

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

IDA OFFICE, MAIN CONFERENCE ROOM

OCTOBER 15, 2018

1. Call to Order

- i. *The Committee Meeting is called to order at 12:14 PM, with Committee members Blevins (Chair), LaBaff, and Hall present. Patrick Kelly and Lori Sibley are also present.*

2. Governance Documents

- i. 2018 Review of Conflicts of Interest Policy.
The Committee members review the existing Policy and 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.
- ii. 2018 Review of Procurement Policy.
Committee members thoroughly review the current Procurement Policy and the ABO recommendations provided on their website. Mr. Kelly notes that the Development Authority of the North Country has been a fundamental partner in providing administrative services for the J&L Demolition and Rehabilitation Project. While reviewing the current policy, Mr. Kelly suggests modifying the section of the policy which references local, state and federal government entities qualifying to meet local authority requirements. The Committee agrees to amend the current procurement policy guidelines to provide more clarity. Mr. Hall and Mr. LaBaff motion to accept the modifications to the procurement policy and motion to move the amended resolution to the full board for consideration.
- iii. 2018 Review of Assessment of Internal Controls.
The Committee reviews the current policy and the provided ABO Guidance. Ms. Sibley notes a minor grammatical change to the 2017 policy. Mr. LaBaff and Mr. Hall motion to accept the modification 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) Sexual Harassment Policy.
After review of the current policy and review of the new mandates now required by New York State Law, the committee suggests modifications to the current policy and authorizes the addition of a Complaint Form as an exhibit to the policy. Committee

members unanimously motion to accept the changes and move this resolution to the full board for consideration.

ii. (Amend) Cellular Phone Usage Policy.

The current policy is reviewed by committee members, noting the policy pertains to the use of cellular phones provided by the company. Suggestions are offered by Mr. Hall to enhance the policy, to include the use of both personal and company phones/electronic devices in the workplace. Committee members come to an agreement on how to best structure the policy and unanimously motion to accept the changes and move the resolution to the full board for consideration.

iii. (Amend) Employee Handbook.

Changes to the current handbook are necessary to reflect recent modifications to the Sexual Harassment Policy, the Cellular Phone Usage Policy, and minor changes to the Family Medical Leave Act and Holiday Observance. 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 press release, issued August 8, 2018, on IDA Projects Website Posting Regulations.

5. Executive Session

The Committee moves to Executive Session at 12:47 PM to discuss the financial and credit history of a particular corporation, upon the motion of Hall/LaBaff. The Committee returns to Regular Session at 12:58 PM, upon the motion of LaBaff/Hall.

6. Adjournment

Hall/LaBaff motion to adjourn at 1:03 PM.