

To: *Governance Committee Members*

Re: *Minutes of September 23, 2014*

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

On September 23, 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 all and called the meeting to order at 9:05 a.m. The major focus of this meeting is on the committee charter and proposed slate of officers for approval either in October or November.

II. **Purpose of Meeting:**

- Draft Charter review and discussion. Jeff makes reference of being in contact with Justin Miller of Harris Beach about a month ago to discuss charter with the purpose of being clear on what the Governance Committee is assigned to do. Contact with Justin was done mostly via email. The template chosen follows the ABO and was revised away from ‘authority’ based. The following revisions are discussed:
 - 1) Adding proposed slate of candidates for officers under Purpose.
 - 2) Current bullets regarding structure of committees moved under Purpose

A discussion follows on having roundtable self-discussions or peer reviews rather than evaluations. Chuck will forward information on Board Self-Evaluations and Peer-To-Peer Evaluations to committee members. Jeff questions key points that jump out. All are in agreement committee is responsible for proposed slate of officers, committees and new board members. All board member responsibilities regarding PAAA are included in document with all board members completing training by end of year; Kurt Jaeger has not yet completed training. Jeff Byrne will follow up with Kurt. A discussion follows on code of ethics section along with language for resignation/removal of board members and of reengaging advisory directors next year with committee chairs having the option to become board members. Jeff will review language on removal of board member for revisions.

In summary: To follow-up on purpose and add language about Officer and Directors removal. Jeff advises committee members to thoroughly review document for other changes. This document should be condensed to 3 pages and numbers added to document. The goal is to present at the next board meeting scheduled for Tuesday, October 21, 2014.

- Discussion on Slate of Officers/New Board Members. Current board members will be contacted regarding interest in staying on board.

The next meeting of the EDC Governance Committee is scheduled for Tuesday, October 7th at 8:00 a.m. at 188 Dix Avenue in Glens Falls.

III. **Adjournment:** Upon no further business Chairman Jeff Byrne adjourned the meeting at 10:21 a.m.