

To: EDC Governance Committee Members

Re: Minutes of February 9, 2018

Present: Matt Fuller, Chairman Governance Committee, EDC Director
Chris Barden, Member, EDC Vice Chairman
Jeffery Byrne, Member, EDC Secretary
Dr. Kris Duffy, Member, EDC Director
Elaine Behlmer, Office Administrator/Acting Secretary

On February 9, 2018 the Governance Committee of the EDC Board of Directors for the Economic Development Corporation met in the President's Conference Room at Scoville Learning Center at SUNY Adirondack located at 640 Bay Road in Queensbury, NY, The following items of business were discussed:

A. Call to Order: Governance Committee Chair Matt Fuller called the meeting to order at 7:55 a.m.

B. Items

- a. Board Position – Jeff Byrne’s spot will be open in 2018. He is also Secretary and Member of Governance Committee. The committee continued discussion from last meeting on filling Jeff’s board seat along with his role as Secretary. A potential board member will be contacted regarding rescheduling meeting canceled this morning. Briefly discussed is recent board members resignation due to his promotion and move from area. A suggestion to fill the vacancy is being worked on.

A motion is made by Chris Barden, seconded by Kris Duffy and carried unanimously to approach Jim Siplon today to fill Secretary Position and if he cannot serve as Secretary Matt Fuller will fill role for the year.

- b. By-laws confirmation for March meeting – Matt Fuller reviews red-lined By-laws that include staggered terms of 4 years for EDC Board of Directors along with president being chief contracting officer of the Corporation. An amendment by board resolution will be added with date. Jeff Byrne questions current by-law language regarding 4 permanent members, annual meeting of members, Section 13 – State Environmental Quality Review Act page 8, EDC’s audit process, removal of Officers with employees being officers and board responsible, Acting Vice President. Matt will send memo to board regarding clarifications.
- c. Review of Board Policies – On Website. We should review and confirm them. Kris Duffy’s emailed revisions on language of policies and typos are discussed. All will be changed. Briefly discussed is procurement policy not including board oversight when the CEO determines he/she will not accept the lowest bid. Policy should include a memo explaining why and be approved. EDC’s travel policy was also discussed and should include a travel sheet authorization along with a threshold for CEO. Language for Exhibit

G, #7 and #8 Code of Ethics Policy to be corrected. All policies on website will be pdf files.

Elaine will forward Word policies to Matt.

Matt will send a memo recommendation to the board of directors.

- d. Strategic Plan – the committee is in agreement all is going well with the strategic plan reporting. An update on the plan should be part of annual meeting in March.
- C. New Business – Next Meeting: Monday, March 19 at 8 a.m. in the President’s Office at SUNY Adirondack.
- D. Adjourn – upon no further business to come before the Committee, Governance Committee Chair Matt Fuller adjourned the meeting at 8:40 a.m.