



# Choose Columbia

Columbia Economic Development Corporation

**Meeting Minutes**  
**COLUMBIA ECONOMIC DEVELOPMENT CORPORATION**  
**GOVERNANCE and NOMINATING COMMITTEE**  
**Tuesday, January 18, 2022**  
**One Hudson City Centre, Suite 301**  
**Hudson, New York**

A special meeting of the Columbia Economic Development Corporation Governance and Nominating Committee was held on January 18, 2022 at 8:30am for the purpose of discussing any matters that may be presented to the Committee for consideration.

The meeting was called to order at 8:31am by Sarah Sterling, Chair.

Attendee Name	Title	Status	Arrived/Departed
James Calvin	Committee Member	Present via Zoom	
David Fingar	Committee Member	Present	
Tarah Gay	Committee Member	Present	
James Lapenn	Committee Member	Present via Zoom	
Kenneth Leggett	Committee Member	Excused	
Sarah Sterling	Committee Member	Present	
F. Michael Tucker	President/CEO	Present	
Andy Howard	Counsel	Present via Zoom	
Lauren Cranna	Business Development Partner	Present	
Lisa Drahushuk	Administrative Supervisor	Present	
Martha Lane	Business Development Director	Present	
Cathy Lyden	Bookkeeper	Present	
Joseph Benson	Shadowbrook Farm LLC	Present via Zoom	

**Minutes:**

*Mr. Fingar made a motion, seconded by Ms. Gay to approve the minutes of December 1, 2021. Carried.*

**Slate of Officers:**

The current officers: David Fingar – Chairman, James Calvin - Vice-Chairman, John Lee - Treasurer, Sarah Sterling – Secretary and Ethics Officer, were proposed to be presented to the Full Board. *Ms. Gay made a motion, seconded by Mr. Lapenn to present the previously outlined slate of directors to the Full Board for their consideration and vote at the January 25<sup>th</sup> meeting. Carried.*

**Governance and Nomination Committee Charter:**

*With no changes proposed, Mr. Calvin made a motion, seconded by Ms. Gay to recommend the Charter to the CEDC Full Board for approval. Carried.*



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## **2021 Discharged Duties:**

*Mr. Fingar made a motion, seconded by Ms. Gay to approve and recommend the 2021 discharged duties for the Governance & Nomination Committee. Carried.*

## **Procurement Policy:**

*Mr. Tucker noted there were no changes from the previous year. Mr. Calvin, made a motion, seconded by Mr. Lapenn to recommend the policy as present to the Full Board. Carried.*

## **Property Acquisition Policy:**

Mr. Tucker stated CEDC has recently only acquired property from Columbia County. He noted the policy had not changed. *Mr. Fingar made a motion, seconded by Mr. Lapenn to recommend the policy to the Full Board as presented. Carried.*

## **Property Disposition Policy:**

*Mr. Calvin made a motion, seconded by Mr. Lapenn to recommend the policy to the Full Board as presented. Carried.*

## **Whistleblower Policy:**

Mr. Lapenn asked if the policy was used in 2021. Mr. Tucker stated it had not. *Mr. Calvin made a motion, seconded by Ms. Gay to recommend the policy to the Full Board as presented. Carried.*

## **Board Vacancy Prospects:**

Mr. Tucker noted there was currently one vacancy on the Board, but there would be an additional three due to the terms ending for Tish Finnegan, James Lapenn and John Lee at the end of April. He noticed the by-laws allowed officers extending their terms. He suggested speaking to Ms. Finnegan, regarding another representative from Columbia Memorial Hospital. Mr. Fingar felt an accounting person would be invaluable to the board. Ms. Sterling noted a packet of information had been sent last year by Ms. Cranna. Mr. Tucker suggested that the list outlining the currently Board's affiliations and locations would be distributed to the Full Board in advance of the January 25<sup>th</sup> meeting. She asked if any current loan holders would have a conflict of interest that would preclude them from holding a board seat. Mr. Tucker stated the conflict of interest would be addressed by the policy.

## **Review of Board and Committee Compliance:**

Ms. Sterling noted that Mr. Grout had missed several meetings and had not submitted proof to regarding the attendance of training. Mr. Tucker stated the by-laws provide for the Chair to address the issue with the board member. Mr. Fingar stated he had contacted and addressed the issue with Mr. Grout several months ago.

Mr. Lapenn stated he currently served on the Workforce Investment Board, which worked with Chris Nardone at Columbia Greene Community College. He noted at the end of his term, he would not be



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serving on that board any longer. Mr. Tucker stated CEDC should submit a name to Columbia County Chairman Matt Murell for his replacement.

**Other Business:**

Mr. Fingar stated the Executive Committee had discussed the extension of Mr. Tucker’s contract for two years, and recommended it to the Governance & Nomination Committee, for their recommendation to the Full Board. *Mr. Calvin made a motion, seconded by Mr. Lapenn to recommend the contract extension to the Full Board, at the same price. Carried.*

*Having no further business and no public comments, the committee meeting was adjourned at 9:03 a.m. on a motion by Mr. Fingar, seconded by Ms. Gay. Carried.*

*Respectfully submitted by Lisa Draushuk*