



Auburn Industrial
Development Authority

GOVERNANCE COMMITTEE CHARTER DEVELOPMENT MEETING NOTES AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY

Wednesday, October 22, 2014
First Floor Conference Room
2 State St., Auburn, NY 13021

Board Present: James A. Dacey (Chair & Member of Business)
Terry Cuddy (Council Member)

Staff: Tracy Verrier, Assistant Treasurer
Michelle Prego-Milewski, Acting Secretary

The meeting began at 4:08 p.m. The purpose of the meeting was to develop draft a charter for an AIDA Governance Committee to be reviewed and approved by the AIDA Board at the November regular meeting.

Mr. Dacey and Mr. Cuddy (the "Members") discussed general items such as appointing members to the committee, who else should be approached to join the committee, and filling a vacancy on the Board.

The Members reviewed a Model Governance Committee Charter that is provided by the NYS Authorities Budget Office, and Ms. Verrier pointed out that she had highlighted AIDA's legal responsibilities within the model charter. The Members decided to go with the model with a few minor changes:

- In the third bullet under Powers of the Governance Committee, the Members will recommend to strike the phrase, "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."
- Under Composition and Selection, the Members will recommend that the charter read, "the governance committee shall be comprised of THREE independent members," as at least three are required by law.
- There will be no changes to the Reports section, or the Responsibilities section.
- Under the first bullet in the second section of Relationship to the Authority's Board, the Members will recommend that the word "created by" be changed to the phrase "required of." The bullet will now read, "Develop and recommend to the Board the number and structure of committees to be required of the Board."
- The Evaluation of the Authority's Policies and Other Responsibilities section will remain unchanged.

The Members reviewed the three recommended changes and ended the meeting at 4:37 p.m.

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Chairman

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