

To: *EDC Governance Committee Members*

Re: *Minutes of March 20, 2015*

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

On March 20, 2015 the Governance Committee of the EDC Board of Directors for the Economic Development Corporation met in the Conference Room at EDC Offices located at 234 Glen Street, Glens Falls, New York. The following items of business were discussed:

1. Welcome and Call to Order: Chairman Jeff Byrne welcomed everyone and called the meeting to order at 8:41 a.m. He advised minutes from the previous meeting will be presented at the next Governance Committee meeting.

2. Purpose of Meeting – Review of Bylaw Final Draft: Jeff refers to by-laws sent with email exchange regarding areas of discussion and direction. He is comfortable on where we are and what has been done with thanks to John Strough and Bob Ryan for their assistance to make all members non-voting members. The original intent was to increase the size of the board members. All will go out to renewed members of EDC with Chuck Barton drafting a letter explaining what we did and why. He will forward to the committee for review. Mike Borgos reviews additional edits to by-laws. These include:

Page 2 Section 5 - Special Meeting of the Member – to become plural – Members.

Page 2 - Section 6 - All membership meetings shall be held at the principal office of the Corporation; not Members.

Page 5 -Section 2 – (c) All Directors shall serve at the pleasure of the “Voting” Members

Page 7 – Section 9 - Place of Meetings – - take out ‘within the County’ and replace - The Board of Directors may hold its meetings at such place or places as the Directors may from time to time by resolution determine.

Page 10 – Article IV – Committee - Section 1 – Standing Committees (b) There shall be an Audit and Finance Committee consisting entirely of ‘Independent members’. A discussion follows since this refers to non-ex officio and wouldn’t allow our Glens Falls ex officio representative to serve on the Audit and Finance Committee with only private members on committees and would apply to the Governance Committee as well. Elaine will contact Bob Ryan and ask the following: Is this a PAAA rule? Can it be revised or do we just have to be aware of it? Can language be changed to a percentage?

Page 11 – Directors going forward have to be members of EDC. Chuck will recruit Kris Duffy at SUNY Adirondack with Mike Borgos reaching out to Matt Fuller.

Page 11 – Section 2 – The members of Special Committees shall be appointed by a majority (plurality removed) of the votes cast by the Directors of the Corporation.

Upon completion of review of by-laws a discussion follows on scheduling a meeting with the new board members – Mitch Amado, Matt Fuller and Kris Duffy and of preparing informational board packets for each.

Annual Board Evaluations with Evaluation of Performance are requested by PAAA. Evaluations have been submitted by board members. Chuck states there is the ability to improve the template which is a good opportunity for next year. Evaluations include input from staff also. Jeff will forward results to committee. A discussion follows. Jeff will compile info and report at next meeting with handout. The committee feels all is in good shape with by-law completion and new board members underway, Committee members will present at Membership Meeting with Jeff as Chair conducting a portion of the meeting. There will be a vote on by-laws with by-laws sent out to membership in advance. The Member Meeting Agenda will go out with By-law change with new Directors and HRLDC Merger into EDC on Agenda along with Officers. All information will be emailed to Members with follow-up phone calls. The Members Meeting will take place at Johnny Rockets at 11:00 a.m. It will be a ‘standing meeting’ with 1 representative from each business in attendance to vote with a sign in sheet. EDC will need to know the designated person of business prior to meeting date. Included in email to all 2015 renewed Members will be instructions to come early, sign in and vote.

- 3. Adjournment:** Upon no further business Chris Barden motions to adjourn the meeting, seconded by Mike Borgos and carried unanimously. The meeting is adjourned at 9:08 a.m.