

To: *EDC Governance Committee Members*

Re: *Minutes of February 10, 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 February 10, 2017 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.

B. Items:

- a) Conflict of Interest Policy – A revised and updated Conflict of Interest Policy forwarded to committee members is discussed. Matt reviews Article III on Procedures and Duty to Disclose, Procedures for addressing the Conflict of Interest Violations of the Conflicts of Interest along with discharge and being allowed to take action confidentially if necessary. Changes will be sent to the EDC Board of Directors for consideration and EDC's attorney by recommendation of the Governance Committee Matt will forward document to Elaine for formatting purposes. (Article IV under Records of Proceedings should be 1 then a and b).
- b) Allocation of the terms of board seats- Highlights discussed include the following:
 - The need for clarification of Officers and Board of Directors along with the redundancy of having a Treasurer and a CFO with a discussion on possibly doing away with the Treasurer position, keeping the CFO and having CFO report to Audit & Finance Committee.
 - Clarification is needed on full time employees as Officers as stated in current by-laws with Ed Bartholomew as President, Jennifer Switzer as CFO and Elaine Behlmer as Acting Secretary.
 - A discussion on dates of terms not changed but expiring 12/31 rather than 6/1 with board approval. Directors serving staggered terms of four (4) years to be determined at the time of nomination by the Governance Committee and as voted upon by the current Directors; 2 four year terms would equal the 8 year term.
 - New members will be appointed late but still keep term.
 - Filling an unexpired term along with an additional 4 year term if interested.
 - Current board members next expiration as indicated on chart with a suggested chart being sent to board of directors for review.

- Representatives from City of Glens Falls, Town of Queensbury and Warren County.
- Board seat number 2,3 and 4 finishing first to allow staggered terms of 4 and 8 years and the option of continuing another term if interested.
- Timeframe for voting on new members with a start date of January reflected.
- March as Annual Meeting with election of committee members and officers and requirements on including the appointment of the board.
- The candidates and timeframe of new BOD to be discussed in Executive Session.
- Officer terms contributing as part of terms.
- When seat is vacant, fill seat with time left in term and then can be a 2nd term.
- 2 terms regardless of # of total years

Matt will forward a memo to EDC Board of Directors with recommendations. The number of years a person has to be off the board before being invited back on will be reviewed and clarified.

- c) Strategic Plan – Briefly discussed is good summary presented at monthly board meetings.
 - d) Creation of Sports, Entertainment Recreation and Film Committee (SERF) – Is the board interested in creating a “SERF” Committee? A brief discussion follows on having one board member on committee populated by community member. This has worked well in the past and also entices future board of directors. A discussion follows on creating ad hoc committees similar to Zoning and Planning Committee with forum as goal along with EDC’s past Marketing Committee and completion of a new website. All agree committee needs a purpose and end goal.
 - e) Open seats and upcoming seats – Candidates are discussed and a lunch meeting with potential board members to be scheduled. Dates will be sent to Elaine to coordinate scheduling. Arleen is willing to meet with candidates but would like to have a committee member attend as well.
- C. New Business – The scheduling of Governance Committee Meetings is addressed with 2nd Friday of month working well for committee members. The next meeting of the Governance Committee is tentatively scheduled for Friday, March 10th at 8 a.m. EDC’s Member Appreciation Day at Gore is scheduled on March 10th as well.
- D. Adjourn – Upon no further business to come before the Governance Committee, Chair Matt Fuller adjourned the meeting at 8:55 a.m.