



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

MINUTES

ATTENDANCE

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

1. CALL TO ORDER / ENTER PUBLIC SESSION

C. Yunker called the meeting to order at 3:03 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

P. Zeliff made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 3:04 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 M. Gray and approved by all members present.

1b. Re-Enter Public Session

M. Gray made a motion to enter back into public session at 3:08 p.m., seconded by P. Zeliff and approved by all.

2. CHAIRMAN’S REPORT & ACTIVITIES

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

2b. Minutes: May 6, 2021

T. Bender made a motion to approve the May 6, 2021 meeting minutes as presented; the motion was seconded by M. Gray. Roll call resulted as follows:

P. Zeliff - Yes
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 was 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. M. Wiater declined reappointment to the GGLDC Board. Her term will expire on 6/30/21.

M. Gray made a motion to recommend to the full Board the reappointment of G. Torrey to the GGLDC Board; the motion was seconded by T. Bender. Roll call resulted as follows:

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

The item was approved as presented.

P. Zeliff made a motion to recommend to the full Board the appointment of Phil Call to the GGLDC Board to replace M. Wiater as an independent member; the motion was seconded by T. Bender. Roll call resulted as follows:

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

The item was approved as presented.

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

P. Zeliff made a motion to recommend to the full Board the approval of the Procurement Policies and Procedures as presented; the motion was seconded by M. Gray. Roll call resulted as follows:

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

The item was approved as presented.

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

T. Bender made a motion to recommend to the full Board the approval of the Investment Policy as presented; the motion was seconded by P. Zeliff. Roll call resulted as follows:

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

The item was approved as presented.

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

T. Bender made a motion to recommend to the full Board the approval of the Disposition of Property Guidelines as presented; the motion was seconded by P. Zeliff. Roll call resulted as follows:

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

The item was approved as presented.

3e. Governance & Nominating Committee Charter – L. Farrell shared that this charter is required to be reviewed annually.

M. Gray made a motion to approve the Governance & Nominating Committee Charter as presented; the motion was seconded by T. Bender. Roll call resulted as follows:

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

The item was approved as presented.

3f. Code of Ethics – L. Farrell stated that the Committee had reviewed this policy at the last Committee meeting. No changes are being recommended by staff, but S. Noble-Moag had asked for clarification regarding Article IV of the Code of Ethics. L. Farrell reported back to the committee that, per the policy, the Ethics Officer defaults to the Board Chair. The Committee requested that the policy language should state that the Ethics Officer “*is*” the Board Chair as opposed to “*defaults*” to the Board Chair.

3g. 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.

G. Torrey joined the meeting at 3:22 p.m. C. Suozzi joined the meeting at 3:29 p.m.

3h. Loewke Brill Consulting Discussion – At the October 1, 2019 meeting, the GCEDC staff presented a sample proposal from Loewke Brill Consulting Group, Inc. on how they could assist companies that will have to report to the GCEDC under the local labor reporting requirements, including assistance with waiver requests and finding local contractors to bid their projects. Included with meeting materials is an example fee structure that Loewke Brill Consulting provided to the GCEDC.

Fund Commitment: None. Fees to be paid would be covered by companies. Funds would be collected from companies and held in escrow by the GCEDC to be used for their services.

C. Yunker stated that the Local Labor Policy should be reviewed at the next committee meeting for continued discussion regarding a potential change to the existing policy language. The potential change in policy would **require** those companies that are subject to the local labor policy to hire an outside consultant to assist in reviewing any waiver requests that may be submitted.

P. Zeliff made a motion to recommend to the full Board the approval of the proposal from Loewke Brill Consulting as presented on the large projects currently underway, including Plug Power, Ellicott Station, and Excelsior Energy; the motion was seconded by M. Gray. Roll call resulted as follows:

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

The item was approved as presented.

4. ADJOURNMENT

As there was no further business, M. Gray made a motion to adjourn at 3:36 p.m., seconded by T. Bender, and passed unanimously.