjourn at 4:15 p.m., seconded by H. Upson and passed unanimously.