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Columbia Economic Development Corporation

Meeting Minutes
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
Tuesday, January 17, 2023
One Hudson City Centre, Suite 301
Hudson, New York

A regular meeting of the Columbia Economic Development Corporation Governance and Nominating Committee was held on November 8th at 8:30am for the purpose of hearing any matters that may be presented to the Committee for consideration.

The meeting was called to order at 8:30am by Sarah Sterling, Chair.

Attendee Name	Title	Status	Arrived/Departed
James Calvin	Committee Member	Present in person	
David Fingar	Committee Member	Present in person	
Tarah Gay	Committee Member	Present in person	
Kenneth Leggett	Committee Member	Present in person	
Sarah Sterling	Committee Member	Present in person	
F. Michael Tucker	President/CEO	Present in person	
Andy Howard	Counsel	Present in person	
Jessica Gabriel	Senior Economic Developer	Present in person	
Chris Brown	Housing Coordinator	Present in person	
Lisa Drahushuk	Administrative Supervisor	Present in person	
Martha Lane	Business Development Director	Present in person	
Cathy Lyden	Bookkeeper	Present in person	

Minutes November 8, 2022:

Mr. Calvin made a motion, seconded by Mr. Leggett to approve the draft minutes from November 8, 2022 as presented. Carried.

Slate of Officers:

Mr. Leggett made a motion, seconded by Mr. Fingar to recommend the Slate of Officers as follows to the Members at the 2023 Annual Meeting: David Fingar – CEDC Chair, James Calvin; CEDC Vice-Chair, Tarah Gay – Treasurer, Sarah Sterling – Secretary. Carried.

Committee Charter Review Update:

Mr. Howard stated he used the ABO template for model charters, which he recommended be sent to the individual committees for review and suggested changes, then back to the Governance & Nomination Committee for review



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2022 Discharged Duties:

Mr. Tucker noted this document was developed from the Committee minutes. *Mr. Fingar made a motion, seconded by Ms. Gay to approve the report as presented. Carried.*

Policy Review

Equal Employment Opportunity Policy:

Procurement Policy:

Property Acquisition Policy:

Property Disposition Policy:

Whistleblower Policy:

Ms. Sterling noted the attached Procurement Policy had been raised to up to \$5,000 from \$2,000. Mr. Howard suggested raising the dollar amount on number 4 of the Procurement Policy to match the amount on Number 3 for consistency.

Ms. Sterling stated there had been no reports under the Whistleblower Policy. Mr. Tucker stated the Employee Handbook would be updated in keeping with NYS and federal regulations. He stated that would be brought to the Committee for review and approval. *Mr. Calvin made a motion, seconded by Mr. Leggett approving the presented policies with the suggested changes to the Procurement Policy. Carried.*

Board and Committee Attendance Report:

Mr. Tucker stated he needed to review the By-Laws to determine if Ms. Otey was still eligible to remain on the Board. Mr. Fingar reviewed the Board members terms, noting there were no openings. He noted there was one candidate for the next opening. *Mr. Calvin made a motion, seconded by Mr. Leggett to approve the attendance report as presented. Carried.*

Committee Appointments – New Members:

Ms. Sterling stated she was assigning committees to the new members. Mr. Johnston asked for Workforce & Education and Mr. Mahoney was on the Audit and Finance Committee. Ms. Sterling noted the two newest Board members: Anand Balasar and Michael Johnston, have not been appointed to committees.

Annual Meeting Planning:

Mr. Tucker stated the date for the meeting was April 25th at Kozel's.

Keynote Speaker:

He asked for suggestions for a topics for the keynote which would narrow the keynote speaker. Mr. Fingar suggested housing. Ms. Gay suggested employment and/or jobs. Mr. Tucker suggested several names including Ryan Moses and Chris Nardone. Mr. Calvin suggested the Regional President of the Federal Reserve who owns a home in Columbia County.

Staffing Update:



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Mr. Tucker introduced Mr. VanDenburgh and Mr. Brown, the two newest employees. Mr. VanDenburgh gave a brief summary of his background. He reviewed Mr. Brown's position as housing coordinator. Mr. Brown gave a brief overview of his background.

Mr. Tucker asked for a vote to enter Executive Session under Public Officers Law. *Mr. Calvin made a motion seconded by Mr. Leggett to enter Executive Session under Article 7 Section 105 (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 9:22am.*

Executive Session was exited at 9:30am upon a motion by Mr. Calvin and a second by Ms. Gay. Having no further business and no public comments, the committee meeting was adjourned at 9:23 a.m. on a motion by Mr. Leggett, seconded by Mr. Fingar. Carried.

Respectfully submitted by Lisa Draushuk