

To: *EDC Governance Committee Members*

Re: *Minutes of December 10, 2015*

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

On December 10, 2015 the Governance Committee of the EDC Board of Directors for the Economic Development Corporation met upstairs at Davidson Brothers Brewing Company located at 184 Glen Street, Glens Falls, New York. The following items of business were discussed:

- 1) **Welcome and Call to Order:** Chairman Jeff Byrne called the meeting to order at 11:37 a.m. and states the purpose of the meeting is to discuss proposed committee structure with members starting the first of the year rather than at the Annual Meeting as EDC By-laws state along with board terms and Conflict of Interest Policy. All have been invited to stay for lunch after meeting with EDC new board member, Jim Siplon of JUST Beverages.
- 2) **Board Terms:** A spreadsheet is distributed and briefly discussed. Per EDC By-laws Directors shall serve staggered terms of two or three years with Officers serving two years. Terms will be finished and finalized.
- 3) **Committee Structure:** By-laws indicate change of committee members at Annual Meeting although all will commence in January with additions and deletions later on. Proposed committee members:

**Governance Committee**

Matt Fuller – Chairman  
Chris Barden, Member  
Dr. Kris Duffy, Member  
Jeff Byrne, Member  
Arleen Girard – Ex Officio

**Audit & Finance Committee**

Mitch Amado – Chairman  
Judy Calogero, Member  
Jim Siplon, Member  
Arleen Girard – Ex Officio

Jeff Byrne receives support from Governance Committee members to bring proposed committee structure to the full board at its Regular Monthly Meeting of the Board of Directors.

**4) Conflict of Interest Policy Update:** A red-lined version for review will be prepared and ready for EDC's Regular Monthly Meeting of the Board of Directors scheduled for Tuesday, January 19, 2016.

**5) New Business:** A board packet has been prepared for Jim Siplon.

**Recap:** An additional board member to be discussed at our next meeting scheduled in January or February of 2016 with terms determined and Conflict of Interest Policy revised.

**6) Adjournment:** Jim Siplon arrives for welcome luncheon. Upon no further business Chairman Jeff Byrne adjourns the meeting at 11:50 a.m.