

GCEDC Governance & Nominating Committee Meeting
Thursday, May 1, 2025
Location – 99 MedTech Drive, Innovation Zone
3:00 p.m.

MINUTES

ATTENDANCE

Committee Members: P. Zeliff, C. Yunker, K. Manne,
Staff: L. Farrell, M. Masse, C. Suozzi, E. Finch, J. Krencik, P. Kennett
Guests: S. Noble-Moag (GGLDC Board Member), D. Cunningham (GGLDC Board Member), R.
Gaenzle (Harris Beach)
Absent: M. Clattenburg

1. CALL TO ORDER / ENTER PUBLIC SESSION

C. Yunker called the meeting to order at 3:01 p.m. in the Innovation Zone.

1a. Enter Executive Session

P. Zeliff made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 3:02 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.
2. The proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.

The motion was seconded by K. Manne and approved by all members present.

1b. Re-Enter Public Session

P. Zeliff made a motion to enter back into public session at 3:23 p.m., seconded by K. Manne and approved by all.

2. CHAIRMAN'S REPORT & ACTIVITIES

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

2b. Minutes: February 6, 2025

K. Manne made a motion to approve the February 6, 2025 meeting minutes as presented; the motion was seconded by P. Zeliff. Roll call resulted as follows:

P. Zeliff -	Yes
M. Clattenburg-	Absent
C. Yunker -	Yes

The item was approved as presented.

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

3a. Video Conferencing – R. Gaenzle stated that participation and quorum counting from a Board member that is not present can occur via videoconference for extraordinary circumstances only. Extraordinary circumstances include things like health issues and family care but do not include vacations or business travel. This is allowable after the Board holds a public hearing related to this matter and adopts a related policy. Other IDAs have adopted similar policies.

C. Yunker stated that it is preferable to have Board members attend in person; however, if a Board member is only able to participate via videoconferencing it is better than not having their input at all.

The Governance Committee will update the Board on the videoconferencing discussion at the Board meeting. The Governance Committee will advise the Board that staff and counsel are instructed to conduct a public hearing to comply with extraordinary circumstances for videoconferencing purposes. Additionally, staff will contact the Agency's lobbyists and local politicians to seek a change in the law to allow for a quorum vote by videoconferencing.

The Committee voted on agenda items 3b through 3e collectively. The approval for these items follows agenda item 3e.

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

Chair -	P. Zelif
Vice-Chair -	M. Gray
Secretary -	P. Kennett
Treasurer -	L. Farrell
President/CEO -	M. Masse

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 and to transfer funds between accounts for the GCEDC.

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) and C. Suozzi.

3e. Authorized Bank Signers - Audit & Finance Committee members are authorized bank signers, along with M. Masse. All GCEDC checks must be signed by two authorized signers. All checks must be signed by at least one board member.

Line of credit withdrawals must be signed by two authorized signers. All lines of credit withdrawals must be signed by at least one board member.

P. Zeliff made a motion to recommend to the full Board the approval of agenda items 3b-3e as presented; the motion was seconded by K. Manne. Roll call resulted as follows:

P. Zeliff -	Yes
M. Clattenburg-	Absent
C. Yunker -	Yes
K. Manne -	Yes

These items were approved as presented.

3e. Board Member Attendance - GCEDC Board member attendance for 2024 was provided with meeting materials for review by the Committee.

3f. Board Member Evaluation - Evaluations have been completed and received by the Board Chair. Discussion took place during Executive Session. There are no concerns currently.

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). The project performance review took place in the Executive Session. No action is required at this time on any of the projects related to job performance.

4. ADJOURNMENT

As there was no further business, P. Zeliff made a motion to adjourn at 3:43 p.m., seconded by K. Manne, and passed unanimously.