



## **GOVERNANCE COMMITTEE MEETING of the WYOMING COUNTY IDA BOARD**

Thursday September 10, 2020 @ 1:00 p.m. Attica Hotel 28 Exchange Street, Attica, NY

Because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order Members of the public may listen to and view the Board meeting by clicking the following link: <https://www.youtube.com/watch?v=nQP6gGvwPWY&t=2s>

### **MINUTES**

Chairman Dadd called the meeting to order at 1:05 p.m.

#### **1. Roll call**

In attendance were: Mark Dadd, Chairman; A.D. Berwanger, Vice Chairman; Rebecca Ryan, Treasurer; E. Joseph Gozelski, Director; James Hardie, Director; Thomas McCormick, Director; James Pierce, Executive Director; Robin Marschilok, Director of Operations; Jennifer Tyczka, Program Manager; William Daly, Special Projects Coordinator and Kevin Zanner, Agency Counsel.

Chairman Dadd discussed with the Board the resignation submitted by Sandy Piridy effective as of August 28, 2020. The Chairman authorized Pierce to write a letter to thank Piridy for her years of service to the IDA and the BAC and to officially accept her resignation. Dadd concluded that Sandy was a valuable member and will be missed by the Board. Piridy's resignation leaves the Office of Secretary vacant. The Chairman asked for nominations to fill the Secretary position. J. Gozelski nominated T. McCormick. D. Berwanger moved to accept T. McCormick as Secretary. J. Hardie seconded the motion and it was unanimously carried.

#### **2. Review and Approve Minutes**

The Committee reviewed and approved the minutes from the September 12, 2019 Governance Committee Meeting on a motion made by D. Berwanger. The motion was seconded by R. Ryan and unanimously carried.

#### **3. Recommendations to the Board**

##### **A. Appointment of Governance Committee Members**

The Governance Committee agreed to recommend to the WCIDA full Board the appointment of all members of the WCIDA Board to the Governance Committee on a motion made by J. Gozelski. The motion was seconded by J. Hardie and unanimously carried.

**B. Appointment of Finance and Audit Committee Members**

The Governance Committee agreed to recommend to the WCIDA full Board the appointment of all members of the WCIDA Board to the Finance and Audit Committee on a motion made by R. Ryan. The motion was seconded by J. Hardie and unanimously carried.

**C. Appointment of Officers to the WCIDA Board – recommend slate of Officers for the Board**

The Committee agreed to recommend to the WCIDA full Board the appointment of the following slate of officers to the WCIDA Board: Mark Dadd, Chairman; A. D. Berwanger, Vice-Chair; Thomas McCormick, Secretary; and Rebecca Ryan, Treasurer on a motion made by J. Hardie. The motion was seconded by R. Ryan and unanimously carried.

**D. Review, Adopt and Re-adopt Governance Policies and Charter**

1. Procurement Policy

The Committee moved to recommend to the full Board the re-adoption of the Procurement Policy on a motion made by T. McCormick, seconded by J. Hardie and unanimously carried.

2. Acquisition of Real Property Policy

The Committee moved to recommend to the full Board the re-adoption of the Acquisition of Real Property policy on a motion made by T. McCormick, seconded by J. Hardie and unanimously carried.

3. Disposition of Real Property Guidelines

The Committee moved to recommend to the full Board the re-adoption of the Disposition of Real Property Guidelines on a motion made by T. McCormick, seconded by J. Hardie and unanimously carried.

4. Policy for Receipts of Accounting, Internal Controls and Auditing Complaints

The Committee moved to recommend to the full Board the re-adoption of the Policy for Receipts of Accounting, Internal Controls and Auditing Complaints on a motion made by T. McCormick, seconded by J. Hardie and unanimously approved.

5. Conflict of Interest Policy- Re-adopt Policy

The Committee moved to recommend to the full Board the re-adoption of the Conflict of Interest Policy on a motion made by T. McCormick, seconded by J. Hardie and unanimously carried.

6. Governance Committee Charter- Re-adopt Charter

The Committee moved to recommend to the full Board the re-adoption of the Governance Committee Charter on a motion made by T. McCormick, seconded by J. Hardie and unanimously carried.

**4. Adjourn Governance Committee Meeting**

Having no further items to discuss the Committee adjourned at 12:12 p.m. on a motion made by D. Berwanger, seconded by J. Gozelski and unanimously carried.