

**Agenda:  
Governance Committee**

**St. Lawrence County IDA  
St. Lawrence County IDA Local Development Corporation  
St. Lawrence County IDA Civic Development Corporation**

**January 23, 2012**

1. Call to Order

*The Committee meeting is called to order at 2:00 PM, with Committee members Staples and Weekes attending. Mr. LaBaff is absent. Mr. Patrick Kelly and Mrs. Natalie Sweatland are also present.*

2. Executive Session

*Mr. Kelly asks that the Executive Session be moved to the end of the meeting.*

3. Governance Documents

- i. Adoption: Procurement Lobbying Law Policy and Procedures ..... 1-3  
*Mrs. Sweatland explains that all three local authorities (IDA, IDALDC and IDACDC) will be asked to adopt this policy during Open Session at the January 26 meeting. She explains that this formally outlines the authorities' procedures for compliance with the Procurement Lobbying Law. The Committee recommends acceptance by the full Boards.*
- ii. Adoption: Policy Prohibiting Loans and Credit ..... 4  
*Mrs. Sweatland explains that all three local authorities (IDA, IDALDC and IDACDC) will be asked to adopt this policy during Open Session at the January 26 meeting. She explains that this formally affirms the authorities' policy regarding loans and credit to officers, directors and employees of the three authorities. The Committee recommends acceptance by the full Boards.*
- iii. Review: Corporate Credit Card Usage Policy (IDA-specific)..... 5  
*Staff recommend one change to this policy, that being an update of the name of the referenced travel policy. The Committee recommends acceptance by the IDA.*
- iv. Review: Disposition of Property Guidelines Review ..... 6-11  
*Disposition of Property Guidelines require annual review. The policies, along with each entities' reports for 2011, are reviewed. The Committee recommends acceptance by the full Boards.*

v.	Review: Investment Policy Review.....	12-17
	<i>The entities Investment Policies require annual review. Staff recommend no changes to the current policy. The Committee recommends acceptance by the full Boards.</i>	
vi.	Review: Procurement Policy Review .....	18-19
	<i>The entities Procurement Policies require annual review. Staff recommend an addition to the policy regarding goods and services procured from government entities, to which the Committee makes further wording changes. Staff also recommend a change to limits on purchase contracts below \$10,000 (Specifically, changing “Under \$500” to “Under \$1,000; and changing “\$500 - \$2,499” to “\$1,000 - \$2,499”). The Committee recommends acceptance, as amended above, by the full Boards.</i>	
vii.	Review: 2011 Performance Measurements	
	1. IDA Performance .....	20-25
	2. IDALDC Performance .....	26-29
	3. IDACDC Performance.....	30-31
	<i>Committee members review all three entities’ mission statement, performance goals and 2011 performance measurements, and recommend acceptance of the documents by the full Boards.</i>	
viii.	<a href="#">Discussion: Changes to Cellular Phone Usage Policy (IDA-specific) .....</a>	32
	<i>Staff recommend removal of certain language within the IDA’s Cellular Phone Usage policy, noting the language is superfluous and removal of it does not change the intent of the policy. The Committee recommends acceptance of the policy, as amended, by the IDA.</i>	
ix.	<a href="#">Discussion: Changes to Vehicle Usage Policy (IDA-specific).....</a>	33-35
	<i>After discussion with staff, the Committee recommends further investigation of certain items within the policy.</i>	
x.	<a href="#">Discussion: Changes to Employee Handbook (IDA-specific) .....</a>	36
	<i>After review of the insurance benefits section of the proposed Employee Handbook, staff are directed by the Committee to find a commonly-used dental provider for employees. Staff are also directed to move ahead with a plan to implement a vision reimbursement program, and to find an alternative entity to administer a Flexible Benefit Plan.</i>	
xi.	<a href="#">Discussion: Changes to Bylaws</a>	
	<i>After discussion with the Committee members and review of Bylaws, it is determined that no action will be taken relating to the changing of the titles of the CEO and CFO positions.</i>	

xii. **Discussion: Combined Meetings**

*Mr. Kelly reports that discussions with Agency Counsel Andy Silver, as well as Underberg & Kessler's Edmund J. Russell, III., Esq., have been positive regarding Mr. Kelly's plan to have one (combined) meeting of the IDA, the IDALDC and the IDACDC. A combined meeting would streamline discussions and avoid confusion associated with moving between entities and ultimately provide clarification on issues that involve more than one entity. Each entity however, would approve individual resolutions. The downside, according to Mr. Russell, is the potential for a litigation issue, previously impacting only one entity, that could possibly now impact all three entities. Mr. Russell also advised that with common board members, this potential already exists. Committee members support Combined Meetings. Mr. Kelly notes this will, pending approval by the full boards, go into effect at the February meeting.*

xiii. **Discussion: Marketing**

*Mr. Kelly discusses the entities' marketing funds for 2012.*

4. **Board of Directors Self-Evaluations**

*Committee members opened and tabulated all three entities' self-evaluation forms.*

5. **Committee Evaluation**

*Committee members discussed briefly their roles in the Governance Committee structure.*

2. **Executive Session**

*Committee members move into Executive Session at 2:50 PM to discuss the self-evaluations, pending litigation regarding a specific company, current litigation regarding a specific company.*

*Mrs. Sweatland is excused at 2:50 PM.*

*Return to Regular Session at 3:25 pm.*

*Adjournment at 3:25 pm.*