

**ST. LAWRENCE COUNTY IDA
CIVIC DEVELOPMENT CORPORATION**

GOVERNANCE COMMITTEE MEETING

MARCH 7, 2017

1. Call to Order

The Committee meeting is called to order at 12:11 PM, with Committee members Blevins, Hall and LaBaff. Also present are IDA Staff Patrick Kelly and Lori Sibley.

Per the minutes of the February 16, 2017 IDA-CDC Meeting, Mr. Blevins has been appointed to the Governance Committee to fill Mr. Staples position as Chairman of the Committee.

2. Governance Documents

i. Review of the Compensation, Reimbursement and Attendance Policy.

No changes noted.

ii. Review of the Whistleblower Policy & Procedures.

Mr. Hall notes the words “Member of the Board” and “Director” are used interchangeably for both the Whistleblower Policy and the Code of Ethics and questions why the Authorities Budget Office Models would use different titles when referencing the same group of people. In order to have consistency with policies and procedures, Mr. Hall suggests the terminology referencing the same group of people be consistent. Mr. Kelly offers to research and respond to this question prior to bringing the resolutions to the full board.

iii. Review of Code of Ethics

Other than the statement made by Mr. Hall above, there are no recommendations for change with the current policy.

iv. Review of Defense & Indemnification Policy.

No changes noted.

3. Current Policies

i. Financial Disclosure

Ms. Sibley reviews the FY2016 Statement of Financial Disclosure with the committee members, emphasizing the form is modeled after the questionnaire provided by the St. Lawrence County Ethics Board. No changes noted.

4. Executive Session

- i. *The Committee moves to Executive Session at 12:20 PM to discuss the Board Self-Evaluation forms and the financial and credit history of a particular corporation. The Committee returns to Regular Session at 12:38 PM.*

5. General Discussion

- i. Mission and Performance Review

Mr. Kelly reviews the current mission statement and performance goals with the committee, while referencing the policy guidance provided by the Authorities Budget Office pertaining to Public Authority Mission Statements and Measurement Reports. After review and discussion, the committee decides there are no changes needed at this time. The committee notes they are pleased with the performance review for 2016.

- ii. *Upon a request by the committee, Mr. Kelly agrees to provide recommendations for ways to utilize the available funds of the CDC for maximum value and to bring such recommendations to the full board for review and discussion.*

6. Adjournment

Meeting adjourns at 12:44 PM.