

**SENECA COUNTY**

**INDUSTRIAL DEVELOPMENT AGENCY**

**GOVERNANCE COMMITTEE**

**MEETING MINUTES**

October 19, 2020

9:00 am

Via Livestream due to COVID19

**Attendance:**

Members Present: Steve Brusso– Chair, Valerie Bassett and Thomas Kime

Staff Attending: Sarah Davis, Executive Director , Kelly Kline, Office Manager, Patricia Jones, Deputy Director and Robert E. Kernan, Jr. CFO

**Call to Order:**

Chairman Brusso called the meeting to order at 9:00 am. A quorum of committee members were present.

**Approval of Meeting Minutes of July 21, 2020:**

The meeting minutes were distributed and reviewed by the Committee. A motion was made by Mr. Kime to approve the minutes. Seconded by Ms. Bassett. Motion Carried

**Review of IDA Policies**:

**Established Policies with Modifications:**

The amended policies were provided to board members prior to the meeting. The proposed amendments were presented as follows:

* + **Administrative Guidelines Policies and Procedures:** The addition of a social media policy and to break out the agency’s FOIL policy into a standalone, public-facing document.
  + **By-Laws:** Added clarification regarding the definition of a quorum per state Public Authorities Law.
  + **Code of Ethics:** Added section of NYS Public Officers Law that outlines lobbying ban for all agency employees.
  + **FOIL Policy:** Expanded upon the previous policy to include contact information for the public and further detail on the FOIL process.
  + **Sexual Harassment Policy**: Clarified that the policy applies to board members in addition to staff and volunteers. Added a clause to allow individuals who’ve received the training elsewhere to supply proof of completion instead of needing to retake the training.
  + **Uniform Tax Exemption Policy**: Added policy regarding community-distributed solar facilities of 5MW or less.

After discussion, Committee members agreed to present the above modifications to the full board for discussion and possible approval.

**Established Policies with No Modification:**

The following policies were provided to Board members prior to the meeting and were presented as follows with no changes: Audit Committee Charter, Conflict of Interest, Capitalization Policy, Code of Ethics, Disposition of Property Policy, Equal Opportunity Policy, Finance Committee Charter, Governance Committee Charter, Investment Policy, Procurement Policy, Records and Retention Policy, Supplies and Equipment Policy, Whistleblower Policy and Mission Statement. A motion was made by Mr. Kime approving all established polices listed above with no modifications. Seconded by Ms. Bassett. Members, Brusso, Kime and Basset voted “yea”. Motion carried.

**Review and Approval of Updated IDA Application for Financial Assistance:**

A copy of the proposed application was provided to board members prior to the meeting. Proposes changes are as follows: Added spaces for additional contact and project information, including desired closing date and estimated construction start and end dates. Also, provided additional guidance and clarification on job projection table to bring it more in line with PARIS reporting to the state. A motion was made by Ms. Bassett recommending approval of the proposed updates to the IDA Application to the full board. Seconded by Mr. Kime. Members, Brusso, Kime and Basset voted “yea”. Motion carried

**Nominations of 2021 Officers / Committees:**

Tabled

**Self-Evaluation of Governance Committee:**

According to the IDA Governance Committee Charter, the Governance Committee must report annually any proposed changes to the governance charter and governance guidelines. It is also recommended that a review of procedures is made in accordance with PAAA. A Draft Evaluation was provided to Committee Members prior to the meeting for their review. No changes were noted. Committee members requested that the Evaluation be provided to the full IDA Board at their next meeting.

**Executive Session:**

Chairman Brusso requested a motion to enter into Executive Session for the discussion of the employment 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. A motion was made by Mr. Brusso at 10:02 pm to enter into Executive Session. Seconded by Ms. Bassett. Motion carried. A motion was made by Mr. Kime at 10:20 pm to come out of Executive Session. Seconded by Ms. Bassett. Motion carried.

**Contract Renewals for Professional Services / 2021:**

Six contracts for Professional Services for the 2021 calendar year are up for renewal: Fisher Associates; Dermody Burke and Brown; Eleanor Beattie, IDA Bookkeeper; Jim Armstrong, Business Retention & Expansion Specialist; Finger Lakes TV and Robert E. Kernan Jr., CFO.

1. **Fisher Associates** offers professional engineering services. Their annual contract fee is for up-to $10,000 and would be billed on an as-needed basis. No increase from prior year.
2. **Dermody Burke and Brown** provides accounting services with a $6,750 annual fee. An annual increase of $150 from 2020.
3. **Eleanor Beattie** is an independent contractor who currently performs bookkeeping duties for the IDA/EDC/SVMC at a price of $675 a month for a maximum of 20 hours monthly. No increase from prior year
4. **Jim Armstrong** is a business expansion and retention specialist. His services are not to exceed $15,000 for 2021. No increase from prior year.
5. **Finger Lakes TV** for livestreaming services of the agency’s Meetings with an annual fee of $10,000.
6. **Robert E. Kernan, Jr**., as CFO with a monthly service fee of $1,500; $1,000 is paid by the IDA and $500 is paid by the EDC.

A motion was made by Mr. Kime recommending approval of the above 2021 contracts to full IDA Board. Seconded by Ms. Bassett. Members, Brusso, Kime and Basset voted “yea”. Motion carried

**Adjournment:**

A motion to adjourn the meeting was made by Ms. Bassett . Seconded by Mr. Kime. Motion carried. The meeting adjourned at 10:25am.

Respectfully submitted,

Sarah R. Davis

Executive Director