

**COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY  
OTSEGO COUNTY CAPITAL RESOURCE CORPORATION**

**Governance Committee**

**May 5, 2016**

**Meeting Minutes**

**CALL TO ORDER**

The Governance Committees of COIDA and OCCRC held a joint meeting on May 5, 2016. The meeting was called to order at 8:05 a.m. at the Cooperstown Village offices located at 22 Main St, lower floor, Cooperstown, NY. Committee members present were Jim Jordan, Hugh Henderson, Jim Salisbury, and Chair Devin Morgan, as well as staff member Elizabeth Horvath. Joe Bernier, Craig Gelbsman and Rick Hulse were not in attendance.

- Ms. Horvath updated the committee on Pinnacle HR's work: completion of the HR audit, creation of the Employee Handbook (to be adopted by Governance Committee), and final edits taking place on job descriptions, which will lead to the creation of the staff evaluation process and procedure.
- The committee discussed the contractor/CEO review process and determined the following:
  - Mr. Morgan will draft a template for evaluating Mr. Mathes' performance, which
  - The Governance Committee will review and adopt at its June meeting, leading to
  - Solicitation of feedback on CEO performance from Board members and staff, due one week before July Governance Committee meeting, so that
  - Governance Committee can synthesize a review to be adopted by full Board at July Board meeting
- The committee discussed a follow-on to our strategic plan – a 5-10 year business plan that will outline what the organization should look like (staffing, functions, structure, location, subsidiaries, management) 5-10 years from now. Goal is to quickly draft a mini-RFP in order to obtain quotes from, and availability of, consultants who do this work, and to hold the off-site in June if possible.
- Committee communications: discussion around distributing committee meeting minutes to full board following meetings, and creation of dashboards (using an iterative process) for each committee to communicate succinctly the progress of each committee. Ms. Horvath is working with Mr. Jordan and others to create a one-page Project Committee summary spreadsheet, as well as distinct one-pagers for deeper dives on individual projects.
- Mr. Morgan proposed updating our by-laws in order to allow for streamlined board meetings. Ms. Horvath will contact Joe Scott re the cost and timing of making and adopting these changes.

**NEXT STEPS**

- Ms. Horvath to send the draft employee handbook, which has been reviewed by Mr. Morgan, to the Governance Committee, and place discussion/adoption of such on the June Governance agenda.
- When it is available, Ms. Horvath to send Pinnacle's draft employee performance review recommendations/plan to Governance Committee.
- Mr. Morgan to create, by June committee meeting, a template for evaluating Mr. Mathes' performance.
- Ms. Horvath to email a copy of Mr. Mathes' current contract to full Board.
- Ms. Horvath to seek examples of CEO performance reviews from other EDOs in the state.

- Ms. Horvath to draft an RFP “lite” outlining request for bid on a Board offsite, for Mr. Morgan to edit; Ms. Horvath to obtain leads from Mr. Hulse and others per consultants.
- Going forward, minutes of each committee meeting will go in draft version to full Board following each committee meeting. Staff will be available, as always, to answer questions.
- Ms. Horvath to contact Joe Scott re possible by-laws changes.

**ADJOURNMENT**

There being no further business to discuss, the meeting adjourned at 9:10 a.m.