

To: EDC Governance Committee Members

Re: Minutes of April 14, 2017

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

On April 14, 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: Governance Committee Chair Matt Fuller called the meeting to order at 8:04 a.m. The committee engaged in informal discussion since there was no quorum and it was not an official meeting. Matt reminded the committee of request from board to review EDC's Travel Policy.
- B. Items
 - a. Travel Policy - Discussion on including the following below:
Travel expenses paragraph- Leave first paragraph except last sentence- amend to the "applicable Internal Revenue Service Rate".

Second and Third paragraphs: Meals and lodging expenses shall be as may, from time to time, be approved in advance by the Chief Executive Officer, taking into account the travel destination and relative costs in relation thereto. All other travel related expenses shall be as approved by the Chief Executive Officer, or if travel is for the Chief Executive Officer, by the Chair of the Board of Directors.

- b. By-law Changes – Discussion on staggered terms of 4 years with 8 appointed members and 1 representative each from the City of Glens Falls, Town of Queensbury and Warren County along with allocation of the terms of Board seats and open seats and upcoming seats. Change to By-laws to include:
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.

The EDC Board of Directors spreadsheet with information on history of board seats is reviewed. Jeff Byrne's seat will be filled next year. Matt will update spreadsheet and forward to the committee.

- c. Whistleblower Policy - Discussion on including the following in policy based on input from the EDC Board of Directors at its last 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.....

- d. Strategic Plan – The committee is in agreement that the use of EDC’s strategic document at monthly meetings has been successful.
 - e. Creation of Sports, Entertainment, Recreation and Film Committees – Briefly discussed is the concept of making sure a new committee is beneficial to EDC in the long run before adding and of making sure there is a specific task to accomplish and keeping on radar due to big industry.
- C. New Business – There was no new business to come before the committee. Follow up includes: asking Chair Arleen Girard to invite Derek Basile as a guest to EDC’s Regular Monthly Meeting of the Board of Directors on April 25th before Derek officially starts as an appointed Director in May with Elaine forwarding ABO Training information to Derek. Elaine informs the committee Derek has returned requested paperwork for files. EDC has received EDC Board evaluations from all board members kept on file at EDC offices.
- D. Adjourn – upon no further business to come before the Committee, Governance Committee Chair Matt Fuller adjourned the meeting at 8:20 a.m.