

To: *Governance Committee Members*

Re: *Minutes of December 2, 2014*

Present: Jeffery Byrne, Chairman
Mike Borgos, Member
Chris Barden, Member
Chuck Barton, EDC Chairman
Elaine Behlmer, EDC Office Administrator/Acting Secretary

On December 2, 2014 the Governance Committee of the EDC Board of Directors for the Economic Development Corporation met in the Conference Room at 188 Dix Avenue, Glens Falls, New York. The following items of business were discussed:

I. **Welcome and Call to Order:** Chairman Jeff Byrne welcomed everyone and called the meeting to order at 8:06 a.m.

II. **Purpose of Meeting:**

- Follow-up Discussion on Slate of Officers
- New Board Members
- Terms
- By-Laws

The meeting begins with a brief discussion on slate of officers and by-laws along with the potential need to renew terms that are expiring and to be announced at EDC's Annual Luncheon in May. EDC has plans to correct technical deficiencies in by-laws. A pre-meeting of the Members from 11:00 – 11:30 a.m. will be scheduled separately before luncheon with the theme of program at luncheon on Healthcare. The Board of Directors should have the authority to select officers and new board members. Current officer's terms and interest of staying on is discussed along with potential candidates with a final total of 11 for upcoming year. There is a need for new leadership and roles. Potential new board members along with potential new committees are discussed and will be a topic of discussion at the December 16th meeting. Discussion continues on the need for an Advisory Committee and having a specific objective or project for them to do along with the need for a Strategic Planning session in 2015. Criterion for new board members includes diversity: marketing, female, manufacturing, medical device and legal. Other committees include a Sports & Recreation & Arts & Entertainment Committee focusing on Tourism.

Terms and by-laws: address specific terms with a one year term for Officers. The Committee would like to increase the number of the board members and include terms longer than 1 year with staggered terms. Elaine will contact Bob Ryan at Harris Beach to ask if we are confined

to 1 year board terms or up to 3 years and if we can stagger. EDC will work with Harris Beach on red lined changes of by-laws.

III. **Approval of October 7, 2014 Minutes:** A motion is made by Mike Borgos, seconded by Chuck Barton and carried unanimously to approve the October 7, 2014 meeting minutes.

IV. **Adjournment:** Upon no further business Chairman Jeff Byrne adjourned the meeting at 9:02 a.m.