

**GCEDC Governance & Nominating Committee Meeting
Monday, June 3, 2019
GCEDC Conference Room
3:00 p.m.**

MINUTES

ATTENDANCE

Committee Members: C. Yunker, A. Young, P. Zeliff
GCEDC/GGLDC Board Members:
Staff: S. Hyde, L. Farrell, M. Masse, E. Richardson, P. Kennett, J. Krencik
Guests:
Absent: P. Battaglia

1. CALL TO ORDER / ENTER PUBLIC SESSION

C. Yunker called the meeting to order at 3:10 p.m. in the Andrews Conference Room.

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 3:10 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 A. Young and approved by all members present.

1b. Re-Enter Public Session

P. Zeliff made a motion to enter back into public session at 3:38 p.m., seconded by A. Young and approved by all.

2. CHAIRMAN'S REPORT & ACTIVITIES

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

2b. Minutes: May 2, 2019

A. Young made a motion to approve the May 2, 2019 meeting minutes as presented; the motion was seconded by P. Zeliff. Roll call resulted as follows:

P. Zeliff - Yes
A. Young- Yes
C. Yunker - Yes
P. Battaglia - Absent

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 reappoint the current slate of officers, with the notion that vacancies may occur and will be dealt with as they arise. The current slate of officers are as follows:

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

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

P. Zeliff made a motion to recommend appointment of the Officers as presented; the motion was seconded by A. Young. Roll call resulted as follows:

| | |
|----------------|--------|
| P. Zeliff - | Yes |
| A. Young- | Yes |
| C. Yunker - | Yes |
| P. Battaglia - | Absent |

The item was approved as presented.

3b. 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). There are other items that companies need to comply with in accordance with the terms of their PILOT agreement to be considered “performing” besides job creation. These items are the submittal of the Annual Project Report, staying under the amount of the sales tax exemption they were awarded, remaining current on their PILOT payments and maintaining insurance limits as stated in the Leaseback agreements.

Based on feedback we received during the annual project review for 2018, we have decided to present the information to the Governance Committee in different subset groups. All projects that reported to the GCEDC and were uploaded into PARIS are still being presented before the Committee.

1. Projects that are in compliance with all terms of their PILOTs and Leaseback Agreements. (42)
2. Projects that are not in compliance with the job commitment numbers but are still in the 1 + 3 timeframe. (6)
3. Projects that are not in compliance with the jobs or insurance requirements, but their PILOTs are set to expire by 12/31/19. (9)
4. Projects that are not in compliance with the job creation pledges. (13)

All “underperforming” companies were reviewed and discussed with the Committee in Executive Session. The Committee determined that no action needed to be taken at this time.

3c. Procurement Policies and 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 approval of the Procurement Policies and Procedures to the full Board as presented; the motion was seconded by A. Young. Roll call resulted as follows:

| | |
|----------------|--------|
| P. Zeliff - | Yes |
| A. Young- | Yes |
| C. Yunker - | Yes |
| P. Battaglia - | Absent |

The item was approved as presented.

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

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

| | |
|----------------|--------|
| P. Zeliff - | Yes |
| A. Young- | Yes |
| C. Yunker - | Yes |
| P. Battaglia - | Absent |

The item was approved as presented.

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

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

| | |
|----------------|--------|
| P. Zeliff - | Yes |
| A. Young- | Yes |
| C. Yunker - | Yes |
| P. Battaglia - | Absent |

The item was approved as presented.

3f. Governance & Nominating Committee Charter – L. Farrell shared that this charter is required to be reviewed and approved annually. L. Farrell is recommending one change to the Charter. It was requested by the Employment & Compensation Committee that under ‘Other Responsibilities’ the following language be added: “Annual review of general performance relative to budget, capital investment and jobs created.”

P. Zeliff suggested adding “of the Agency” to distinguish whose performance they would be reviewing.

The addition will now read as follows: “Annual review of general performance of the Agency relative to budget, capital investment and jobs created.”

P. Zeliff made a motion to recommend approval of the Governance & Nominating Committee Charter with the presented change to the full Board; the motion was seconded by A. Young. Roll call resulted as follows:

| | |
|-------------|-----|
| P. Zeliff - | Yes |
| A. Young- | Yes |

C. Yunker - Yes
P. Battaglia - Absent

The item was approved as presented.

3g. Code of Ethics - L. Farrell shared that the Committee requested this policy be reviewed annually. No changes are being recommended. The Committee is comfortable with the policy in place.

4. ADJOURNMENT

As there was no further business, P. Zeliff made a motion to adjourn at 3:54 p.m., seconded by A. Young, and passed unanimously.