

Columbia County Industrial Development Agency

COLUMBIA COUNTY INDUSTRIAL DEVELOPMENT AGENCY MEETING NOTICE

Please take notice that there will be a regular meeting of the Columbia County Industrial Development Agency and its Committees held on February 1, 2022 at 8:30am. This meeting will be held to consider all appropriate business brought before it. The Columbia County IDA will be held in person at One Hudson City Centre, Suite 30, Hudson, NY 12534, as well as Zoom. The public will have an opportunity to hear the meeting live and provide comments. Comments can also be provided via email before and during the meeting to mtucker@columbiaedc.com. Please check the meeting agenda posted on the IDA's website on www.columbiaedc.com for updated information. Join Zoom Meeting <https://us06web.zoom.us/j/82737180055?pwd=cDRjc3JWLD25pWWxwbkIzeEVKYTZFQT09>
Meeting ID: 827 3718 0055, Passcode: 916775, Dial by your location 1 646 558 8656
Find your local number: <https://us06web.zoom.us/j/82737180055?pwd=cDRjc3JWLD25pWWxwbkIzeEVKYTZFQT09>

Dated: January 25, 2022
Nina Fingar-Smith
Secretary, Columbia County Industrial Development Agency

IDA Governance Committee Agenda

Members:

Nina Fingar-Smith	Brian Keeler	Sarah Sterling
Bob Galluscio	Carmine Pierro	
William Gerlach	Rick Rector	

1. Draft Minutes, February 2, 2021*
2. Governance Committee Charter Review*
3. Anti-Nepotism Policy*
4. 2022 Compliance Calendar*
5. 2021 Governance Committee Discharged Duties*
6. Public Comments

Attachments:

Minutes, August 4, 2020
Governance Committee Charter
Anti-Nepotism Policy
2022 Compliance Calendar
2021 Discharged Duties
* Requires Action

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Hudson, New York 12534
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**Columbia County
Industrial Development Agency**

**MINUTES
COLUMBIA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
Governance Committee
Tuesday, February 2, 2021
Via Google Meet due to COVID-19 outbreak**

A regularly scheduled meeting of Columbia County Industrial Development Agency's Finance Committee held via Google Meet due to COVID-19 on Tuesday, February 2, 2021. The meeting was called to order at 9:03am by Carmine Pierro, Chairman

Attendee Name	Title	Status	Arrived
Nina Fingar-Smith	Secretary	Present via Meet	
Robert Galluscio	Treasurer	Present via Meet	
William Gerlach	Board Member	Present via Meet	
Brian Keeler	Board Member	Present via Meet	
Carmine Pierro	Chair	Present via Meet	
Sarah Sterling	Vice Chair	Present via Meet	
Theodore Guterman II	Counsel	Present via Meet	
F. Michael Tucker	President/CEO	Present via Meet	
Lauren Cranna	Business Development Partner	Present via Meet	
Lisa Drahushuk	Administrative Supervisor	Present via Meet	
Cat Lyden	Assistant Administrative / Bookkeeper	Present via Meet	
Martha Lane	Business Development Director	Present via Meet	
Erin McNary	Bookkeeper	Present via Meet	
Ileana Morales	Marketing Specialist	Present via Meet	
Carol Wilber	Marketing and Communications Director	Present via Meet	
Jeanne Mettler	Supervisor, Town of Copake	Present via Meet	
Chris Kersten	Supervisor, Town of Hillsdale	Present via Meet	
Richard Wolf	Dep. Supervisor, Town of Copake	Present via Meet	
Stephen Futrell	Member of the Public	Present via Meet	
Tom Feeney	Member of the Public	Present via Meet	
Thomas Goldworthy	Member of the Public	Present via Meet	
917-xxx-xx50	Member of the Public	Present via Meet	
518-xxx-xx23	Member of the Public	Present via Meet	

Minutes August 4, 2020:

Mr. Galluscio made a motion, seconded by Ms. Sterling to approve the minutes from August 4, 2020. Carried.

Consent Agenda:

- Governance Committee Charter
- 2021 Compliance Calender
- 2020 Discharged Duties

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Mr. Pierro asked the Committee to approve the above as a consent agenda. He asked if the Board or public had any questions about the documents. With no questions presented, *Mr. Gerlach made a motion, seconded by Mr. Galluscio to approve the documents as presented. Carried.*

With no further business to discuss or public comment, a motion was made by Ms. Sterling and seconded by Mr. Keeler. Carried. The meeting adjourned at 9:05am.

Respectfully submitted by Lisa Drahushuk

Columbia County Industrial Development Agency
GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the Board of Members of the Columbia County Industrial Development Agency, a public benefit corporation established under the laws of the State of New York, on this 7th day of February 2017.

Purpose

Pursuant to Article IV, Section 1 of the Authority's bylaws, the purpose of the governance committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Columbia County Industrial Development Agency;
- Updating the Columbia County Industrial Development Agency's corporate governance principles and governance practices; and
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

Powers of the Governance Committee

The Board of Directors has delegated to the governance committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from authority staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Authority's expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The governance committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

Composition and Selection

The membership of the committee shall be as set forth in accordance with and pursuant to Article IV, Section 1 of the Authority's bylaws. The governance committee shall be comprised of (X) independent members. (The size of the committee is determined by the Board of Members.) The governance committee members shall be appointed by, and will serve at the discretion of the IDA's Board of Members. The Board may designate one member of the governance committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past governance committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Governance committee members shall be prohibited from being an employee of the Authority or an immediate family member of an employee of the Authority. In addition, governance committee members shall not engage in any private business transactions with the Authority or receive compensation from any private entity that has material business relationships with the

authority, or be an immediate family member of an individual that engages in private business transactions with the Authority or receives compensation from an entity that has material business relationships with the Authority.

