

# COLUMBIA COUNTY CAPITAL RESOURCE CORPORATION

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Please take notice that there will be a regular meeting of the Columbia County Capital Resource Corporation and its Committees to be held in person on February 7, 2023 at 8:30am, at One Hudson City Centre, Suite 301, Hudson, NY 12534 in accordance with Public Officers Law Section 103-a; This meeting is open to the public, who will have the opportunity to attend the meeting in person at the One Hudson City Centre address or via Zoom and provide live comments. Meeting packets are posted and available on the CRC's website:

<https://columbiaedc.com/about-cedc/capital-resource-corporation/crc-abo-public-documents/>

Join Zoom Meeting:

<https://us06web.zoom.us/j/81740639237?pwd=RG9vVzhkVWpJS1FTRHVlNVhHSGJXQT09>

Meeting ID: 817 4063 9237, Passcode: 500644, Dial by your location: 1 646 558 8656

Find your local number: <https://us06web.zoom.us/j/81740639237?pwd=RG9vVzhkVWpJS1FTRHVlNVhHSGJXQT09>

Dated: January 31, 2023

Nina Fingar-Smith, Secretary, Columbia County Capital Resource Corporation

## CRC Governance Committee Meeting Agenda

### Members:

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

1. Minutes, March 14, 2022\*
2. Governance Committee Charter Review\*
3. 2023 Compliance Calendar\*
4. 2022 Committee Evaluation\*
5. 2022 Discharged Duties\*
6. Public Comment

### Attachments:

Draft March 14, 2022 Minutes  
Governance Committee Charter  
2023 Compliance Calendar  
2022 Committee Evaluation  
2022 Discharged Duties

\* Requires Approval

**One Hudson City Centre, Suite 301, Hudson, New York 12534**  
**Phone: 518-828-4718**

# COLUMBIA COUNTY CAPITAL RESOURCE CORPORATION

## MINUTES COLUMBIA COUNTY Capital Resource Corporation Governance Committee Monday, March 14, 2022

**DRAFT**

Via Zoom and in person due to the COVID-19 outbreak

The regular meeting of Columbia County Capital Resource Corporation Board's Finance Committee, held via Zoom on the above date. The meeting was called to order at 8:54am by Carmine Pierro, Chairman,

Attendee Name	Title	Status	Arrived
Nina Fingar-Smith	Secretary	Excused	
Robert Galluscio	Treasurer	Excused	
William Gerlach	Board Member	Present in person	
Brian Keeler	Board Member	Present via Zoom	
Carmine Pierro	Chair	Present via Zoom	
Rick Rector	Board Member	Present in person	
Sarah Sterling	Vice-Chair	Excused	
Andrew Howard	Counsel	Present in person	
F. Michael Tucker	President/CEO	Present in person	
Lauren Cranna	Business Development Partner	Present in person	
Lisa Drahushuk	Administrative Supervisor	Present in person	
Cat Lyden	Bookkeeper	Present in person	
Martha Lane	Business Development Director	Excused	
Nicole Overbaugh	UHY	Present via Zoom	
Matt Vanderbeck	UHY	Present in person	

### Minutes, February 1, 2022:

*Mr. Rector made a motion, seconded by Mr. Gerlach to approve the Governance Committee minutes from February 2, 2021. Carried.*

### Full Board Evaluation:

*Mr. Gerlach made a motion, seconded by Mr. Rector to approve the document as presented. Carried.*

*With no other business and no public comment, Mr. Gerlach made a motion, seconded by Mr. Rector to adjourn the meeting. Carried. The Governance Committee Meeting ended at 8:56am.*

*Respectfully submitted by Lisa Drahushuk*

## **Columbia County Capital Resource Corporation GOVERNANCE COMMITTEE CHARTER**

This Governance Committee Charter was adopted by the Board of the Columbia County Capital Resource Corporation, a Not-for-Profit corporation established under the laws of the State of New York, on this 7<sup>th</sup> day of February of 2017.

### **Purpose:**

Pursuant to Article IV, Section 1 of the Corporation'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 Capital Resource Corporation
- Updating the Columbia County Capital Resource Corporation's corporate governance principles and governance practices;
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members; and
- Seek, recommend and nominate qualified candidates for election or appointment to the Columbia County Capital Resource Corporation's Board of Directors.

### **Powers of the Governance Committee**

The Board of Trustees 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 corporation staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Corporation'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.
- Developing a pool of potential candidates for consideration in the event of a vacancy on the Board of Directors including nominees recommended by members. Members may contact the Governance Committee Chairman, the Chairman of the Board or the Corporate Secretary in writing when proposing a nominee. This correspondence should include a detailed description of the proposed nominee's qualifications and a method to contact that nominee if the Governance Committee so chooses.
- Following the guidelines and criteria for the screening of directorial candidates as outlined in the Candidate Nomination and Appointment policy below, recommending nominees to the full Board of Directors.

