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Columbia Economic Development Corporation

Meeting Minutes
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
Tuesday, February 15, 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 February 15, 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 8:34am by Sarah Sterling, Chair.

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

Minutes:

Mr. Calvin made a motion, seconded by Ms. Gay to approve the minutes of January 18, 2022. Carried.

Slate of Directors:

The Slate of Directors up for election at the April Annual Meeting was reviewed. The Committee noted that Ms. Finnegan, Mr. Lapenn and Mr. Lee would be not be eligible for re-election. They also noted Mr. Rapport had stated he would be leaving his seat. Mr. Calvin and Mr. Molinski would be on the slate for re-election. *Ms. Gay made a motion, seconded by Mr. Fingar to approve that the slate with the two remaining members. Carried.*

2022 Compliance Calendar:

With no changes proposed, Mr. Calvin made a motion, seconded by Mr. Lapenn to recommend the 2022 Compliance Calendar to the CEDC Full Board for approval. Carried.



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2021 Governance Committee Evaluation Summary:

Mr. Calvin made a motion, seconded by Mr. Fingar to approve and recommend the 2021 Governance & Nomination Committee evaluation. Carried.

Committee Appointments – New Board Member:

Mrs. Draushuk reminded the Committee the newest Board member, Mr. Benson had not yet been given a Committee assignment. Mr. Benson indicated his preference for the Audit & Finance Committee.

Review of Charters:

Ms. Sterling noted the charters were being standardized. Mr. Tucker stated he was reviewing the charters with a goal of making them uniform. He stated he was working with Mr. Howard. He handed out a matrix to the committee outlining the differences in the charters. He stated a prototype charter would be developed and then the separate charters could be developed from there.

Board Candidate Discussion:

Ms. Sterling asked for a motion to go into executive session to discuss potential Board members. *Ms. Gay made the motion, seconded by Mr. Calvin to enter Executive Session under Section 105 Article 1 f. “to discuss the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation; Executive Session was entered into at 8:48am. Executive Session was exited at 9:05am on a motion made by Mr. Calvin and seconded by Ms. Gay.*

Other Business:

Mr. Tucker stated he had met the new Hudson City School District superintendent. She planned on introducing a new program at the school, which was a type of work/study/internship program that would also involve the Chamber of Commerce.

Mr. Tucker stated he had researched the Berkshire Taconic Community Foundations’ Leadership Institute. He noted it was \$500 to enroll the entire Board. He suggested registering the entire Board thereby allowing the members to attend what they wished. The presentations were held virtually and were on a diverse set of topics.

Having no further business and no public comments, the committee meeting was adjourned at 9:12 a.m. on a motion by Mr. Calvin, seconded by Ms. Gay. Carried.

Respectfully submitted by Lisa Draushuk