

**Jefferson County Local Development Corporation
Governance Committee Meeting Minutes
November 15, 2022**

The JCLDC held a governance committee meeting in the board room at 800 Starbuck Avenue, Watertown, NY on Tuesday, November 15, 2022.

Present: W. Edward Walldroff, William Johnson, Paul Warneck

Excused: Greg Gardner

Also Present: David Zembiec, Peggy Sampson, Robin Stephenson
Zoom: Justin Miller, Esq.

I. Call to Order: Mr. Walldroff called the meeting to order at 1:00 p.m.

II. Pledge of Allegiance

III. Annual Confidential Board Evaluations: Committee members reviewed the summary results from this year and compared them to last year. Mr. Walldroff said there are a couple of areas to look at and suggested the full board could have a discussion at an upcoming board meeting. It was noted the following questions should be targeted for the discussion at the board level:

#5 – The Board sets clear and measurable goals for the Authority that contribute to accomplishing its mission.

#10 – The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.

#15 – The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.

Mr. Zembiec said the Board could review the County CEDS plan for key areas to assess progress. Mr. Walldroff noted that the Board deals with higher risk stuff. Overall Mr. Warneck said the reviews are better; Mr. Walldroff concurred.

After review and discussion, a motion was made by Mr. Warneck to send the results to the full board of directors, seconded by Mr. Johnson. All in favor.

IV. Review Mission Statement/Performance Measurements: Mr. Zembiec said that a mission statement should be simple and concise and not contain three pages of information. He proposed using the JCIDA's mission statement for all three of our organizations: Advance the job opportunities, health, general prosperity and economic welfare of the people of the County and to improve their recreation opportunities, prosperity and standard of living.

A motion was made by Mr. Warneck to move the proposed mission statement to the full board of directors, seconded by Mr. Johnson. All in favor.

V. Proposed Bylaws: Mr. Zembiec explained that the JCIDA is the sole member of the JCLDC. He said there are references in the current bylaws for annual meetings that need to be updated. He also said that he would suggest providing more autonomy for the LDC board to govern the corporation, such as amending its own bylaws.

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Attorney Miller said that generally the JCIDA appoints members to the JCLDC board from time to time. He said the board is comprised of 7 IDA directors that are appointed by the County Board of Legislators and an additional four directors. He said that the bylaws can be updated to indicate that the LDC board can ratify the vote for the four additional directors while the IDA will still reserve some rights.

Mr. Walldroff asked if we are similar to other LDC's. Attorney Miller said that we are very common and like others, we are falling into some type of housekeeping practices. Attorney Miller said that he will update the annual meeting section that indicate that the annual meeting will be held in January.

Proposed changes:

Article II – Membership

Section 3 – Annual Meeting of the Corporation

- Add 'at the beginning of the fiscal year' in line one
It was determined that the JCIDA annual meeting in January should be held first to appoint LDC members, followed by the JCLDC annual meeting where those appointments will be ratified.
- Add '(with the concurring approval of the Voting Directors)' after expired in line 4

Article III – Board of Directors

Section 2 – Number, Election and Term of Directors

- Add 'ex officio' after Agency in line two
- Add 'with the concurring approval of the Voting Directors' after each in line 4

Section 3 – Resignations and Removal of Directors

- Add 'with a copy to the Agency' after Secretary in line two

Section 4 – Newly Created Directorships and Vacancies

- Add 'with the concurring approval of the Voting Directors' after Members in line 2

Section 5 – Annual Meeting

- Add 'immediately' after held in line one
- Replace 'Corporation' with 'Members' in line two

Article IX – Rules of Order and Bylaw Changes

Section 2 – Bylaw Changes

- Replace the whole sentence with 'These By-laws may be amended, repealed, or adopted only by a majority of the Voting Directors of the Corporation, or a majority of the Members, whose actions at all times shall supersede actions by the Voting Directors'.

After review and discussion, a motion was made by Mr. Johnson to recommend all of the proposed changes to the full board of directors, seconded by Mr. Warneck. All in favor.

- VI. Review Current/Proposed Policies and Procedures:** It was noted that there were no changes made to the Disposition of Real Property Guidelines, the Investment Policy with Internal Controls, nor the Procurement Policy.

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Mr. Zembiec presented proposed changes to the **Guidelines for JCLDC Equipment/Property Use in the Employee Handbook** as it relates to cell phones (Section 1). He said that the policy should portray what actually happens. The proposed policy covers corporation cell phones as well as personal cell phones.

Other proposed changes:

Section 3. A. – add 'or one rented for agency-related business in line three

Section 3. C. – add 'or rented vehicle in line two

Mr. Warneck asked if data overages are monitored. Ms. Sampson said yes and indicated that she receives notifications when data is getting low and forwards the message to those with corporation cell phones. Mr. Warneck said that he supports the policy as long as overages are being monitored.

It was noted that the facility is frequently made available for use by local businesses and various community organizations.

After review and discussion, a motion was made by Mr. Johnson to recommend approval of the cell phone policy to the full board of directors, seconded by Mr. Warneck. All in favor.

- VII. Adjournment:** With no further business before the committee, a motion to adjourn the meeting was made by Mr. Johnson, seconded by Mr. Warneck. The meeting adjourned at 1:35 p.m.

Respectfully submitted,

Peggy Sampson