The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Structure and Meetings

The governance committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting. Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The governance committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

Reports

The governance committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.

- Report to the Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.

- Provide a self-evaluation of the governance committee's functions on an annual basis.

Responsibilities

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) the Authority's Board; (b) evaluation of the Authority's policies; and (c) other miscellaneous issues.

Relationship to the Authority's Board

The Board of Directors has delegated to the governance committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the governance committee has specific expertise, as follows:

- Develop the Authority's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.

- Develop the competencies and personal attributes required of Directors to assist those authorized to appoint members to the Board in identifying qualified individuals.

In addition, the governance committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.

- Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.

- Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, its committees and senior management in the Authority's governance process.

Evaluation of the Authority's Policies

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the Authority's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Board any required revisions to the Authority's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Authority's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Authority's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Authority's procurement process.
- Develop and recommend to the Board any required updates on the authority's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Authority, including rules and procedures for conducting the business of the Authority's Board, such as the Authority's by-laws. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

Other Responsibilities

The governance committee shall:

- Review on an annual basis the compensation and benefits for the Administrative Director and other senior Authority officials.
- Annually review, assess and make necessary changes to the governance committee charter and provide a self-evaluation of the governance committee.

Reviewed and re-affirmed February 7, 2017

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Columbia County Industrial Development Agency Anti-Nepotism Policy

Purpose:

In accordance with Section 73, Article 4 of the New York State Public Officers law; the purpose of this policy is to avoid impropriety and the appearance of impropriety and the potential for conflict of interest.

Definition of a Close Relative:

A "close relative" is defined as an employee's parent, spouse, domestic partner, child, sibling, niece, nephew, aunt, uncle, grandparent and any person so related to an employee's spouse or domestic partner, and any person residing in an employee's household. This definition applies whether the relationship is by blood, adoption or is created by the marriage of a parent, child or sibling.

Policy:

No Columbia County Industrial Development Agency (IDA) staff member (including hourly, salaried or contract), Board member or volunteer shall participate in or attempt to influence employment or other employment decisions involving a close relative or pressure or cause others to do so.

There can be no supervisory relationship between close relatives, and all employment decisions must be made by others. If a close relative is assigned to a position under direct supervision of a relative, a management plan must be submitted for review and approval by the Administrative Director and/or the Board of Directors. A change of status due to marriage, or other circumstance must be reported if it causes a conflict with this policy.

The management plan's purpose is to eliminate and mitigate any possible conflicts of interest. The plan must include reporting relationships, supervision and evaluations, ensuring no decisions will be based upon relationships between close relatives in promotion, compensation, hours, conditions of employment or any approvals required for the expenditure of funds or use of resources.

The plan must address the approval and review process to preclude any potential appearance of nepotism or conflict of interest. A review of the management plan should take place in the event of any change in reporting relationships at a minimum.

Guidelines:

This policy is in addition to the IDA Conflict of Interest Policy, and applies to the instances of nepotism that existed before enactment of this policy. Any relationships or situations must be disclosed immediately, evaluated and managed as provided for in this policy.

IDA Compliance Calendar

Board Meeting Month	Activity	Notes
January	Board and Committee Self-Evaluations, Annual Financial Disclosures Distributed	Require Committee & Board review and approval
February	Review Mission Statement and Measurements Report for changes	Changes require BD approval and resubmission to ABO
March	Review Annual, Audit, Procurement and Investment Reports (Reports are produced by PARIS) DEADLINE 3/31/22	Require Board review and approval
April	Policy and Procedure Review and update	
May	Policy and Procedure Review and update	
June	Policy and Procedure Review and update	
July	Policy and Procedure Review and update	
August	Policy and Procedure Review and update	
September	Budget Review DEADLINE 10/31/22	
October	Budget Review and approval	Requires Board review and approval
November	Policy and Procedure Review and update	
December	Policy and Procedure Review and update	

**Columbia County Industrial Development Agency
2021 Discharged Duties**

Audit Committee:

- Reviewed and approved 2020 internal control statement.
- Reviewed and approved committee charter, committee evaluation and 2020 discharge of duties.
- Reviewed and recommended to the full board the 2020 audited financials.

Finance Committee:

- Reviewed and recommended to the full board: quarterly treasurer's reports, 2022 budget.
- Reviewed and approved: committee charter, committee evaluation, 2020 discharge of duties and the 2020 Investment Report

Governance Committee:

- Reviewed and recommended to the full board: slate of directors, 2021 compliance calendar.
- Reviewed and approved committee charter, 2020 discharged duties and committee evaluation.

Full Board:

- Appointed: corporate officers, corporate attorney, corporate accountant, administrative officer and staff, committee members, ethics and procurement officers.
- Reviewed and approved 2021 meeting schedule, corporate policies and procedures, banks and accounts, 2021 compliance calendar, 2020 committee discharges duties, 2020 internal controls statement, 2020 performance goals report, 2021 mission and measurements statement, 2020 operations and accomplishments, 2021 CEDC contract with the IDA, confidential board evaluation, 2022 budget.
- Heard update on Limz Machinery and Hudson Valley Real Estate Holding Company projects.
- Reviewed and discussed and heard project updates on the Klocke Estate project, approved an inducement Resolution for the project financing and sales tax benefit.
- Reviewed the 178 Healy Associates project application , approved a resolution allowing the scheduling of a Public Hearing.