

**GOVERNANCE COMMITTEE MEETING
OF THE
ST. LAWRENCE COUNTY IDA**

IDA OFFICE, MAIN CONFERENCE ROOM

AUGUST 25, 2017

1. Call to Order
 - i. *The Committee meeting is called to order at 12:10 PM, with Committee members Blevins (Chair), LaBaff, Hall and Staples (former Chair of Governance Committee) present. Patrick Kelly and Lori Sibley are also present.*
 - ii. *Mr. Kelly references the February 16, 2017 SLCIDA meeting minutes whereby Chairman Staples appoints Mr. Blevins as the Chair of the Governance Committee. Mr. Staples will be available to assist the Committee over the next year to ensure an orderly transition.*

2. Governance Documents
 - i. Review of "Governance Committee Charter".
The Committee members review the existing Charter and determine it reflects current best practices and incorporates the statutory requirements of the Public Authorities Accountability Act, using the model Governance Committee Charter provided by the ABO as a guide. There are no recommended changes at this time.

 - ii. 2017 Review of Conflicts of Interest Policy.
The Committee members review the existing Policy, which contains minor revisions approved last year. Additionally, the committee members review the ABO model Conflicts of Interest and determine there are no recommended changes at this time. Mr. LaBaff and Mr. Hall motion to move the resolution for full board consideration.

 - iii. 2017 Review of Procurement Policy.
Committee members thoroughly review the current Procurement Policy. Mr. Kelly notes that the dollar amounts currently set for purchasing goods and services have remained the same since the inception of the policy in 2010. To accommodate for inflation in prices since that time, he suggests the line items for purchase contracts below \$10,000 should increase. Proposed threshold limits are as follows: Under \$2,500 (no quotes needed); \$2,501 - \$5,000 (requires 3 verbal quotes), \$5,001 - \$9,999 (requires 3 written quotes). The Committee agrees to amend the current procurement policy guidelines to those listed above. Mr. Hall and Mr. LaBaff motion to accept the modifications to the procurement policy. Mr. Hall and Mr. LaBaff motion to move the amended resolution to the full board for consideration.

 - iv. 2017 Review of Assessment of Internal Controls.
Mrs. Sibley notes updates to the current Assessment of the Effectiveness of Internal Controls are necessary due to the recent change in payroll processing companies and the way payroll reports and checks are printed. Mr. LaBaff and Mr. Hall motion to

accept the modifications to the Internal Controls Assessment. Committee members agree the structure appears to be sufficient to meet internal control objectives and unanimously motion to move these revisions to the full board for consideration.

3. Current Policies

i. (Amend) Electronic Technology – Usage and Monitoring Policy.

The current policy is reviewed by committee members, noting minor grammatical changes and a revision to the staff contact in regards to updating passwords on internal electronic systems. Committee members unanimously motion to accept the changes and move this resolution to the full board for consideration.

ii. (Amend) Monetary Transfers Policy.

The current policy authorizes the Administrative Director (currently known as the Chief Executive Officer) and the Chief Financial Officer to make monetary transfers. The committee approves the change in title from Administrative Director to Chief Executive Officer in the resolution title. Additionally, any reference to the St. Lawrence County Industrial Development Agency Local Development Corporation is removed and a separate resolution is drawn for the LDC. Committee members unanimously motion to accept the changes and move this resolution to the full board for consideration.

iii. (Amend) Affirmative Action Plan.

Changes to the current plan consist of title change (from Human Resource Coordinator to Administrative Services Coordinator) and the address of the St. Lawrence County Industrial Development Agency, now located at 19 Commerce Lane, Suite 1, Canton. Committee members unanimously motion to accept the changes and move this resolution to the full board for consideration.

4. General Discussion

Mrs. Sibley reviews the ABO report, released on April 3, 2017, on Board Member Training Compliance.

5. Executive Session

The Committee moves to Executive Session at 12:40 PM to discuss the financial and credit history of a particular corporation, upon the motion of Labaff/Hall. The Committee returns to Regular Session at 1:28 PM, upon the motion of LaBaff/Hall.

6. Adjournment

Hall/LaBaff motion to adjourn at 1:28 PM.