



**GGLDC Governance & Nominating Committee Meeting**  
**Thursday, May 6, 2021**  
**Location: Electronically**  
**3:00 p.m.**

**MINUTES**

**ATTENDANCE**

Committee Members: S. Noble-Moag, C. Yunker, D. Cunningham, G. Torrey

Staff: S. Hyde, L. Farrell, M. Masse, P. Kennett, L. Casey, J. Krencik, C. Suozzi

Guests: M. Gray (GCEDC Board Member), T. Bender  
(GCEDC/GGLDC Board Member)

Absent:

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

S. Noble-Moag called the meeting to order at 3:27 p.m. via conference call / video conference.

Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020 suspending the Open Meetings Law, 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: March 4, 2021**

**G. Torrey made a motion to approve the March 4, 2021 meeting minutes as presented; the motion was seconded by D. Cunningham. Roll call resulted as follows:**

D. Cunningham - Yes  
G. Torrey - Yes  
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

S. Noble-Moag will follow-up with T. Felton to see if he is willing to serve as the GGLDC Vice-Chair. Continued discussion and a vote will occur at the June Governance and Nominating Committee Meeting.

**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 - Yes  
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 - Yes  
C. Yunker - Yes  
S. Noble-Moag - Yes

**The item was approved as presented.**

**3d. Board Member Attendance –**GGLDC Board member attendance for 2020 and 2021 year to date was provided with Committee packet materials for review and discussion by the Committee. S. Noble-Moag noted that the Board should be commended for their solid attendance record.

**3e. Code of Ethics –** L. Farrell stated that the Committee had previously requested that this policy is reviewed annually. No changes are being recommended. However, if the Committee recommends any changes, L. Farrell will provide them to legal counsel for review. S. Noble-Moag asked for clarification regarding Article IV of the Code of Ethics. Specifically, she asked, “Who serves as the Ethics Officer?”. L. Farrell will report back to the Board.

**3f. STAMP Water Works Corp Board Appointments –** At the March 25, 2021 Board meeting, the following appointments were made to the Water and Sewer Works boards.

1. Pete Zelif – GCEDC Member
2. Paul Battaglia – GCEDC Member
3. Craig Yunker – GCEDC Member
4. TBD – GCEDC Member
5. Tim Hens – Professional Representative
6. Steve Mountain – Professional Representative

## 7. TBD - Town of Alabama Representative

The GGLDC previously agreed on a 7-member board with 4 of the 7 being GCEDC board members. The bylaws for both corporations allow the boards to be made up of between 3-9 members. With the current slate of board members, the corporations can meet, vote and operate without an additional appointment. However, that would result in 3 GCEDC members and 3 independent members on the boards.

The Town of Alabama Representative has not yet been determined. We will discuss amending the bylaws for these entities sometime in the future to allow the Town of Alabama to directly appoint one member to these boards.

The Town of Alabama representative, once selected by the Alabama Town Board, will have to be brought forward to the GGLDC Board for approval. Additionally, a GCEDC member must be appointed to the STAMP Water and Sewer Works Corp Boards. C. Yunker will confirm if A. Vanderhoof is willing to serve on these Boards at the next STAMP Committee Meeting in June. If possible, the Committee would like to vote on these remaining Board appointments at the next Governance and Nominating Committee meeting.

**3g. STAMP Sewer Works Corp Board Appointments** – At the March 25, 2021 Board meeting, the following appointments were made to the Water and Sewer Works boards.

1. Pete Zeliff – GCEDC Member
2. Paul Battaglia – GCEDC Member
3. Craig Yunker – GCEDC Member
4. TBD – GCEDC Member
5. Tim Hens – Professional Representative
6. Steve Mountain – Professional Representative
7. TBD - Town of Alabama Representative

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## 4. ADJOURNMENT

As there was no further business, C. Yunker made a motion to adjourn at 3:36 p.m., seconded by D. Cunningham, and passed unanimously.