

To: EDC Governance Committee Members

Re: Minutes of June 9, 2017

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 June 9, 2017 the Governance Committee of the EDC Board of Directors for the Economic Development Corporation met in the 3rd Floor 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 8:05 a.m.

B. Items

a. Travel Policy - Matt distributes a revised copy of Exhibit J Economic Development Corporation Travel Policy. A discussion follows on traveler being reimbursed at the applicable Internal Revenue rate with meals and lodging expenses approved in advance by the Chief Executive Officer or if travel is for the Chief Executive Officer, by the Chair of the Board of Directors.

b. Whistleblower Policy – Matt distributes a revised copy of Exhibit H Economic Development Corporation Whistleblower Policy. A discussion follows on including the following in policy based on input from the EDC Board of Directors at its meeting in March:

Second paragraph add sentence after first sentence: In the event the violation involves the Chief Executive Officer, the member, office or employee shall report any violation to the Chair of the Board of Directors.

Last sentence, amend as follows: The Chief Executive Officer or Chair of the Board of Directors, as the case may be, is responsible.....

c. Allocation of the terms of Board seats/open seats and upcoming seats – Matt distributes EDC Board of Directors By-Laws Exhibit A. The history of board seats is reviewed. Jeff Byrne’s seat will be filled next year. Briefly discussed is the need for greater diversity on the board and the Warren County board seat. Matt will contact Ed and revise Exhibit A to include more information on dates.

d. By-law Changes –Change to By-laws to include:

1. Article III, Section 2(a)(ii): Directors shall serve staggered terms of four (4) years as set forth on the schedule attached to these By-Laws.
2. CEO is Contracting Officer.

The Governance Committee recommends approval of revised policies, allocation of the terms of Board seats and by-law changes discussed and will present to the EDC Board of Directors at its next meeting on Tuesday, June. 20, 2017

- C. New Business – Derek Basile has completed PAAA State approved Board Member Training Requirement on June 7, 2017. Matt reports that he has been in contact with the Lake George Regional Chamber of Commerce regarding collaboration of a Sports Committee. A brief discussion ensues on subject matter being bigger than Lake George, EDC having a representative from the Board sit on the committee if a committee is formed and having other chambers involved including the ARCC along with West Mt., Gore and others. This is all good.
- D. The EDC Governance Committee will meet next on Friday, September 8, 2017.
- E. Adjourn – upon no further business to come before the Committee, Governance Committee Chair Matt Fuller adjourned the meeting at 8:25 a.m.