

Choose Columbia

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 August 13, 2024 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/87095599971?pwd=LgzB1rfb4Hnu5N0qxyfvkj5rMOTK66.1>

Meeting ID: 870 9559 9971, Passcode: 737177, Dial by your location: 1 646 558 8656

Find your local number: <https://us06web.zoom.us/j/87095599971?pwd=LgzB1rfb4Hnu5N0qxyfvkj5rMOTK66.1>

Dated: August 6, 2024

Michael Molinski, Secretary Columbia Economic Development Corporation

CEDC Governance and Nomination Committee Agenda

Chairman:

Rachel Levine

Members:

James Calvin

Tarah Gay

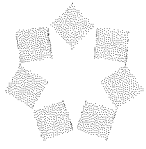
Rick Cummings

Kenneth Leggett

1. Board Vacancy
 - a. Candidate Nominations*
2. Draft Minutes, June 25, 2024*
3. Governance & Nominating Committee Charter *
4. Draft 2025 Meeting Calendar (for review)
5. Board and Committee Attendance*
6. Other Business
7. Public Comment

Attachments:

Draft Minutes June 25, 2024	Draft 2025 Meeting Calendar
Governance & Nominating Committee Charter	CEDC Board and Committee Attendance



Choose Columbia

Columbia Economic Development Corporation

Meeting Minutes - Draft
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
Tuesday, June 25, 2024
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 Tuesday, June 25, 2024 at 8:15am for the purpose of addressing a vacancy in the CEDC Officers.

The meeting was called to order at 8:17am by Rachel Levine, Chair.

Attendee Name	Title	Status	Arrived/Departed
James Calvin	Committee Member	Present in person	
Rick Cummings	Committee Member	Present in person	
Tarah Gay	Committee Member	Present in person	
Kenneth Leggett	Committee Member	Present in person	
Rachel Levine	Committee Chair	Present in person	
F. Michael Tucker	President/CEO	Present in person	
Andy Howard	Counsel	Present in person	
Chris Brown	Housing Development Coordinator	Present in person	
Michael Molinski	CEDC Board Member	Present in person	
Martha Lane	Administrative Supervisor	Absent	
Stephen VanDenburgh	Business Development Specialist	Present in person	
Lisa Drahushuk	Administrative Supervisor	Present in person	
Cathy Lyden	Bookkeeper	Present in person	
Riley Werner	Administrative Assistant	Present in person	

Board Officer Vacancy:

Ms. Levine noted the office of Vice-Chair has been vacant due to the sudden death of Mr. Rector. *Mr. Calvin nominated Tarah Gay, the current Treasurer as Vice-Chair, Mr. Cummings seconded the motion, which carried with all present voting in favor.*

Ms. Levine noted with Ms. Gay moving to Vice-Chair, the office of Treasurer was vacant. Ms. Gay made a motion to nominate Bryan Mahoney as Treasurer. Mr. Leggett seconded the motion, which carried with all present voting in favor.

Minutes:

Mr. Calvin made a motion, seconded by Mr. Cummings to approve the May 7, 2024 minutes as presented. Carried.



Choose Columbia

Columbia Economic Development Corporation

Mr. Calvin asked Ms. Levine to forward the resume of a perspective Board member to the rest of the Committee prior to the next Committee meeting.

Having no further business and no public comments, the committee meeting was adjourned at 8:20 a.m. on a motion by Mr. Calvin, seconded by Mr. Leggett. Carried.

Respectfully submitted by Lisa Draushuk

GOVERNANCE AND NOMINATING COMMITTEE

Columbia Economic Development Corporation

This Governance and Nominating Committee Charter was adopted by the Board of Directors of the Columbia Economic Development Corporation ("CEDC"), a public benefit corporation established under the laws of the State of New York, on this ___ day of _____ April, 2024~~3~~.

Purpose

Pursuant to Article IV, Section 1 of the Corporation's bylaws, the purpose of the ~~Governance~~Governance and Nominating committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate Governance and Nomination of Directors and Officers;
- Reviewing corporate Governance and Nominating trends for their applicability to the CEDC;
- Updating the CEDC 's corporate Governance and Nominating principles and Governance and Nominating 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
- Seeking, recommending and nominating qualified candidates for election or appointment to the Board of Directors of the corporation;

Powers of the Governance and Nominating and Nominating Committee

The Board of Directors has delegated to the Governance and Nominating committee the power and Corporation 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 and Nominating 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 §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 and Nominating Committee

Chairman, the Chairman of the Board or the Secretary of the corporation 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 and Nominating 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 and Nominating 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 and Nominating 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, and the community it serves.

