

COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY
OTSEGO COUNTY CAPITAL RESOURCE CORPORATION
Governance Committee
December 1, 2016
Meeting Minutes

CALL TO ORDER

The Governance Committees of COIDA and OCCRC held a joint meeting on December 1, 2016. The meeting was called to order at 8:10 a.m. at the Cooperstown Village offices located at 22 Main Street, Cooperstown NY. Committee members present were Jim Jordan, Rick Hulse, Devin Morgan and Bob Hanft, and staff Elizabeth Horvath.

During the meeting, Mr. Hulse made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, for the following reason: To discuss 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. Mr. Hanft seconded and the motion passed by unanimous voice vote. The committee entered executive session at 9:06 a.m. Mr. Morgan moved to exit executive session. Mr. Hanft seconded and the motion passed unanimously, and the committee exited executive session at 9:15. No action was taken during executive session.

At the meeting,

- The committee reviewed and accepted November's meeting minutes.
- The committee reviewed the October COO report and had a few questions. The report was well received.
- The committee discussed the current board member self-evaluation form and the proposed new version, and determined that the new version, with certain edits (see Next Steps below), will be recommended to the full board for adoption in December. Board engagement will be added to the form, and "upcoming events" will be added as an agenda item to monthly Board meetings in order to garner greater Board participation.
- The committee reviewed the following policies for the IDA and the CRC:
 - Code of Ethics
 - Compensation Policy
 - Whistle Blower Policy
 - Policy for Travel of Agency Members
 - Real Property Acquisition Policy
 - Property Disposition Policy
 - Indemnification of Officers and Trustees Policy
 - Governance Committee Charter

The committee determined that the charter, and the above-mentioned policies, are all in order and do not require modification at this juncture.

- Ms. Horvath introduced the board skills audit document, to be (potentially) used to assess board skills gaps and needs. The committee concluded that this would be useful document, requesting that Ms. Horvath obtain additional information from Joe Scott concerning gender/age range/minority status, modify the document and then bring to the full Board for adoption, per committee recommendation, at the December meeting.
- The committee reviewed an extension of Patrick Doyle's consulting contract and will recommend adoption to the full Board. Some discussion around better directing Mr. Doyle's work, creating a strategy and having Mr. Doyle present updates at Project Committee.

- Ms. Horvath introduced the annual performance review for Joe Hughes, indicating that he's been doing a great job, has learned a considerable amount and has taken on new responsibilities, and will be adding several other dimensions to his job, including outreach, going forward. Several committee members praised his work and indicated a desire to further leverage him and his skills. The committee will recommend a raise, to be determined by Audit & Finance, to the full board, and would like to see clearly defined goals for Mr. Hughes for 2017.
- Ms. Horvath presented a rough draft of a one-pager tracking grant revenue and expenses; the group discussed, and Ms. Horvath will attempt another, more visual format.

NEXT STEPS

- EAH to begin regularly attending IGA meetings, in order to provide updates to the committee (when asked), to alert the committee of upcoming events or milestones, and to report back to the IDA/CRC boards items of interest.
- EAH to edit board member self-evaluation to add a category for Board Engagement.
- New board member self-eval on Board agenda for 12/22/16.
- EAH to draft Governance Committee self-evaluation of performance and functions for review by Mr. Hulse and Mr. Morgan.
- EAH to contact Joe Scott concerning (1) board skills audit, (2) variable pay, and (3) requirements for a potential Rail LDC in terms of ABO, reporting, books, etc.
- EAH to email Cooperstown re implementation of plan and our eagerness to help.
- EAH to get Coop plan and Mathes Public Affairs contracts onto otsegonow.com.
- EAH to add upcoming events to Board agenda.
- EAH to create spreadsheet to track Board engagement.
- EAH to revise grant rev/exp tracking spreadsheet.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 9:53 a.m.