



Choose Columbia

Columbia Economic Development Corporation

Meeting Minutes
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
Tuesday, January 16, 2024
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 January 16, 2024 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 David Fingar, Acting 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	
Sarah Sterling	Committee Member	Present via Zoom	
Kenneth Leggett	Committee Member	Present in person	
F. Michael Tucker	President/CEO	Present in person	
Andy Howard	Counsel	Present in person	
Rick Cummings	Board Member	Present in person	
Richard Nesbitt	Board Candidate	Present in person	9:00am arrived
Chris Brown	Housing Development Coordinator	Present in person	
Martha Lane	Administrative Supervisor	Present in person	
Stephen VanDenburgh	Business Development Specialist	Present in person	
Lisa Drahushuk	Administrative Supervisor	Present in person	
Cathy Lyden	Bookkeeper	Absent	
Riley Werner	Administrative Assistant	Absent	

Minutes:

Mr. Leggett made a motion, seconded by Ms. Gay to approve the November 7, 2023 minutes as presented. Carried.

Consent Agenda:

Mr. Tucker stated the new policy was for Board Members to ask to remove specific items from the Consent Agenda if they wished to discuss and if not the committee would vote on the Consent agenda as a whole. *Mr. Leggett made a motion, seconded by Ms. Gay to approve items a-through i under the consent agreement. Carried.*



Choose Columbia

Columbia Economic Development Corporation

Review of Board and Committee Attendance:

Mr. Tucker reviewed the current by-laws regarding the board attendance. The Committee discussed the issue. Ms. Sterling and Mr. Tucker would each contact a member to discuss their attendance and the results would be brought back to the Committee. *Ms. Gay made a motion, seconded by Mr. Leggett to accept the Board and Committee Attendance Report. Carried.*

Committee Appointments:

Ms. Sterling suggested adding additional members to the committees prior to the Annual Meeting in order to allow the committees to be able to function until additional committee members were appointed. Mr. Fingar stated he would ask the Board Members at the next meeting their Committee preference. *Ms. Gay made a motion seconded by Mr. Leggett to recommend appointing Rick Cummings to the Governance & Nominating Committee and Rachel Puckett to the Loan Committee. Carried.*

Annual Meeting Planning:

Mr. Tucker asked if there were suggestions for a venue. He noted the College had been contacted and the date is saved. Mr. Calvin suggested the Basilica, Ms. Sterling suggested The Caboose by the train station. Mr. Tucker asked for speaker suggestions. He stated John Frishkopf of Klocke Estates has agreed to give an overview of his project as the keynote speaker, but that wasn't locked in.. He asked the Committee to send him other suggestions. Mr. Tucker stated he was doing a preliminary by-law review.

Candidate Interview:

The Committee welcomed Richard Nesbitt of Johnnie Walker Insurance. Mr. Walker gave an overview of his background. Mr. Calvin made a motion, seconded by Mr. Leggett to enter Executive Session to discuss board candidates *under Public Officer's Law §107 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. Carried. Executive Session was entered into at 9:14am. Executive Session was exited at 9:17am on a motion by Ms. Gay, seconded by Ms. Sterling with all present voting in favor. Carried.*

Ms. Gay made a motion, seconded by Ms. Sterling to recommend Mr. Nesbitt to the CEDC Full Board for their review and approval. Carried.

Ms. Sterling stated she had three additional candidates for the full board: Chris Nardone, recommended by Dr. Drummer, Christian Lopez recommended by Mr. Molinski and Jennifer Ose-McDonald recommended by Sean Sawyer. She stated she anticipated interviewing them in February. Mr. Tucker gave an overview of Mr. Nardone and asked if the Committee would consider making the Director of the Workforce Investment Board an ex-officio member of the Board. The Committee asked for a resume from Mr. Lopez and Ms. Ose-McDonald in advance of the February Governance and Nominating Committee meeting. Mr. Tucker stated he was searching for a replacement for Ms. Gabriel. He noted there were three potential candidates. He planned to review them with Mr. Calvin and make a decision. He noted the importance of finding a good fit.



Choose Columbia

Columbia Economic Development Corporation

Ms. Sterling suggested she and Mr. Howard review and clean up the Governance and Nominating Charter which can be finalized at the next meeting.

Having no further business and no public comments, the committee meeting was adjourned at 9:31 a.m. on a motion by Mr. Leggett, seconded by Ms. Gay. Carried.

Respectfully submitted by Lisa Drahushuk