

To: *EDC Governance Committee Members*

Re: *Minutes of November 3, 2016*

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 November 3, 2016 the Governance Committee of the EDC Board of Directors for the Economic Development Corporation met in the Conference Room at North Country Janitorial offices located at 188 Dix Avenue in Queensbury, NY. The following items of business were discussed:

- A. Call to Order: Chair Matt Fuller called the meeting to order at 8:05 a.m. and thanked Chris Barden for hosting.
- B. Items:
 - a) Conflict of Interest Policy – The Committee reviews the marked up Conflict of Interest Policy Matt prepared that needed work since it was too generic, didn't apply to employees and required more involvement with Governance Committee in terms of addressing things. Thoughts are exchanged on how violations should be handled and documented with a policy prepared and brought to the attention of the President and Board of Directors with Governance Committee deciding on oversight, actions and further discussion. The minutes should reflect violation qualified as a disclosure, was reviewed, discussed and documented. Discussion continues on having Policy reviewed on a regular basis and topic at board meeting annually. Matt will rewrite Article III: Procedures with different subsections for employee, CEO and Officers. The revised Policy will be forwarded to all committee members for further review.
 - b) Allocation of the terms of board seats – Matt speaks of history of board members terms in spreadsheet distributed with a onetime reset of board seats and the importance of having number of term years defined for new Directors. Staggered terms can be changed to reflect 4 years in by-laws by recommendation to the full Board of Directors at its next Regular Monthly Meeting on Nov. 15th along with a start date of January reflected. All expiring terms to be reappointed to 12/31/17 with board approval. Matt will revise spreadsheet.
 - c) Open seats and upcoming seats - There are two seats available. Candidates are discussed with a need of diversity of board members. EDC by-laws state at least 7 Directors with no more than 11.
 - d) Strategic Plan – Briefly discussed in regards to some activities being aspirational while others being completed, general goals guided by mission statement and

recommendation of monthly reporting at board meetings along with an annual board work session. The Strategic Plan should be included in packet for new board members and EDC should not be doing anything not part of plan.

- e) Creation of Sports, Entertainment, Recreation and Film Committee – By-laws allow creation of new committees. Discussion follows on purpose of committee, what committee would do, other entities doing this, potential gap that may be filled, not replicating and the possibility of getting 4-5 people together to discuss a functional task force along with a Summit. The Committee will go back to the full EDC board of Directors to discuss further.

C. New Business – none at this time.

Recap: Update of Conflict of Interest Policy, terms, board member seats, bylaw recommendations to be run by EDC Chair and President and keeping strategic plan on committee's radar.

D. Adjourn – Upon no further business to come before the Governance Committee, Chair Matt Fuller adjourned the meeting at 9:20 a.m.