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Columbia Economic Development Corporation

Meeting Minutes
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
Tuesday, August 13, 2024
One Hudson City Centre, Suite 301
Hudson, New York

A meeting of the Columbia Economic Development Corporation Governance and Nominating Committee was held on Tuesday, August 13, 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 8:31am by Rachel Levine, Chair.

| Attendee Name | Title | Status | Arrived/Departed |
|---------------------|---------------------------------|-------------------|------------------|
| James Calvin | Committee Member | Absent | |
| Rick Cummings | Committee Member | Present in person | |
| Tarah Gay | Committee Member | Present in person | |
| Kenneth Leggett | Committee Member | Absent | |
| Rachel Levine | Committee Chair | Present in person | |
| F. Michael Tucker | President/CEO | Present in person | |
| Andy Howard | Counsel | Absent | |
| 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 | Present in person | |
| Riley Werner | Administrative Assistant | Present in person | |

Board Member Vacancies:

Ms. Levine noted there were several vacancies on the Board. She noted there were currently 3 openings. She stated she did have another person to bring to the committee. She stated the Committee had discussed looking at manufacturers as potential Board members. Mr. Tucker suggested the material should be distributed at the Full Board meeting for their review and discussion getting an indication of the type of candidate they were looking for. Mr. Tucker stated he anticipated a new appointment by the Board of Supervisors to replace Mr. Scalera who was an ex-officio officer.

Mr. Tucker asked Mrs. Drahushuk to provide a list of the Board members by location, occupation and geographic distribution as well as a list of Board members who left the Board in the past 5 years. He stated the list would be distributed on Friday to the Committee members.



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Governance & Nominating Committee Charter:

Mr. Tucker reviewed the adjustments which were:

1. The change from a *determination* to a *vote* on which candidates would be referred to the Full Board for approval. *(Page 2 Paragraph 3 of the proposed charter).*
2. Changing *five (5) or more independent members to: at least five independent Directors of the Corporation.* (Page 2 of the Charter, Paragraph 4).
3. Removing: *“(The size of the committee is determined by the Board of Directors.)”(bottom of Page 2.)*

Mr. Tucker stated he would check with Mr. Calvin and Mr. Howard about the unchanged and highlighted line *“Develop and recommend the slate of Directors to be elected at the November Board of Directors meeting.” located in the middle of Page 4.*

Minutes:

Mr. Cummings made a motion, seconded by Ms. Levine to approve the June 25, 2024 minutes as presented. Carried.

Governance & Nominating Committee Charter:

Mr. Cummings made a motion seconded by Ms. Levine to recommend the Charter to the Board, seeking further input and clarification from them on the proposed changes. Carried.

Draft 2025 Meeting Calendar:

Mr. Tucker stated Mr. Calvin had asked that the Committee and the Board review the calendar prior to a final vote.

Board and Committee Attendance:

Mr. Tucker stated that there were a few who had attendance issues but the majority attended regularly. He questioned if the Board meetings were summed up with a report, and presentations be more in depth it might would encourage attendance.

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

Respectfully submitted by Lisa Draushuk