~~Any member of the Board of Directors or the CEO may present the name of a potential candidate to the Board of Directors to the Chairperson of the Governance and Nominating Committee, along with a resume or equivalent background information. The Chairperson of the Governance and Nominating Committee shall thereafter advise the CEO and the Board Chairperson of the potential candidate and shall review the qualifications of said potential candidate with the Governance and Nominating Committee, who shall decide whether to proceed with an interview of said potential candidate. Pursuant to the foregoing, the Governance and Nominating Committee will determine which candidates to recommend to the full Board of Directors for election to said Board.~~

Any member of the Board of Directors or the CEO may present the name of a potential candidate to the Board of Directors to the Chairperson of the Governance and Nominating Committee, along with a resume or equivalent background information. The Chairperson of the Governance and Nominating Committee shall thereafter advise the CEO and the Board Chairperson of the potential candidate and shall review the qualifications of said potential candidate with the Governance and Nominating Committee, who shall decide whether to proceed with an interview of said potential candidate. Pursuant to the foregoing, the Governance and Nominating Committee will vote upon which candidates to recommend to the full Board of Directors for election to said Board.

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 and Nominating committee shall be comprised of at least five (5) or more independent independent Directors of the Corporation members. ~~(The size of the committee is determined by the Board of Directors.)~~ The Governance and Nominating committee members shall be

appointed by, and will serve at the discretion of the CEDC's Board of Directors. The Chairperson of the Governance and Nominating committee shall be selected by the Chairperson of the Board of Directors ~~members of the Committee~~ and ratified by the Board of Directors. 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 and Nominating committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Governance and Nominating 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 and Nominating 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 and Nominating committee members should be knowledgeable or become knowledgeable in matters pertaining to Governance and the nominating of directors and officers.

Committee Structure and Meetings

The Governance and Nominating 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. The Chairperson shall preside over Committee meetings, which shall be open to the public in accordance with the salient provisions of the Open Meeting Law of the State of New York, as set forth within Article 7 of the Public Officers Law. Meeting agendas shall be prepared prior to every meeting and provided to the Committee members along with any other relevant materials at least five (5) business days before the scheduled Governance and Nominating Committee meeting.

Responsibilities

To accomplish the objectives of good Governance and Nominating and accountability, the Governance and Nominating 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 and Nominating committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the Governance and Nominating committee has specific expertise, as follows:

- Develop the Corporation's Governance and Nominating 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 and Nominating 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 and Nominating process.
- ~~Develop and recommend the slate of officers to be elected at the November Board of Directors meeting.~~
- Develop and recommend the slate of officers to be elected at the November Board of Directors meeting.

Evaluation of the Corporation's Policies

The Governance and Nominating 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 and Nominating 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 and Nominating committee will oversee the implementation and effectiveness of the by-laws and other Governance and Nominating documents and recommend modifications as needed.

Other Responsibilities

The Governance and Nominating committee shall:

- Review on an annual basis the compensation and benefits for the President & CEO and other senior Corporation officials.
- Annually review, assess and make necessary changes to the Governance and Nominating committee charter and provide a self-evaluation of the Governance and Nominating committee.

Reports

The Governance and Nominating 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 and Nominating charter or the Governance and Nominating guidelines.
- Provide a self-evaluation of the Governance and Nominating committee's functions on an annual basis.

