



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 30th. 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.