**Candidate Nomination & Appointment Requirements:**

The Governance Committee believes that it is in the best interest of the Corporation and its members to obtain highly qualified candidates to serve as members of the Board of Directors. The Governance Committee will seek candidates for election and appointment that possess the integrity, leadership skills and competency required to direct and oversee the Corporation's management in the best interests of its members, clients, employees, communities it serves and other affected parties.

A candidate must be willing to regularly attend Committee and Board of Directors' meetings, to participate in Board of Directors' development programs, to develop a strong understanding of the Corporation, its businesses and its requirements, to contribute his or her time and knowledge to the Corporation and to be prepared to exercise his or her duties with skill and care. In addition, each candidate should have an understanding of all governance concepts and the legal duties of a trustee of a public corporation

**Committee 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 Corporation's bylaws. The Governance Committee shall be entirely comprised of independent members. The Governance Committee members shall be appointed by, and will serve at the discretion of the Columbia County Capital Resource Corporation's Board of Directors. The Committee 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 Corporation or an immediate family member of an employee of the Corporation. In addition, Governance Committee members shall not engage in any private business transactions with the Corporation or receive compensation from any private entity that has material business relationships with the Corporation, or be an immediate family member of an individual that engages in private business transactions with the Corporation or receives compensation from an entity that has material business relationships with the Corporation.

The Governance Committee members should be knowledgeable or become knowledgeable in matters pertaining to governance and the nomination process.

**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 in person.

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 Committee charter or the governance guidelines.
- Provide a self-evaluation of the Governance and Nominating 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 Corporation's Board; (b) evaluation of the Corporation's policies; and (c) other miscellaneous issues.

### **Relationship to the Corporation'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 Corporation'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 Corporation's governance process.

### **Evaluation of the Corporation's Policies**

The Governance Committee shall:

- Develop, review on a regular basis, and update as necessary the Corporation'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 Corporation's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Corporation's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Corporation's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Corporation's procurement process.
- Develop and recommend to the Board any required updates on the Corporation'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 Corporation, including rules and procedures for conducting the business of the Corporation's Board, such as the Corporation's by-laws. The Governance 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:

- 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 6, 2018

## CRC 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) <b>DEADLINE 3/31/23</b>	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 <b>DEADLINE 10/31/23</b>	
October	Budget Review and approval	Requires Board review and approval
November	Policy and Procedure Review and update	
December	Policy and Procedure Review and update	

Summary Confidential Board Evaluation of the CRC Governance Committee Performance				
Criteria		Somewhat	Somewhat	
	Agree	Agree	Disagree	Disagree
The Committee members meet applicable independence requirements.	7			
Discusses guidelines and policies governing the processes used to address and manage risk exposure.	7			
Reports proceedings, findings and recommendations to the Board after each Committee meeting.	7			
The Committee members receive a clear agenda and sufficient materials to prepare for each meeting with sufficient time to review and prepare.	7			
The Committee members are kept up to date on Company and corporate governance issues.	7			
The Committee members have the opportunity to speak with and ask questions of any Committee advisors that attend Committee meetings.	7			
The Committee promotes the importance of compliance with Company policies and procedures.	7			
The Committee receives sufficient information from management for its decision-making.	7			
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.	7			
The Committee reviews and approves its charter and its policies and procedures, and recommends any changes to the board for approval, at least annually.	7			
The Committee conducts a self-evaluation at least annually.	7			



## Columbia County Capital Resource Corporation

### 2022 Discharged Duties

#### Audit Committee:

- Reviewed and recommended approval by the full board: Internal Controls Statement and 2021 Audited Financials
- Reviewed and approved Committee Charter, 2021 Discharged Duties, 2021 Committee Evaluation.
- Reviewed and recommended the 2022 Audit engagement letter

#### Finance Committee:

- Reviewed and recommended approval by the full board: semi-annual financial reports and 2023 budget.
- Reviewed and approved Committee Charter, 2021 Discharged Duties, 2021 Committee Evaluation.
- Reviewed and recommended the 2021 Investment Report.

#### Governance Committee:

- Reviewed and recommended for full board approval: Slate of Officers, Compliance Calendar.
- Reviewed and approved Committee Charter, 2021 Discharge of Duties, 2021 Committee evaluation.

#### Full Board:

- Reviewed and approved appointment of: Officers, Corporate Attorney, Corporation Accountants, Administrative Officer and staff, committee members, ethic and procurement officers.
- Reviewed and approved: 2022 meeting schedule, corporate policies and procedure, banks and financial accounts, 2022 compliance calendar, 2021 internal controls statement, 2021 Committee discharged duties, 2021 Operations and accomplishments, 2021 performance measures report, 2022 mission and measurements statement, 2021 audited financials, 2021 Board evaluation and the 2023 budget.
- Approved 2022 Audit engagement letter.
- Reviewed treasurers report 2022.