Revised 2025 Meeting Schedule #2

<p>January 2025 - Proposed</p> <ul style="list-style-type: none"> • 1st Holiday Office Closed • 7th CEDC Finance Com 8:30am • 8th Gov & Nom Com 8:30am • 13th Loan Com 8:30am • 14th CEDC Executive Com. 8:30am • 15th Tentative HIDA meeting 10:30am • 20th Holiday Office Closed • 28th CEDC Full Board 8:30am 	<p>July 2025</p> <ul style="list-style-type: none"> • 2nd HIDA meeting 10:30am • 4th Holiday Office Closed • 15th CEDC Finance Committee 8:30am • 21st CEDC Loan Committee 8:30am • 29th CEDC Full Board 8:30am
<p>February 2025</p> <ul style="list-style-type: none"> • 4th IDA & CRC 8:30am • 5th HIDA 10:30am • 10th Loan Com 8:30am • 11th Gov & Nom Com 8:30am • 17th Holiday Office Closed • 25th CEDC Full Board 8:30am 	<p>August 2025</p> <ul style="list-style-type: none"> • 5th IDA & CRC 8:30 am • 6th HIDA 10:30am • 12th CEDC Gov & Nom Com 8:30am • 18th CEDC Loan Committee 8:30am • 26th CEDC Full Board 8:30am
<p>March 2025</p> <ul style="list-style-type: none"> • 4th CEDC Exec Committee 8:30am • 5th HIDA 10:30am • 11th IDA CRC PARIS Meeting 8:30am • 17th CEDC Loan Com 8:30am • 18th Audit Committee Meeting 8:30am • 25th CEDC Full Board 8:30am 	<p>September 2025</p> <ul style="list-style-type: none"> • 1st Holiday Office Closed • 3rd HIDA 10:30am • 16th CEDC Executive Committee 8:30am • 22nd CEDC Loan Committee 8:30am Revised • 30th CEDC Full Board 8:30am
<p>April 2025</p> <ul style="list-style-type: none"> • 1st IDA 8:30am • 2nd HIDA 10:30am • 8th CEDC Audit Com 8:30am • 14th CEDC Loan Com 8:30am • 15th Finance Com Meeting 8:30am • 22nd CEDC Full Board 8:30am IF NEEDED • 29th CEDC Annual Meeting 7:30am 	<p>October 2025</p> <ul style="list-style-type: none"> • 1st HIDA 10:30am • 7th IDA 8:30am • 14th CEDC Finance Committee 8:30am • 20th CEDC Loan Committee 8:30am • 28th CEDC Full Board 8:30am
<p>May 2025</p> <ul style="list-style-type: none"> • 7th HIDA 10:30am • 13th CEDC Gov & Nom Com 8:30am • 19th CEDC Loan Com 8:30am • 26th Holiday Office Closed • 27th CEDC Full Board 8:30am 	<p>November 2025</p> <ul style="list-style-type: none"> • 5th HIDA 10:30am • 11th CEDC Gov & Nom Com 8:30am • 17th Loan Committee 8:30am • 25th CEDC Full Board 8:30am • 27th Holiday Office Closed • 28th Holiday Office Closed
<p>June 2025</p> <ul style="list-style-type: none"> • 3rd IDA 8:30am • 4th HIDA 10:30am • 10th CEDC Executive Committee 8:30am • 16th CEDC Loan Committee 8:30am • 24th CEDC Full Board 8:30am 	<p>December 2025</p> <ul style="list-style-type: none"> • 2nd IDA & CRC 8:30am • 3rd HIDA 10:30am • 9th CEDC Executive Committee 8:30am • 10th CEDC Audit Committee 8:30am • 15th CEDC Loan Committee 8:30am • 23rd CEDC Full Board 8:30am • 25th Holiday Office Closed

***This Schedule does not include Workforce & Education Committee meetings.

Revised 2025 Meeting Schedule #2

2025 CEDC Audit Committee Meetings

- March 18th 8:30am
- April 8th 8:30am
- December 10th 8:30am

2025 CEDC Executive Committee Meetings

- January 14th 8:30am
- March 4th 8:30am
- June 10th 8:30am
- September 16th 8:30am
- December 9th 8:30am

2025 CEDC Finance Committee Meetings

- January 7th 8:30am
- April 15th 8:30am
- July 15th 8:30am
- October 14th 8:30am

2025 CEDC Governance & Nominating Committee Meetings

- January 8th 8:30am
- February 11th 8:30am
- May 13th 8:30am
- August 12th 8:30am
- November 11th 8:30am

2025 CEDC Loan Committee Meetings

- January 13th 8:30am
- February 10th 8:30am
- March 17th 8:30am
- April 14th 8:30am
- May 19th 8:30am
- June 16th 8:30am
- July 21st 8:30am
- August 18th 8:30am
- September 22nd 8:30am
- October 20th 8:30am
- November 17th 8:30am
- December 15th 8:30am

2025 CEDC Workforce & Education Committee Meeting

Revised 2025 Meeting Schedule #2

2025 CEDC Full Board Meetings

- January 28th 8:30am
- February 25th 8:30am
- March 25th 8:30am
- April 22nd 8:30am *If needed*
- April 29th 7:30am Annual Meeting
- May 27th 8:30am
- June 24th 8:30am
- July 29th 8:30am
- August 26th 8:30am
- September 30th 8:30am
- October 28th 8:30am
- November 25th 8:30am
- December 23rd 8:30am

CEDC Full Board All CEDC Meetings								
	FB	A&F	Audit*	Finance	Exec	Gov & Nom	Loan	Wkfce*
Calvin, Jim	7/7			1/1	2/2	5/5	1/3	
Cummings, Richard	7/7				2/2	3/4		
Drummer, Carlee Ex Off.	5/7							
Gay, Tarah	7/7	3/3		1/1	2/2	5/5		
Goldman, Justin	5/7						6/6	
Grout, Derek	2/7							
Johnston, Michael	4/7							
Leggett, Kenneth	5/7					3/5	5/6	
Levine, Rachel	7/7					3/3	6/6	
Lopez, Christian	1/4							
Mahoney, Bryan	5/7	2/3		1/1	0/0			
Molinski, Michael	7/7				1/1		4/6	
Nardone, Christopher Ex Off.	3/3							
Nesbitt, Richard	5/7			1/1				
Pierro, Carmine Ex Off.	5/7			1/1				
Puckett, Rachel	6/6	1/1		1/1			5/6	
Sawyer, Sean	4/7							
Scalera, Richard Ex Off.	0/7							
Data as of July 15 2024								
The first number is the number of meetings they have attended.								
The second number is the number of meetings held during their term								
* No meetings held as of reporting date								