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Columbia Economic Development Corporation

Meeting Minutes
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
Tuesday, November 12, 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, November 12, 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	Present in person	
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	Present via Zoom	
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	

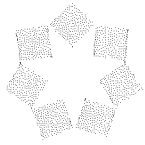
Candidate Interview:

Ms. Levine introduced Christine Hinz to the Committee, noting she was interested in serving on the CEDC Board. She stated she lived in Taghkanic and worked as a realtor with Coldwell Banker. She reviewed her background and work history. Mr. Calvin reviewed the background of the Board and how the corporation worked and gave an overview of the programs. He reviewed the responsibilities of the Board. Mr. Tucker further explained the compliance and how CEDC worked with other businesses and organizations.

Mr. Calvin called for a motion to enter Executive Session under

Open Meetings Law, Public Officers Law Article 7: Section §105: Conduct of executive sessions.

1. f. 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. Mr. Cummings made a motion seconded by Ms. Gay. The motion carried unanimously.



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Executive Session was entered into at 9:10am. Executive Session was exited at 9:14 am on a motion made by Mr. Calvin and seconded by Mr. Cummings.

Ms. Gay made a motion seconded by Mr. Cummings to recommend Ms. Hinz as a Board member to the Full Board. Carried.

Minutes:

Mr. Calvin made a motion, seconded by Mr. Cummings to approve the August 13, 2024 minutes as presented. Carried.

Governance & Nominating Committee Charter:

Mr. Tucker reviewed the recommended changes as outlined in the document. Mr. Calvin made a motion seconded by Mr. Cummings to approve the revised Charter as presented. Carried.

Board and Committee Attendance:

The Committee reviewed the document. Mr. Tucker stated it needed to be clear to the Board members that the Zoom meeting attendance was allowable if there was an extenuating circumstance within specific circumstances. He suggested that the Board be reminded of the rules at the next Full Board meeting. Ms. Levine stated some may not be aware that the rules exist and that attendance can affect the approval of loans or other items. Mr. Calvin made a motion, seconded by Ms. Gay to approve the report as presented. Carried.

Mr. Tucker introduced Alondra Isidro to the Committee. She gave her background and experience.

Having no further business and no public comments, the committee meeting was adjourned at 9:20 a.m. on a motion by Mr. Calvin, seconded by Mr. Cummings. Carried.

Respectfully submitted by Lisa Draushuk



Open Meetings Law – Board Attendance

New York’s Open Meeting Law provides that members of a public body shall be physically present at all such meeting unless such member is unable to be physically present at a meeting location due to extraordinary circumstances

Extraordinary circumstances are any significant or unexpected event that prevents a member of a public body from attending a meeting in person.

Examples of extraordinary circumstances include:

- Disability
- Illness, including health-related issues for family members or other household residents
- Caregiving responsibilities for someone with a physical, medical, or mental health condition
- Death in the family

If a member is unable to attend in person due to extraordinary circumstances, they can participate by videoconferencing.

The member should notify the board's chair or a designated representative as soon as possible, ideally no later than two business days before the meeting.

However, those attending remotely due to extraordinary circumstances other than a disability may not be counted toward the quorum requirement.

However, where the extraordinary circumstance is a disability the member may attend remotely while still counting toward the quorum requirement.