Governance Committee(s) Meeting Minutes of
February 11, 2026

Present: Sue Corney – Chair of Governance Committee
Mike McLarty – Member of Governance Committee

Absent: Paul Wersten – Member of Governance Committee

Staff: Jim Siplon – President, EDC
Tricia Hartle – Economic Development Coordinator
Diane Dumouchel – Director of Finance

On February 11, 2026 the Governance Committee of the Economic Development Corporation was held in person at EDC's office at 11 South Street in Glens Falls. The meeting was livestreamed on YouTube: @WarrenCountyEDC_livestream. The following items were discussed.

I. ***Welcome & Call to Order****:* Governance Committee Chair Susan Corney welcomed committee members and staff and called the meeting to order at 9:02 a.m.

II. ***Old/New Business:***

a. <u>Minutes</u>: A motion to approve the minutes of the November 13, 2025 combined Executive Committee and Governance Committee Meeting was made by Mike McLarty seconded by Sue Corney ; No discussion; unanimous; motion carries.

b. <u>Review and discussion of Executive Committee Member</u> for advancement to Board. President Siplon and Executive Committee Chair Melanie Weber reached out to Matt Fuller about serving as a member of the Executive Committee. Matt agreed. The Governance committee discussed Matt's past service to the EDC, including board chair and his valuable input to the Executive Committee. Motion to advance Matt Fuller appointment to the Executive Committee to the full board made by Mike McLarty; seconded by Sue Corney. No further discussion; unanimous approval; motion carries.

c. <u>Review and discussion: 2026 Board Seat Expirations</u>. Chair Corney reached out to those board members whose terms are due to expire in the Spring of 2026, including herself. All agreed to serve another four years. Motion to advance reappointments of Sue Corney, Melanie Weber and Ashley Walden to the full board made by Mike McLarty;

seconded by Sue Corney; no further discussion; unanimous approval to advance; motion carries.

d. Review and Discussion of revision to Employee Handbook. Discussion regarding the addition of language to include a 60-day waiting period for health insurance to those in a benefits-eligible position and the provision of dental insurance as indicated. Sue Corney had an advanced copy to review and approves of the language to be included in the EDC Employee Handbook. Motion to approve language to be added to the EDC Employee Handbook to advance to the full board for approval made by Mike McLarty; seconded by Sue Corney; no further discussion; unanimous approval to advance; motion carries.

e. Board Composition: President Siplon explained that annually, officers and committee members are recommended and approved. He indicated the current Treasurer and Chair of the A&F committee has expressed stepping down in the coming year and just serving as Vice Chair. Robust discussion ensued where Committee members agree that a replacement must have financial acumen to serve and Chair Corney will reach out to other board members for interest.

f. Policy # 23 and Policy #25. President Jim Siplon and Finance Director Diane Dumouchel reviewed the revisions to the FOIL policy (# 23), in conjunction with the New Policy #25, Policy of Online Posting and Cybersecurity Risk Mitigation. Discussion ensued regarding the previous discussion at the last BOD meeting regarding EDC's commitment to transparency and public accountability while remaining diligent in mitigating risks.

The policy was reviewed by the A&F and a small revision to the FOIL policy by the A&F committee. Both policies reviewed by the Governance Committee. A motion was made by Mike McLarty; seconded by Sue Corney to advance to the full board for approval, based on discussions by both committees; no further discussion; unanimous approval to advance; motion carries.

g. President Siplon highlighted proposed changes to the Tier structure, benefits and level of participation of Membership Policy for 2027 Campaign, based on intern Haley Wests' research and recommendations by Tricia Hartle. Further discussion of the Committee agreed the recommended tier structure is warranted. Further discussion to include A&F review and full board review this year.

III. **Other Business:** no further business

IV. ***Executive Session:*** not applicable

V. ***Adjournment:***

With no further business to come before the Governance Committees, a motion was made by Mike McLarty to adjourn; second by Sue Corney; motion carried unanimously to adjourn the meeting 9:49 a.m.