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Columbia Economic Development Corporation

COLUMBIA ECONOMIC DEVELOPMENT CORPORATION NOTICE OF PUBLIC MEETING

Please take notice that there will be a regular meeting of the Columbia Economic Development Corporation's Governance & Nominating Committee to be held in person on February 14, 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. Comments can also be provided via email before and during the meeting to mtucker@columbiaedc.com. Meeting packets are posted and available on CEDC's website: <https://columbiaedc.com>. Join Zoom Meeting <https://us06web.zoom.us/j/89361338680?pwd=aEZJSEFMcjRWhNQldVWkZKZ0RmUjppdz09> Meeting ID: 893 6133 8680, Passcode: 118113, Dial by your location: 1 646 558 8656 Find your local number: <https://us06web.zoom.us/j/89361338680?pwd=aEZJSEFMcjRWhNQldVWkZKZ0RmUjppdz09>

Dated: February 7, 2023

Sarah Sterling, Secretary Columbia Economic Development Corporation

CEDC Governance and Nomination Committee Agenda

Chairman:

Sarah Sterling

Members:

James Calvin

Tarah Gay

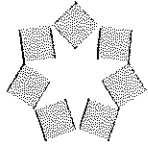
David Fingar

Kenneth Leggett

1. Minutes, January 17, 2023*
2. Committee Evaluation*
3. 2023 Compliance Calendar*
4. Committee Charters Review Update
5. Committee Appointments – New Members
6. CEDC Employee Handbook Update*
7. Annual Meeting Planning
 - a. Board Openings
 - b. Keynote Speaker
8. Staffing Update
9. Other Business
10. Public Comment

Attachments:

Draft January 17, 2023 Minutes
Committee Evaluation
2023 Compliance Calendar
CEDC Employee Handbook Update



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**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:

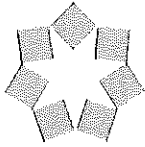
Mr. Calvin made a motion, seconded by Mr. Leggett to approve the draft minutes from November 8, 2022 as presented. Carried.

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 Drahushuk

	H	I	J	K	L
1	2022 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	5			
5	The Committee discusses guidelines and policies governing the processes used to address and manage risk exposure	4		1	
6	The Committee reports proceedings, findings and recommendations to the Board after each Committee meeting	5			
7	The Committee members receive a clear agenda and sufficient materials to prepare for each meeting with sufficient time to review and prepare	5			
8	The Committee members are kept up to date on Company and corporate governance issues.	5			
9	The Committee members have the opportunity to speak with and ask questions of any Committee advisors that attend Committee meetings.	5			
10	The Committee promotes the importance of compliance with Company policies and procedures.	5			
11	The Committee receives sufficient information from management for its decision-making.	5			
12	The Committee has sufficient opportunity and information to review effectively the Company's criteria to be considered in selecting nominees for director.	4	1		
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.	4	1		
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.	5			
15	The Committee conducts a self-evaluation at least annually.	5			

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CEDC Compliance Calendar

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) DEADLINE 3/31/23 Board Evaluation Deadline for submission 3/31/23	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 DEADLINE 10/31/23	
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	

2023 CEDC Committees and members:

CEDC Executive Committee

Chair – David Fingar
James Calvin
Sarah Sterling
Richard Cummings
Tarah Gay

CEDC Audit and Finance Committee:

Chair – Tarah Gay
Joseph Benson
Dave Fingar
Bryan Mahoney
Rick Rector

CEDC Governance and Nomination Committee:

Chair – Sarah Sterling *One vacancy*
Jim Calvin
David Fingar
Tarah Gay
Vacancy
Kenneth Leggett

CEDC Loan Committee:

Chair – Kenneth Leggett
Dave Fingar
Rachel Levine
Michael Molinski
Anita Otey
Sarah Sterling
Brian Stickles

CEDC Workforce and Education Committee

Chair- Ruth Adams
Ruth Adams
Anand Balasar
Carlee Drummer
Dave Fingar
Derek Grout
Michael Molinski
Sean Sawyer

2023

Group 1 Election 2023

Sean Sawyer elected 6/28/22 (Replaced Eric Mortensen) 1st complete term will begin May 1, 2023

Joseph Benson elected 12/21/21 (Began term 1/1/22) 1st complete term will begin May 1, 2023

Kenneth Leggett began his 1st 3 year term on (May 2020) (Current Term expires May 1, 2023)

Rick Cummings began his 1st 3 year term on (May 2020) (Current Term expires May 1, 2023)

Bryan Mahoney began his term (11/29/22 elected to replace Brian Stickle) will complete the term ending on May 1 2023

Group 2 Election 2024

David Fingar begins 2nd 3 year term May 1, 2021, **Term Expires May 1, 2024**

Derek Grout begins 1st 3 year term May 1, 2021

Anita Otey begins 1st 3 year term ending May 1, 2024

Sarah Sterling begins 2nd 3 year term May 1, 2021 **Term Expires May 1 2024**

Ruth Adams begins 2nd 3 year term May 1, 2021 **Term Expires May 1, 2024**

Tarah Gay begins 1st 3 year term ending May 1 2024

Group 3 Election 2025

James Calvin begins 2nd 3 year May 1, 2022

Michael Molinski begins 1st 3 year term May 1, 2022 Replaces Maria Suttmeier

Michael S. Johnston replaces M. Hochman, replaced T. Finnegan will begin 1st 3yr term May 1, 2025

Rachel Levine begins 1st 3 year term May 1, 2022 Replaces James Lapenn

Rick Rector begins 1st 3 year term May 1 2022 Replaces John Lee

Anand Balasar filled vacancy will begin 1st 3 year term May 1 2025

2023 election Sean Sawyer to his first full term ending 2026

Joe Benson to his first full term ending 2026

Ken Leggett to 2nd term ending 2026

Rick Cummings 2nd term ending 2026

Bryan Mahoney to first term ending 2026