

GOVERNANCE COMMITTEE AGENDA

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

MARCH 9, 2016

1. Call to Order

The Committee meeting is called to order at 9:32 AM, with Committee members LaBaff and Hall. Mr. Patrick Kelly, Mr. Thomas Plastino, and Mrs. Lori Sibley are also present.

2. Governance Documents

i. 2016 Review of Compensation, Reimbursement and Attendance Policy

ii. 2016 Review of Whistleblower Policy and Procedures

iii. Accepting Revisions to Code of Ethics

Mrs. Sibley reports that an annual review of the Code of Ethics policy suggests that certain items should be incorporated or described in greater detail to enhance the ethical and professional performance of the Authority. Such items include a more detailed description for the acceptance of gifts, the use of Authority property and equipment, and the prohibition of directors and employees from appearing and practicing before the Authority for two (2) years following employment. Committee members unanimously motion to move this resolution to the full board for consideration.

iv. 2016 Review of Defense and Indemnification Policy

v. 2016 Review of Conflicts of Interest Policy

As part of the annual review of the Conflicts of Interest Policy, Mrs. Sibley refers to the model policy posted on the Authority Budget Offices website and points to the section that references disciplinary procedures for failure to comply with the policy and asks the committee if they favor incorporating language into SLCIDA policy that further explains disciplinary action. Committee member LaBaff suggests that disciplinary procedures should be considered when it has been determined that a conflict exists. Mr. Hall recommends that Attorney Silver compare ABO's model policy with our policy to determine if additional language should be incorporated into our existing policy. At this time, the committee members unanimously motion to delay accepting any revisions to the policy until Attorney Silver reviews the information.

3. Current Policies

i. Financial Disclosure

Review of the Annual Statement issued by St. Lawrence County's Ethics Board indicates a need for modification to the existing forms to incorporate additional items relevant to the names of spouses/domestic partners and children, other income and business relationships with the County. The committee members unanimously approve the recommended changes to the existing Financial Disclosure Statement.

4. Executive Session

The Committee moves to Executive Session at 9:45 AM to discuss Board Self-Evaluation documents. The Committee returns to Regular Session at 10:04 AM.

5. General Discussion

i. 2015 Mission and Performance Review

Committee members review the Authorities' activities and accomplishments throughout 2015. Mr. Kelly notes the report is posted in PARIS and provided to the County Legislature for their information.

ii. Dissolution of St. Lawrence County Local Development Corporation

Mr. Kelly notes receipt of a Consent to Dissolution of a Corporation by the New York State Department of Taxation and Finance was received by this office. Attorney Silver is completing the remainder of the process and preparing it for submission to the NYS Department of State for final approval and filing.

iii. Legislation enacting certain Best Practices for IDA's

Mr. Kelly reminds the committee members of legislation that will take effect on June 15, 2016 requiring IDA's to establish comprehensive standards for applications and financial assistance. It would also require IDA's to adopt uniform criteria for the evaluation and selection of each category of projects for which financial assistance would be provided, a uniform project agreement, and policies for the suspension or discontinuance of financial assistance for projects that don't meet their goals. He notes that staff will evaluate current processes and procedures and present necessary modifications to the board prior to the June 15th deadline.

6. Adjournment

Meeting adjourns at 10:33 AM.