

Meeting Minutes
COLUMBIA ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE and NOMINATING COMMITTEE
February 10, 2026
One Hudson City Centre, Suite 301
Hudson, New York

A meeting of the Columbia Economic Development Corporation (CEDC) Governance and Nominating Committee was held on Tuesday, February 10, 2026 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 8:33am by Rachel Levine, Chair.

Attendee Name	Title	Status	Arrived/Departed
James Calvin	Committee Member	Via Zoom	
Rick Cummings	Committee Member	Absent	
Tarah Gay	Committee Member	Present in person	
Christine Hinz	Committee Member	Absent	
Rachel Levine	Committee Chair	Present in person	
Gary Graziano	Committee Member	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	
Martha Lane	Vice President Business Development	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	

Consent Agenda:

Minutes November 11, 2025

Committee Charter Review

2025 Discharged Duties

Equal Employment Opportunity Policy

Procurement Policy

Property Acquisition Policy

Property Disposition Policy

Whistleblower Policy

Ms. Levine asked if there were any suggested changes to the documents. *With no changes suggested Ms. Gay made a motion, seconded by Mr. Graziano to recommend the documents as presented to the Full Board. Carried.*

Review of Board and Committee Attendance Report:

The Committee reviewed the Board and Committee Attendance Report. A recommendation was discussed regarding a potential new board member (resume and letter of interest to be provided when received). The

Committee also reviewed upcoming board term expirations and discussed outreach to current members regarding interest in standing for re-election. *Ms. Gay made a motion, seconded by Mr. Graziano to recommend the document as presented to the Full Board. Carried.*

Committee Appointments:

The Committee discussed committee appointments and quorum considerations at the committee level. Discussion occurred regarding maintaining appropriate committee size to preserve transparency and avoid overly small decision-making groups. Staff will prepare a current committee assignment list for inclusion in the Board meeting packet, showing openings, and the Committee will discuss it with the Full Board at the upcoming meeting. Discussion also occurred regarding encouraging new board members to serve on committees.

Annual Meeting Planning:

The Committee discussed annual meeting planning, including logistics and sponsorship preparations. Discussion occurred regarding whether to include a guest speaker, and the Committee agreed the program will focus on recognizing the outgoing CEO and introducing the incoming CEO, rather than scheduling an additional guest speaker. Staff and counsel will review potential bylaw items in advance of the February Board meeting so any proposed changes are introduced ahead of March consideration. The Committee discussed potential bylaw amendments related to board terms/term limits and continuity, including possible approaches such as modifying term limits or providing exceptions for certain Executive Committee roles.

Other Business:

Mr. Tucker provided a staff and operations update.

With no further business and no public comments, the committee meeting was adjourned at 9:13am upon a motion made by Mr. Graziano, seconded by Ms. Gay. Carried.

Respectfully submitted by Riley Werner