



GGLDC Governance & Nominating Committee Meeting

Thursday, June 4, 2026

Location – 99 MedTech Drive, Innovation Zone

3:00 p.m.

MINUTES

ATTENDANCE

Committee Members: S. Noble-Moag, G. Torrey, C. Yunker

Staff: L. Farrell, M. Masse, P. Heimlich, K. Galdun, J. Krencik, C. Suozzi

Guests: M. Fitzgerald (Philips Lytle), P. Battaglia (GCEDC/GGLDC Board Member), P. Zelif (GCEDC Board Member), S. Maier (Harris Beach), L. Mancuso (GCEDC Board Member), K. Manne (GCEDC/GGLDC Board Member)

Absent: D. Cunningham

1. CALL TO ORDER / ENTER PUBLIC SESSION

S. Noble-Moag called the meeting to order at 3:28 p.m. in the Innovation Zone.

2. CHAIRMAN'S REPORT & ACTIVITIES

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

2b. Minutes: March 5, 2026

G. Torrey made a motion to approve the March 5, 2026, meeting minutes as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:

D. Cunningham -	Absent
G. Torrey -	Yes
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.

Chair / President / CEO -	D. Cunningham
Vice-Chair -	J. Tretter
Treasurer -	G. Torrey
Secretary -	S. Noble-Moag

3b. Authorized to Request Information Regarding Bank Accounts - L. Farrell shared that she and P. Heimlich need to be authorized to request information regarding the bank accounts and transfer funds between like accounts for the GGLDC and GAB, LLC.

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.

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.

L. Farrell informed the Committee that an agenda item regarding GGLDC Board Member appointments had inadvertently been omitted from the GCEDC Governance & Nominating Committee meeting agenda and should be considered by that Committee. She noted that the terms of C. Yunker and S. Noble-Moag are scheduled to expire on June 30, 2026.

In order to address the omitted agenda item, the Committee agreed to temporarily suspend the GGLDC Governance & Nominating Committee meeting and reconvene the GCEDC Governance & Nominating Committee meeting. The action taken is reflected in the vote recorded below.

G. Torrey made a motion to suspend the meeting at 3:31 p.m. to discuss the item above; the motion was seconded by C. Yunker. Roll call resulted as follows:

D. Cunningham -	Absent
G. Torrey -	Yes
C. Yunker -	Yes
S. Noble-Moag -	Yes

The item was approved as presented.

S. Noble-Moag recalled the meeting to order at 3:36 p.m.

S. Maier joined the meeting at 3:36 p.m.

After some discussion it was decided to appoint M. Brooks as Secretary and is reflected in the vote below.

C. Yunker made a motion to recommend to the full Board the approval of the agenda items 3a-3d to include the officer appointment change where M. Brooks will replace S. Noble-Moag as secretary; the motion was seconded by G. Torrey. Roll call resulted as follows:

D. Cunningham -	Absent
G. Torrey -	Yes
C. Yunker -	Yes
S. Noble-Moag -	Yes

The item was approved as presented.

3e. Board Member Attendance – GGLDC Board member attendance for 2025 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. Code of Ethics – The same discussion that took place during the GCEDC Governance and Nominating Committee also applies to the GGLDC. The details of that discussion have been added for ease of reference.

L. Farrell stated that the Committee reviews this policy annually. No changes are being recommended; therefore no vote is required. L. Farrell reminded the Committee that on page 2 of the Code of Ethics (page 5 of the meeting materials) there are Procedures for Disclosure. If a director has a conflict, he/she must verbally disclose the conflict at the meeting and state the reason for abstaining. The reason must be included in the meeting minutes and made part of the public record.

3h. Procurement Policies & Procedures – This policy is required to be reviewed annually. There are no changes being recommended.

3i. Investment Policy - This policy is required to be reviewed annually. There are no changes being recommended.

3j. Disposition of Property Guidelines – 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 agenda items 3h-3j; the motion was seconded by G. Torrey. Roll call resulted as follows:

D. Cunningham -	Absent
G. Torrey -	Yes
C. Yunker -	Yes
S. Noble-Moag -	Yes

These items were approved as presented.

3k. Governance & Nominating Committee Charter – This charter is required to be reviewed annually. The committee noted that its' responsibilities are being carried out and no changes are being recommended; therefore, no vote is required.

3l. Committee Self-Evaluation – The Committee evaluated its' responsibilities and its' ability to carry out those responsibilities during the executive session. The Committee feels as if it is carrying out its' duties and is in line with the Committee Charter. No vote was required.

4. ADJOURNMENT

As there was no further business, C. Yunker made a motion to adjourn at 3:40 p.m., seconded by G. Torrey, and passed unanimously.