



GGLDC Governance & Nominating Committee Meeting
Thursday, June 3, 2021
Location: Electronically
3:00 p.m.

MINUTES

ATTENDANCE

Committee Members: S. Noble-Moag, C. Yunker, G. Torrey
Staff: S. Hyde, L. Farrell, M. Masse, P. Kennett, L. Casey, J. Krencik, C. Suozzi
Guests: M. Gray (GCEDC Board Member), T. Bender (GCEDC/GGLDC Board Member),
P. Zelif (GCEDC/GGLDC Board Member)
Absent: D. Cunningham

1. CALL TO ORDER / ENTER PUBLIC SESSION

S. Noble-Moag called the meeting to order at 3:36 p.m. via conference call / video conference.

Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 202.1 issued on March 12, 2020 suspending the Open Meetings Law, this Meeting is being held electronically via conference call / video conference instead of a public meeting open for the public to attend in person.

2. CHAIRMAN'S REPORT & ACTIVITIES

2a. Agenda Additions / Other Business – Nothing at this time.

2b. Minutes: May 6, 2021

G. Torrey made a motion to approve the May 6, 2021 meeting minutes as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:

D. Cunningham - Absent
G. Torrey - Yes
C. Yunker - Yes
S. Noble-Moag - Yes

The item was approved as presented.

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

3a. Officer Appointments – The current slate of officers is set to expire on June 30th. It is suggested to appoint the following slate of officers:

Chair / President / CEO - D. Cunningham
Vice-Chair - T. Felton
Treasurer - G. Torrey
Secretary - S. Noble-Moag

C. Yunker made a motion to recommend to the full Board the Slate of Officers as presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

D. Cunningham - Absent
G. Torrey - Yes
C. Yunker - Yes
S. Noble-Moag - Yes

The item was approved as presented.

3b. Procurement Policies and Procedures - L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

C. Yunker made a motion to recommend to the full Board the approval of the Procurement Policies and Procedures as presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

D. Cunningham - Absent
G. Torrey - Yes
C. Yunker - Yes
S. Noble-Moag - Yes

The item was approved as presented.

3c. Investment Policy – L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

C. Yunker made a motion to recommend to the full Board the approval of the Investment Policy as presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

D. Cunningham - Absent
G. Torrey - Yes
C. Yunker - Yes
S. Noble-Moag - Yes

The item was approved as presented.

3d. Disposition of Property Guidelines – L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

C. Yunker made a motion to recommend to the full Board the approval of the Disposition of Property Guidelines as presented; the motion was seconded by G. Torrey. Roll call resulted as follows:

D. Cunningham - Absent
G. Torrey - Yes
C. Yunker - Yes
S. Noble-Moag - Yes

The item was approved as presented.

3e. Governance & Nominating Committee Charter – L. Farrell shared that this charter is required to be reviewed annually.

G. Torrey made a motion to approve the Governance & Nominating Committee Charter as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:

D. Cunningham - Absent
G. Torrey - Yes
C. Yunker - Yes
S. Noble-Moag - Yes

The item was approved as presented.

3f. Code of Ethics – L. Farrell stated that the Committee had reviewed this policy at the last Committee meeting. No changes are being recommended by staff, but S. Noble-Moag had asked for clarification regarding Article IV of the Code of Ethics. L. Farrell reported back to the committee that, per the policy, the Ethics Officer defaults to the Board Chair. The Committee requested that the policy language should state that the Ethics Officer “**is**” the Board Chair as opposed to “**defaults**” to the Board Chair.

The Committee moved agenda item 3g, Committee Self-Evaluation, to the last discussion point.

3h. STAMP Water Works Corp Board Appointments – At the March 25, 2021 Board meeting, the following appointments were made to the Water and Sewer Works boards.

1. Pete Zeliff – GCEDC Member
2. Paul Battaglia – GCEDC Member
3. Craig Yunker – GCEDC Member
4. TBD – GCEDC Member
5. Tim Hens – Professional Representative
6. Steve Mountain – Professional Representative
7. TBD - Town of Alabama Representative

The GGLDC previously agreed on a 7-member board with 4 of the 7 being GCEDC board members. The bylaws for both corporations allow the boards to be made up of between 3-9 members. With the current slate of board members, the corporations can meet, vote and operate without an additional appointment. However, that would result in 3 GCEDC members and 3 independent members on the boards.

Update: The Town of Alabama has appointed Rob Crossen to be the representative through 12/31/21. GGLDC Board approval is necessary. Additionally, a GCEDC member must be appointed to the STAMP Water and Sewer Works Corp Boards.

C. Yunker made a motion to recommend to the full Board appointment of Rob Crossen and Marianne Clattenburg to the STAMP Water Works Corp Board; the motion was seconded by G. Torrey. Roll call resulted as follows:

D. Cunningham - Absent
G. Torrey - Yes
C. Yunker - Yes
S. Noble-Moag - Yes

The item was approved as presented.

3i. STAMP Sewer Works Corp Board Appointments – At the March 25, 2021 Board meeting, the following appointments were made to the Water and Sewer Works boards.

1. Pete Zeliff – GCEDC Member
2. Paul Battaglia – GCEDC Member
3. Craig Yunker – GCEDC Member
4. TBD – GCEDC Member
5. Tim Hens – Professional Representative
6. Steve Mountain – Professional Representative
7. TBD - Town of Alabama Representative

The GGLDC previously agreed on a 7-member board with 4 of the 7 being GCEDC board members. The bylaws for both corporations allow the boards to be made up of between 3-9 members. With the current slate of board members, the corporations can meet, vote and operate without an additional appointment. However, that would result in 3 GCEDC members and 3 independent members on the boards.

Update: The Town of Alabama has appointed Rob Crossen to be the representative through 12/31/21. GGLDC Board approval is necessary. Additionally, a GCEDC member must be appointed to the STAMP Water and Sewer Works Corp Boards.

C. Yunker made a motion to recommend to the full Board appointment of Rob Crossen and Marianne Clattenburg to the STAMP Sewer Works Corp Board; the motion was seconded by G. Torrey. Roll call resulted as follows:

- | | |
|-----------------|--------|
| D. Cunningham - | Absent |
| G. Torrey - | Yes |
| C. Yunker - | Yes |
| S. Noble-Moag - | Yes |

The item was approved as presented.

Executive Session

C. Yunker made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 3:46 p.m., for the following reasons:

1. 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.

The motion was seconded by G. Torrey and approved by all members present.

Re-Enter Public Session

C. Yunker made a motion to enter back into public session at 3:48 p.m., seconded by G. Torrey and approved by all.

3g. Committee Self- Evaluation - After reviewing the Governance & Nominating Committee Charter, S. Noble-Moag stated that the Committee feels that it is meeting its obligations to the Board and County. Candid discussions, informed by the staff, occur by the Committee. The Committee successfully carries out its duties outlined by the Charter.

4. **ADJOURNMENT**

As there was no further business, G. Torrey made a motion to adjourn at 3:49 p.m., seconded by C. Yunker, and passed unanimously.