

COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY

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GOVERNANCE COMMITTEE MEETING NOTICE

TO: Paul Guenther, Governance Committee Chairman
Suzanne Loughlin, Governance Committee Member
Scott Smith, Governance Committee Member
FROM: Jennifer Flad
DATE: December 6, 2022

PLEASE TAKE NOTICE that there will be a Special Meeting of the County of Sullivan Industrial Development Agency **Governance Committee** scheduled as follows:

DATE: Monday, December 12, 2022

TIME: 11:40 AM

LOCATION: Legislative Committee Room, Sullivan County Government Center, 100 North Street, Monticello, New York 12701

This meeting will also be livestreamed on the [IDA's YouTube channel](#).

Meeting documents will be posted online [here](#).

MEETING AGENDA

- I. CALL TO ORDER
- II. ROLL CALL
- III. APPROVAL OF MEETING MINUTES
November 8, 2021
- IV. NEW BUSINESS
Review and Discussion of Agency's Governance Committee Policy
Any and All other Business before the Committee
- V. ADJOURNMENT OF MEETING

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GOVERNANCE COMMITTEE ANNUAL MEETING MINUTES

Monday, November 8, 2021

I. CALL TO ORDER

Chairman Paul Guenther called to order the meeting of the County of Sullivan Industrial Development Agency (IDA) Governance Committee at 11:16 AM via videoconference.

II. ROLL CALL

Members Present -

Paul Guenther
Suzanne Loughlin
Scott Smith

Members Absent –

None

Staff Present –

John Kiefer, CEO
Jennifer Flad, Executive Director
Julio Garaicoechea, Project Manager

Others Present –

Carol Roig, Member
Howard Siegel, Member
Edward Sykes, Member
Sean Brooks, Member
Walter Garigliano, IDA General Counsel

III. APPROVAL OF MEETING MINUTES

On a motion made by Mr. Guenther and seconded by Mr. Smith, the Committee approved the minutes of the December 23, 2020 Governance Committee meeting.

IV. NEW BUSINESS

As required by State Law, the Committee reviewed and discussed the IDA's Governance Committee Policy. Ms. Flad briefly reviewed the changes to the Policy that have been adopted in recent years. Mr. Guenther questioned whether the current Policy as written conforms to applicable law. Attorney Garigliano and Executive Director Flad stated they are confident that the Policy conforms to the law. Mr. Guenther made a motion to approve the Policy. Mr. Smith seconded the motion, the Committee voted, and the motion unanimously carried.

V. ADJOURNMENT

There being no further discussion, the meeting was adjourned on a motion made by Mr. Guenther and seconded by Mr. Smith at approximately 11:21 AM.

Respectfully submitted:
Julio Garaicoechea, Project Manager

COUNTY OF SULLIVAN INDUSTRIAL DEVELOPMENT AGENCY GOVERNANCE COMMITTEE POLICY

Purpose

The purpose of the governance committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the County of Sullivan Industrial Development Agency (IDA);
- Recommending updates to Updating the IDA's corporate governance principles and governance practices; ~~and~~
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.
- Examining ethical and conflict of interest issues; performing Board self-evaluations; and recommending by-laws which include rules and procedures for conduct of board business

Commented [JF1]: These bullets all come from PAL 2005 or PARA 2009, and ABO's Model Governance Committee Charter. Perhaps delete these bullets and state "The purpose of the governance committee is to assist the Board in matters of corporate governance as set forth in applicable New York State law."

Commented [JF2]: This change appeared in PARA 2009

Commented [JF3]: This bullet is new with PARA 2009

Powers of the Governance Committee

The governance committee has the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from agency staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Agency's expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The governance committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

Composition and Selection

The governance committee members shall be appointed by, and will serve at the discretion of the IDA's Board of Directors. The Board may designate one member of the governance committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past governance committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Governance committee members shall be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. In addition, governance committee members shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Structure and Meetings

The governance committee will meet a minimum of once a year, with the expectation that additional meetings may be required to adequately fulfill all its obligations and duties. All committee members are expected to attend each meeting, in person or via videoconference.

Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The governance committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

Reports

The governance committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
- Report to the Board, at least annually, regarding any proposed changes to the governance ~~committee policy~~charter or the governance guidelines.

Responsibilities

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) the Agency's Board; (b) evaluation of the Agency's policies; and (c) other miscellaneous issues.

Relationship to the Agency's Board

The Board of Directors has delegated to the governance committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the governance committee has specific expertise, as follows:

- Develop the Agency's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Upon a vacancy in the Board, the committee will work with the County Legislators to identify qualified individuals.

In addition, the governance committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.
- Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.
- Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board and its committees in the Agency's governance process.

Evaluation of the Agency's Policies

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the Agency's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Board any required revisions to the Agency's written policies regarding the protection of whistleblowers from retaliation.

- Develop and recommend to the Board any required revisions to the Agency's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Agency's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Agency's procurement process.
- Develop and recommend to the Board any required updates on the Agency's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Agency, including rules and procedures for conducting the business of the Agency's Board, such as the Agency's by-laws. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

Commented [JF4]: We don't have our own EO and AA policies. We abide by federal policies.

Other Responsibilities

The governance committee shall annually review, assess and make necessary changes to the governance committee policy ~~and provide a self-evaluation of the governance committee.~~

Commented [JF5]: This language also originally in the "Reports" section of the policy, but was removed in 2009. Perhaps remove it here to be consistent.

Amended and adopted this 11th day of January, 2021
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