

# Choose Columbia

Columbia Economic Development Corporation

## **COLUMBIA ECONOMIC DEVELOPMENT CORPORATION NOTICE OF PUBLIC MEETING**

Please take notice that there will be a special meeting of the Columbia Economic Development Corporation Board Governance & Nominating Committee held on February 15, 2022 at 8:30am, at their office located at One Hudson City Centre, Suite 301, Hudson, NY 12534 to discuss/interview potential candidates for open Board positions and to consider all other matters presented to the Committee for consideration. This meeting is open to the public. Due to public health and safety concerns related to COVID-19, and in accordance with the Senate and Assembly bills (S.50001/A.40001), the meeting will be also be held **Zoom**, Join Zoom Meeting <https://us06web.zoom.us/j/81731438121?pwd=UnhjUzI2bXJK3BDeVVnZEtIOUJwdz09>  
Meeting ID: 817 3143 8121, Passcode: 650735 Dial by your location: 1 646 558 8656  
Find your local number: <https://us06web.zoom.us/u/kciTu16rwd>

Dated: February 8, 2022

Sarah Sterling, Secretary Columbia Economic Development Corporation

### **CEDC Governance and Nomination Committee Agenda**

**Chairman:**

Sarah Sterling

**Members:**

James Calvin

David Fingar

Tarah Gay

James Lapenn

Kenneth Leggett

1. Minutes, January 18, 2022\*
2. Slate of Directors : Annual Meeting\*
3. 2022 Compliance Calendar\*
4. 2021 Governance Committee Evaluation Summary\*
5. Committee Appointments – New Board Member
6. Board Candidate Discussion
7. Review of Charters
8. Other Business
9. Public Comment

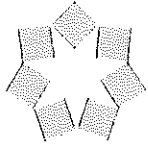
**Attachments:**

Draft January 18, 2022 Minutes

Slate of Directors (CEDC Annual Meeting 2022)

2022 Compliance Calendar

2021 Governance Committee Evaluation Summary



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**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:**

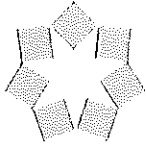
*Mr. Fingar made a motion, seconded by Ms. Gay to approve the minutes of December 1, 2021. Carried.*

**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.*

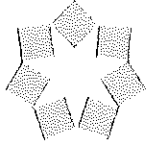
## **Board Vacancy Prospects:**

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 Drahushuk*

**CEDC Board of Directors Terms**  
Groups do not change

**Group 1**

**3 year Term Expires May 1, 2023**

Vacancy

Joseph Benson\*\*\*

Richard Cummings\*\*

Kenneth P. Leggett\*\*

Brian Stickle\*\*

Shadowbrook Farm LLC

Mulhern Gas Co.

Independent Contractor

The Bank of Greene County

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**Group 2**

**3 Year Term Expires May 1, 2024**

Ruth Adams\*

David Fingar\*

Tarah Gay\*\*

Derek Grout\*\*

Anita Otey\*\*

Sarah Sterling\*

Art Omi

Mid-Hudson Cablevision

Public House Auction

Harvest Spirits

Key Bank

HOUSE Hudson Valley

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**Group 3**

**3 year Term Expires May 1, 2022**

James Calvin\*\*

Patricia Finnegan\*

James Lapenn\*

John Lee\*

Michael Molinski\*\*\*

Seth Rapport\*\*

New York Association of Convenience Stores

Columbia Memorial Health

Retired Municipal Finance Attorney

Saturn Industries

Molinski Photography

Valley Mortgage

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\* Second 3 year term

\*\* First 3 year term

\*\*\* Completing remainder of a unexpired term

CEDC Compliance Calendar

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Board Meeting Month	Activity	Notes
January	Board and Committee Self-Evaluations Summary Review, Required documents presented to Board and Committees for approval	Require Committee & Board review and approval
February	Review Mission Statement and Measurements Report for changes, Board and Committee Self-Evaluation Summary review, Required documents presented to Board and Committees for review	Changes to Mission Statement require BD approval and resubmission to ABO
March	Review Annual, Audit, Procurement and Investment Reports (Reports are produced by PARIS) <b>DEADLINE 3/31/22</b> <b>Board Evaluation Deadline for submission 3/31/21</b>	Require Board review and approval
April	Form 990 review and approval. Policy and Procedure Review and update Annual Financial Disclosures Distribution/Follow up	Form 990 requires Board review and approval
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 <b>DEADLINE 10/31/22</b>	
October	Budget Review and approval Annual Financial Disclosures Followup	Budget requires Board review and approval
November	Policy and Procedure Review and update Board and Committee Evaluation Distribution	
December	Policy and Procedure Review and update Annual Financial Disclosures Followup Board and Committee Evaluations Followup Preparation begins on required documents	

	H	I	J	K	L
1	2021 Confidential Board Eval of Governance and Nominating Committee Performance Summary				
2			Somewhat	Somewhat	
3	Criteria	Agree	Agree	Disagree	Disagree
4	The Committee Members meet applicable independence requirements	IIII			
5	The Committee discusses guidelines and policies governing the processes used to address and manage risk exposure	III	I		
6	The Committee reports proceedings, findings and recommendations to the Board after each Committee meeting	IIII			
7	The Committee members receive a clear agenda and sufficient materials to prepare for each meeting with sufficient time to review and prepare	IIII			
8	The Committee members are kept up to date on Company and corporate governance issues.	III	I		
9	The Committee members have the opportunity to speak with and ask questions of any Committee advisors that attend Committee meetings.	IIII			
10	The Committee promotes the importance of compliance with Company policies and procedures.	IIII			
11	The Committee receives sufficient information from management for its decision-making.	IIII			
12	The Committee has sufficient opportunity and information to review effectively the Company's criteria to be considered in selecting nominees for director.	III	I		
13	The Committee effectively oversees the Company's corporate governance practices and procedures and regularly evaluates whether any changes to the documents, policies and procedures in the Company's corporate governance framework are necessary.	IIII			
14	The Committee reviews and approves its charter and its policies and procedures, and recommends any changes to the board for approval, at least annually.	IIII			
15	The Committee conducts a self-evaluation at least annually.	IIII			