



**Governance Committee Meeting Minutes
Auburn Industrial Development Authority**

Wednesday, January 19th @ 4:30pm

Remote due to COVID

2 State St., Auburn, NY

Board Present: Jim Dacey (Chairman)
Gwen Webber-McLeod (Member at Large)
Terry Cuddy

Staff & Guests: Danielle Szabo Interim Executive Director
Taylor Symes, Assistant Treasurer
Rick Cook, Hancock Estabrook, LLP

Mr. Dacey called the meeting to order at 4:33pm, noting the presence of a quorum.

New Business:

Review Committee Charter:

Review Policies:

Mr. Dacey stated that AIDA is responsible for the policies of property procurement investment and along with that the need for a contracting officer for other policies relating to property. Mr. Dacey could not recall who that officer was. The officer was appointed over three years ago. When reviewing the duties, the assumption was made that the individual would be someone on the CEDA staff. Ms. Szabo confirmed this. The question was posed who was taking care of these duties. Ms. Szabo indicated that the duties were spread across Taylor Symes, Danielle Szabo and Devon Roblee. Mr. Dacey said that it does appear that the duties could be delegated; however, a named contract officer should be indicated on file.

Mr. Dacey indicated that the CEDA CEO should be the named contracting officer. Mr. Dacey motioned to make the contracting office the head of CEDA, who would then be able to delegate the duties among the CEDA staff as needed, seconded by Ms. Webber-McLeod. All members present voted in favor; motion was carried.

Mr. Cuddy asked for clarification that CEDA be mentioned in the by-laws. Mr. Dacey stated that it was not necessary to name CEDA because AIDA comes under direction of the CEO. Mr. Cuddy stated not exactly, as AIDA stands on its own, however the administrative elements of AIDA are completed by CEDA. Mr. Dacey declared that it is semantics, because the executive director of AIDA is the executive director of CEDA. Mr. Dacey explained the Executive director of the Cayuga County Economic Development Agency, is the same as CEDA. Mr. Cuddy stated that not necessarily due to AIDA being

independent. Mr. Dacey said it is the way it is set up, but the terminology stated the original designation was executive director of CEDA, but now the position name has changed to CEO, the terminology would need to reflect the title change. However, the executive director of AIDA and CEDA, as well as the Chamber is the CEO of CEDA. They all are under the same umbrella. Mr. Cuddy said he understands that, however CEDA only handles the administrative duties.

Ms. Szabo asked if it needed to be in the administrative agreement between AIDA and CEDA that the CEO would also be the acting contracting officer or is it unnecessary. Mr. Dacey indicated that for historical purposes it should state that the CEO of CEDA would be the contracting officer and have the ability to designate duties. For historical purposes, because boards change, it needs to be a matter of record. Ms. Webber-McLeod asked for clarity that the language clearly state that the executive director is the contracting agent with the ability to delegate without attaching the executive director to CEDA, AIDA or the Chamber. Mr. Dacey said the title changed, so the CEO of CEDA responsibilities are the direction of AIDA, CCIDA, the Chamber and the county loan program. We have to say the CEO of CEDA. Mr. Cuddy disagreed; he stated that there is nothing in the by-laws or property disposition that mentions CEDA. It mentions executive director, but is open enough so that we are not assigning any authority beyond the authority of the IDA. Mr. Dacey said if it is a sticking point, it could just say that the executive officer is the contracting agent. Mr. Webber-McLeod agreed that generic would be best, so that it is not attached. Mr. Cuddy said it already mentioned that the by-laws stated executive director, and Mr. Dacey corrected that the new title is CEO.

Motion was amended to remove "CEDA" from the original motion by Mr. Dacey, seconded by Ms. Webber-McLeod. All members present voted in favor; motion was carried.

Mr. Dacey again stated that it needs to be recorded for historical purposes. Mr. Cuddy agreed and said that he wanted AIDA to maintain its autonomy.

Ms. Szabo asked for clarification under the policy, section B, it lists the title as executive director, and does it need to be updated. Mr. Dacey agreed that anywhere that it states executive Director it should be updated to CEO. Mr. Dacey stated that all documents need to be updated to CEO. Ms. Szabo asked if a governance committee would need to be convened. Mr. Dacey and Mr. Cuddy said it could be approved with the amended, and it could be voted on tonight, as a group, then it would be taken to the full board. It would then be explained to the full board, that it is simply a title change. It is an acknowledgment of the title change at CEDA, without referring CEDA. Mr. Dacey explained that the role cannot be an authority member, that it has to be updated every 3 years, and that it simply updates the terminology.

All members present voted in favor; motion was carried.

Moving on to procurement, Mr. Dacey did not see anything other than the title being updated that needed to be changed. He stated it was felt that changing the title was more appropriate with the times and in aligning the goals. The change was not done without reason. He asked if everyone looked at the policy.

Mr. Dacey motioned to take it to the board, seconded by Ms. Webber-McLeod. All member present voted in favor; motion was carried.

Mr. Dacey stated to Ms. Szabo, that given the magnitude of how often the title appears that it could be changed as a matter of course and not with dedicated man-hours. Ms. Szabo agreed. Mr. Cuddy said that as long as other board members agreed that he also agreed. Mr. Dacey stated that they are a little behind on updating the documents, and that state requires them to re-approve each policy each year. The procurement policy was not done since 2017 and perhaps a calendar reminder needed to be in

place to review them regularly. Mr. Dacey stated that even though they do not change often, they need to be reviewed.

Next item, the investment policy. Mr. Dacey stated he did not recall seeing the title present in the policy and there were not any changes since its last approval in 2014. A calendar reminder needs to be set to review and vote on the policies.

Mr. Cuddy motioned to approve, seconded by Mr. Dacey. All members present voted in favor; motion was carried.

Adjournment:

Mr. Cuddy motioned to adjourn at 4:56pm, seconded by Ms. Webber-Mcleod. All members present voted in favor; motion was carried.

Respectfully Submitted,

Taylor Symes

DRAFT