

**Cayuga County Industrial Development Agency Governance Committee Meeting
Springside Inn
December 15, 2015**

The meeting of the Governance Committee was called to order at 11:06 am.

ROLL CALL

Present: Paul Lattimore, Carol Contiguglia, Gina Speno.

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

BOARD SELF EVALUATIONS

Ms. Verrier said that the evaluations had been compiled and that there is room for improvement in some places, and that she would like to review them and decide the next steps.

Ms. Contiguglia said that the criteria was good and she didn't think anything more should be added. Mr. Lattimore asked if the criteria was given by the state, and Ms. Verrier answered that the first page of questions were provided by the state, while the second page were not.

Ms. Speno said that there was some concern of the "board sets clear and measurable performance goals" question, but other than that everything looked pretty good. Ms. Verrier said it was something to work on for the upcoming year.

Ms. Verrier said that there may have been some confusion in the wording regarding the CCIDA/AIDA merge question that may have accounted for some members not answering the question, but it looked like most board members are open to one IDA just not immediately. She said that CCIDA seems to be more open to a merge than AIDA. Ms. Verrier said it gives the governance committee a starting point, and will probably schedule another joint meeting for January or February. Ms. Contiguglia said she still has problems with AIDA having a specific focus because it would be very difficult to develop and implement specific enough parameters. Ms. Contiguglia asked Ms. Verrier if there are any new legislation by the state. Ms. Verrier said that nothing has been passed yet, but she expects there will be some new legislation soon regarding project evaluations and standardized applications to make sure that all projects are being handled in a consistent way.

GUIDANCE LETTER TO COUNTY LEGISLATURE

Ms. Contiguglia said that the committee spent a long time last year writing this letter and recommended that all committee members sign it. Ms. Verrier said that Ms. Speno and Mr. Marshall's nominations passed through the County Planning Committee with no problem, but that one legislator mentioned that there should be more board turnover in general referring to all committees. She added that the nominations still need to go through the full legislature. All committee members signed the letter.

CHARTER AND POLICY REVIEW

Ms. Contiguglia said that the committee spent a lot of time reviewing and updating policies last year, noting that Mr. Latanyshyn helped out with the internal controls related to agency monies. The committee recommended that the board restate the policies without any changes.

CHARTER REVIEW

Ms. Verrier said that the Charter was edited last year. Ms. Contiguglia said the committee had decided to leave it without a chair because the committee only had three members. The committee recommended that the board restate the charter without any changes.

BYLAW REVIEW

Ms. Verrier said that the committee reviewed the bylaws last December, and the amended version was approved by the full board in January. She noted that the committee had taken a hard look at it last year and made a number of changes. Ms. Verrier explained that the audit committees of both AIDA and CCIDA are working on creating and implementing an internal audit. She said that that committee will create a structure for the audit and secure an intern to do a lot of the legwork. Ms. Contiguglia said that the intern should have limited access to confidential and financial information. Ms. Speno asked how long AIDA appointments are, and Ms. Verrier said that there are three year terms, and all members are appointed at the same time. The committee recommended that the board restate the bylaws without any changes.

CODE OF ETHICS

The committee recommended that the board restate the Code of Ethics without any changes.

COMPENSATION AND ATTENDANCE

Ms. Verrier said that this policy was amended last year. The committee discussed the attendance policy, and decided that it may want to amend it at a later date to include the ability to remove a board member that consistently misses meetings. They discussed that it isn't a problem with the current board. Ms. Verrier will begin to research policies that provide leeway for members to miss meetings in an emergency or illness. The committee recommended that the board restate the compensation and attendance policy without any changes.

DEFENSE AND INDEMNIFICATION & TRAVEL POLICY

Mr. Lattimore requested to see the certificate of insurance because policies tend to vary. Ms. Verrier agreed to send the certificate and the policy for review. Mr. Lattimore wanted to make sure that the board has a good D&O and General Liability policy. Ms. Verrier briefly discussed the travel policy, noting that CEDA usually pays for staff travel since they are representing multiple organizations. She said if something significant came up, the board would be notified. Board members need prior approval for travel. The committee recommended that the Defense and Indemnification Policy and Travel Policy be restated without any changes.

WHISTLEBLOWER POLICY

Ms. Verrier said the policy provides protection to anyone reporting wrongdoing within the agency. It is basically see something, say something policy. The committee recommended that the board restate the whistleblower policy without any changes.

ADJOURNMENT

Motion to adjourn the meeting at 11:33 by Mr. Lattimore; seconded by Ms. Speno.