



Governance Committee Minutes of September 12, 2024 Meeting

Present: Sue Corney – Chair of Committee
Dr. Kris Duffy – Member
Melanie Weber – Member
Mike McLarty - Member

Staff: Absent: Jim Siplon – President, EDC – *joined after adjournment*
Tricia Hartle – Economic Development Coordinator
Emily Discenza – Communications/Marketing Manager

On September 12, 2024 the Governance Committee of the Economic Development Corporation was held in person at EDC’s office at 11 South Street in Glens Falls. The following items were discussed.

- I. *Welcome & Call to Order:*** Committee Chair Sue Corney welcomed committee members and staff and called the meeting to order at 8:57 a.m.
- II. *Old/New Business:***
 - a. Minutes:** Draft of August 14, 2024 meeting – motion to approve by Melanie Weber; seconded by Dr. Kris Duffy. No discussion; unanimous; motion carries.
 - b. WCLDC Service Provider Agreement and revised Policy #10 – EDC Defense and Indemnification Policy:** review of the revised Service Provider Agreement and Policy #10 ensued. Committee agreed with EDC A&F Committee to recommend approval to full board. Motion made by Dr. Kris Duffy; seconded by Mike McLarty. No discussion; unanimous; motion carries.
 - c. Policy #22 – 2025 EDC Membership Policy:** discussion regarding new levels of membership and benefits approved. The committee concurred with EDC A&F committee to advance 2025 EDC Membership Policy to the full board. Motion made by Dr. Kris Duffy; seconded by Melanie Weber. No further discussion; unanimous; motion carries.
 - d. Review of Policies:** Policies 12-16 were distributed for review. The committee recommends Policies # 12, 13, 14 and 16 also be reviewed by the Audit & Finance Committee for review. Dr. Duffy recommended that the wording for the Sexual

Harassment Policy include “Prevention” in its’ title and throughout. Tricia Hartle agreed to engage with Integra HR, EDC’s contracted Human Resources agency.

- e. Review of EDC Bylaws: Dr. Duffy suggested the Governance Committee review the current bylaws regarding the Governance Committee’s responsibilities so as to avoid duplicative efforts of the Audit & Finance Committee. The Committee agreed and will review it at the next Committee Meeting.
- f. EDC new board members: further outreach will be made by Dr. Kris Duffy and Melanie Weber to secure two additional board members, per the revised EDC Bylaws to increase the Board to thirteen (13) members.
- g. EDC President Annual Performance Review: Chair Corney inquired with the Committee whether they recalled providing President Siplon’s signed annual performance review. No member recalled such an executed review. Chair Corney will reach out to Past Chair Mitch Amado for his recollection/input and discuss with President Siplon.

III. *Executive Session:* *no executive session required/requested.*

IV. *Adjournment:*

With no further business to come before the Governance Committee, a motion was made by Dr. Duffy to adjourn; seconded by Mike McLarty and carried unanimously to adjourn the meeting 9:28 a.m.