

**SENECA COUNTY
ECONOMIC DEVELOPMENT CORPORATION
JOINT IDA EDC FC Governance Committee Meeting
Thursday, November 30, 2023
2:00 PM
Heroes Conference Room
One DiPronio Drive
Waterloo NY 13165**

Agenda

1. Approval of Governance Committee Meeting Minutes of October 21, 2022 V _____

2. Review of EDC Policies:
 - Established Policies with No Modifications: R _____

Audit Committee Charter	Governance Committee Charter
Bylaws	Investment Policy
Capitalization Policy	Mission Statement
Code of Ethics	Procurement Policy
Conflict of Interest	Records and Retention Policy
Disposition of Property Policy	Sexual Harassment Policy
Equal Opportunity Policy	Supplies and Equipment Policy
Finance Committee Charter	Whistleblower Policy
FOIL Policy	

3. Nominations of 2024 EDC Officers

4. Self -Evaluation of EDC Governance Committee

5. 2024 Contract Renewal for Robert E. Kernan Jr., CFO V _____

6. Other Business

7. Consideration of Executive Session

8. Adjournment

SENECA COUNTY
ECONOMIC DEVELOPMENT CORPORATION
GOVERNANCE COMMITTEE
MEETING MINUTES

Friday, October 21, 2022
12:51 pm
Heroes Conf Room
One DiPronio Dr Waterloo NY

Attendance:

Members Present: Steven Brusso and Thomas Kime
Members Absent: Jeff Shipley
Others Attending: Sarah Davis, Kelly Kline, Dave Hewitt, Robert Kernan, CFO; Tom Murray

Call to Order:

Chairman Brusso called the meeting to order at 12:51 pm. A quorum of committee members was present.

Approval of Meeting Minutes of October 21, 2022:

The meeting minutes of were distributed and reviewed by the Committee. A motion was made by Mr. Kime to approve the minutes. Seconded by Mr. Brusso. Motion carried.

Annual Review of EDC Policies:

Copies of all the policies were provided to board members prior to the meeting.

Policies w. no modifications:

Audit Committee Charter	Governance Committee Charter
Bylaws	Investment Policy
Capitalization Policy	Mission Statement
Code of Ethics	Procurement Policy
Conflict of Interest	Records and Retention Policy
Disposition of Property Policy	Sexual Harassment Policy
Equal Opportunity Policy	Supplies and Equipment Policy
Finance Committee Charter	Whistleblower Policy
FOIL Policy	

A motion was made by Mr. Kime recommending approval to the full Board of all polices listed above with no changes. Seconded by Mr. Brusso. Members Kime and Brusso vote "yea". Mr. Shipley was absent. Motion carried.

Nominations of 2023 EDC Officers:

The Governance Committee serves as the nominating committee and presented their nominations as follows with the official action to take place at the Annual EDC Meeting in February of 2023:

Steve Brusso	-	Chairman
Jeff Shipley	-	Vice Chairman
Tom Kime	-	Secretary / Treasurer

EDC Governance Self Evaluation:

According to the EDC Governance Committee Charter, the committee must report annually any proposed changes to the governance charter and governance guidelines. It is also recommended that a review of procedures is made in accordance with PAAA. A Draft Evaluation was provided to Committee Members prior to the meeting for their review. Committee members request the Evaluation be provided to the full EDC Board at their next meeting.

Review and Recommend Approval of the following contracts to the full EDC Board:

Robert E. Kernan, Jr., CFO; with a monthly fee of \$250 for services . A motion was made by Mr. Kime recommending approval to the full Board of the above contract. Seconded by Mr. Brusso. Motion carried.

Adjournment:

A motion to adjourn the meeting was made by Mr. Brusso and seconded by Mr. Kime. Motion carried. The meeting adjourned at 1:00 pm

Respectfully submitted,

Sarah R. Davis
Executive Director

EDC Governance Committee's 2023 Evaluation

The EDC Governance Committee Charter requires that the Committee report to the EDC Board, at least annually, any proposed changes to the Governance Charter or the Governance guidelines.

There are no proposed changes to the Governance Charter or the Governance Guidelines at this time.

There were no documents disposed of, other than valueless records, per the Records and Retention Policy. All records are disposed of via paper shredding.

During 2023 the Governance Committee had one meeting in which they completed the following and provided their recommendations to the full board:

- Review of Established Policies
- Review and Renewal of Professional Service Contract
- Nominations of EDC Offices for 2024

Submitted:

Steven Brusso
Chairman
EDC Governance Committee