



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

MINUTES

ATTENDANCE

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

1. CALL TO ORDER / ENTER PUBLIC SESSION

C. Yunker called the meeting to order at 3:01 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.

1a. Executive Session

M. Gray made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 3:02 p.m., for the following reasons:

1. The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

The motion was seconded by T. Bender and approved by all members present.

1b. Re-Enter Public Session

T. Bender made a motion to enter back into public session at 3:07 p.m., seconded by M. Gray and approved by all.

2. CHAIRMAN'S REPORT & ACTIVITIES

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

2b. Minutes: March 4, 2021

M. Gray made a motion to approve the March 4, 2021 meeting minutes as presented; the motion was seconded by T. Bender. Roll call resulted as follows:

P. Zeliff -	Absent
M. Gray-	Yes
C. Yunker -	Yes
T. Bender -	Yes

The item was approved as presented.

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

3a. GGLDC Board Member Appointments –M. Wiater and G. Torrey have terms ending on 6/30/21. The information below is provided for discussion.

- Gregg Torrey was appointed to the GGLDC Board on 1/19/17 to fulfill Wally Hinchey’s term.
- Mary Ann Wiater was appointed to the GGLDC Board on 8/2/13 with a term end date of 6/30/17 (coterminous with her GCEDC term). She was then reappointed in 2017 to fulfill Matt Gray’s GGLDC term.
- When the GCEDC approved term limits for the GGLDC, there was no mention of how many terms would be allowed.

In 2014, the GCEDC Board approved GGLDC Board Member term limits as follows:

- Four of the nine board positions will be independent of the GCEDC Board. Those four members will have 6-year terms.
- Five of the nine board positions will be held by GCEDC board members: coterminous with GCEDC appointments. Those five board positions will be filled with the four most senior members of GCEDC board AND legislative liaison OR the four most senior members of the GCEDC board AND any member that is chosen based on current circumstances at the time of vacancy.

G. Torrey confirmed that he is willing to continue to serve on the GGLDC Board for another term. D. Cunningham was asked to follow-up with M. Wiater to see if she is willing to serve another term on the GGLDC Board. If M. Wiater is not interested, Amy Vanderhoof and Marianne Clattenburg are eligible to serve on the GGLDC Board per the guidelines described above. Continued discussion and a vote will occur at the June Governance and Nominating Committee Meeting.

3b. Officer Appointments – The current slate of officers is set to expire on June 30th. It is suggested to approve the below listed slate of officers:

Chair -	P. Zeliff
Vice-Chair -	M. Gray
Secretary -	P. Kennett
Treasurer -	L. Farrell
President/CEO -	S. Hyde

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

T. Bender made a motion to recommend approval to the full Board the reapproval of the current slate of officers; the motion was seconded by M. Gray. Roll call resulted as follows:

P. Zeliff -	Absent
M. Gray-	Yes

C. Yunker - Yes
T. Bender - Yes

The item was approved as presented.

3c. 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.

M. Gray 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 T. Bender. Roll call resulted as follows:

P. Zelif - Absent
M. Gray - Yes
C. Yunker - Yes
T. Bender - Yes

The item was approved as presented.

3d. Authorized Signers of Agreements, Contracts, etc. – L. Farrell shared that currently the authorized signers of agreements, contracts, etc. are the Chair (per Bylaws), Vice Chair (per Bylaws), President & CEO (Per Bylaws), Sr. VP of Operations and VP of Business Development. No changes are being suggested at this time.

T. Bender 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 M. Gray. Roll call resulted as follows:

P. Zelif - Absent
M. Gray - Yes
C. Yunker - Yes
T. Bender - Yes

The item was approved as presented.

3e. Board Member Attendance – GCEDC Board member attendance for 2020 and 2021 year-to-date was provided with Committee packet materials for review and discussion by the Committee. C. Yunker noted that the Board should be commended for their solid attendance record.

3f. 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.

3g. Annual Project Performance Review - All projects that receive financial assistance are required to report certain information about their project’s performance, including total jobs, on an annual basis to the GCEDC. This information is then reported into the Public Authorities Reporting Information System (PARIS). M. Masse stated that the performance review had been provided to the Committee in Executive Session. C. Yunker stated that we acknowledge that we have reviewed all projects and their current state,

while also taking into consideration the current economic environment. The Committee recommends no further action at this time.

4. ADJOURNMENT

As there was no further business, M. Gray made a motion to adjourn at 3:26 p.m., seconded by T. Bender, and passed unanimously.