

Cayuga County Industrial Development Agency Governance Committee Meeting
2 State St., 1st Floor Conference Room
September 16, 2014 at 3 p.m.

The meeting of the Governance Committee was called to order at 3:11.

ROLL CALL

Present: Paul Lattimore, Carol Contiguglia, Gina Speno.

Others Present: Andrew Fish, Tracy Verrier, CEDA; Michelle Prego-Milewski, CSS.

CHARTER DISCUSSION: The committee discussed the third and fourth bullets under Section I, Purpose of Governance Committee Charter, and Ms. Verrier agreed to draft a document that meet the requirement of, “Advising those responsible for appointing directors to the Agency Board on the skills, qualities and professional or educational experiences necessary to be effective agency board members”.

The committee discussed the need for clarity and necessity of the fourth bullet under Section II, Powers of the Governance Committee, which states, “Solicit, at the Agency’s expense, persons have special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The governance committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Agency Board’s adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Agency Board for its approval”.

The committee discussed the meaning of the bulleted item and its legal requirement. Ms. Verrier will check into its legal requirement and the item may be stricken from the charter if it is not required by legislation.

The Committee raised the question of a Chair requirement in Section III, Composition and Selection section, and decided that one was not required. The committee also was informed by Ms. Verrier that they will have to meet twice per year.

In Section V, Reports, the committee questioned if their reports could be given orally if they must be written. Ms. Verrier answered that they may be given orally at the next regular meeting. Under Section VI, Responsibilities, the committee decided to use the state evaluation form that Ms. Verrier provided, and possibly search for a new form for next year’s evaluation. .

CONFLICT OF INTEREST POLICY: The Committee reviewed the Conflict of Interest Policy and made no revisions.

WHISTLEBLOWER POLICY: The Committee discussed changing the point of contact in the Whistleblower Policy. In the current policy, reports would be made to the Executive Director. The committee prefers that the reports be made to the Chair, and Vice Chair if the report concerns the Chair.

COMPENSATION, REIMBURSEMENT and ATTENDANCE POLICY: The committee requested that “Board of Supervisors” be changed to “County Legislature”.

The group also requested that the policy include a requirement for board members to have reimbursements pre-approved under most circumstances. They agreed there should be some flexibility for last minute or emergency expenditures, but that generally board members should need to get board approval of reimbursement prior to making any expenditures.

OTHERS NOT COVERED: The By-Laws and remaining two policies will be covered at the next meeting.

The meeting was adjourned at 3:56 p.m.

The next regularly scheduled CCIDA Governance Committee meeting is scheduled for Tuesday, November 18 at 3 p.m.