



**GGLDC Governance & Nominating Committee Meeting**  
**Tuesday, May 31, 2022**  
**Location: Electronically**  
**10:30 a.m.**

**MINUTES**

**ATTENDANCE**

Committee Members: S. Noble-Moag, D. Cunningham, C. Yunker  
Staff: S. Hyde, L. Farrell, M. Masse, P. Kennett, L. Casey, J. Krencik, C. Suozzi  
Guests: M. Gray (GCEDC Board Member), P. Zelif (GCEDC/GGLDC Board Member)  
Absent: G. Torrey

**1. CALL TO ORDER / ENTER PUBLIC SESSION**

S. Noble-Moag called the meeting to order at 10:38 a.m. via conference call / video conference.

Governor Kathy Hochul signed legislation (S.50001 / A.40001) on September 2, 2021 extending virtual access to public meetings under NYS's Open Meetings Law, which allows virtual participation in local government meetings during the COVID-19 pandemic. This meeting is being held electronically via conference call / video conference instead of a public meeting open for the public to attend in person.

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

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

**2b. Minutes: February 3, 2022**

**C. Yunker made a motion to approve the February 3, 2022 meeting minutes as presented; the motion was seconded by D. Cunningham. Roll call resulted as follows:**

D. Cunningham - Yes  
G. Torrey - Absent  
C. Yunker - Yes  
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 30<sup>th</sup>. It is suggested to appoint the following slate of officers:

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

**C. Yunker made a motion to recommend approval to the full Board the reapproval of the current slate of officers; the motion was seconded by D. Cunningham. Roll call resulted as follows:**

- D. Cunningham - Yes
- G. Torrey - Absent
- C. Yunker - Yes
- S. Noble-Moag - Yes

**The item was approved as presented.**

**3b. Authorized to Request Information Regarding Bank Accounts -** L. Farrell shared that she and P. Kennett need to be authorized to request information regarding the bank accounts. No changes to this authorization are being suggested at this time.

**D. Cunningham made a motion to recommend to the full Board the approval of the authorized individuals to obtain bank account information as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:**

- D. Cunningham - Yes
- G. Torrey - Absent
- C. Yunker - Yes
- S. Noble-Moag - Yes

**The item was approved as presented.**

**3c. 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, etc.

**D. Cunningham made a motion to recommend to the full Board the approval of the authorized signers of contracts, agreements, etc. as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:**

- D. Cunningham - Yes
- G. Torrey - Absent
- C. Yunker - Yes
- S. Noble-Moag - Yes

**The item was approved as presented.**

**3d. Authorized Bank Signers-** Audit & Finance Committee members are authorized bank signers. All checks and/or line of credit withdrawals must be signed by two authorized signers.

**C. Yunker made a motion to recommend to the full Board the approval of the Authorized Bank Signers as presented; the motion was seconded by D. Cunningham. Roll call resulted as follows:**

- D. Cunningham - Yes
- G. Torrey - Absent
- C. Yunker - Yes
- S. Noble-Moag - Yes

**The item was approved as presented.**

P. Zeliff joined the meeting at 10:40.

**3e. Board Member Attendance** –GGLDC Board member attendance for 2021 and 2022 year to date was provided with meeting materials for review and discussion by the Committee. No discussion took place.

**3f. Code of Ethics** – L. Farrell stated that the Committee reviews this policy annually. No changes are being recommended; therefore no vote is required. S. Noble-Moag concurred with the importance of reviewing this policy annually to ensure that the Agency, along with the officers and staff, comply and adhere to the Code of Ethics.

**3g. Board Member Evaluation** - Evaluations have been completed and received by the Board Chair. The evaluation results were provided with meeting materials. All members completed the evaluation and there are no concerns for discussion.

**3h. Procurement Policies & Procedures** - L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

**C. Yunker made a motion to recommend to the full Board the approval of the Procurement Policies & Procedures as presented; the motion was seconded by D. Cunningham. Roll call resulted as follows:**

D. Cunningham - Yes  
G. Torrey - Absent  
C. Yunker - Yes  
S. Noble-Moag - Yes

**The item was approved as presented.**

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

**C. Yunker made a motion to recommend to the full Board the approval of the Investment Policy as presented; the motion was seconded by D. Cunningham. Roll call resulted as follows:**

D. Cunningham - Yes  
G. Torrey - Absent  
C. Yunker - Yes  
S. Noble-Moag - Yes

**The item was approved as presented.**

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

**C. Yunker made a motion to recommend to the full Board the approval of the Disposition of Property Guidelines as presented; the motion was seconded by D. Cunningham. Roll call resulted as follows:**

D. Cunningham - Yes  
G. Torrey - Absent  
C. Yunker - Yes  
S. Noble-Moag - Yes

**The item was approved as presented.**

**3k. Governance & Nominating Committee Charter** - L. Farrell shared that this charter is required to be reviewed annually. There has been a change in the Charter that has not been approved by the full Board. Therefore, a vote is required. The change was highlighted in yellow on page 35 of the meeting materials.

**D. Cunningham made a motion to recommend to the full Board the approval of the Governance & Nominating Committee Charter with the above-mentioned change; the motion was seconded by C. Yunker. Roll call resulted as follows:**

|                 |        |
|-----------------|--------|
| D. Cunningham - | Yes    |
| G. Torrey -     | Absent |
| C. Yunker -     | Yes    |
| S. Noble-Moag - | Yes    |

**The item was approved as presented.**

**3l. Committee Self-Evaluation-** The Committee evaluated its responsibilities and ability to carry out those responsibilities. The Committee is carrying out its duties in line with the Committee Charter.

#### **4. ADJOURNMENT**

As there was no further business, C. Yunker made a motion to adjourn at 10:56 a.m., seconded by D. Cunningham, and passed unanimously.