



Clayton Local Development Corporation
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Governance Committee Meeting Minutes of November 4, 2021

Governance Committee Chair Dennis Weller called the meeting to order at 3:00 p.m. In attendance were Dennis Weller (via Zoom), Jamie Ganter, and Jack Stopper. Executive Director Kristi Dippel was also in attendance. Chris Bogenschutz and Bobby Cantwell were excused.

On motion by Jamie Ganter, second by Jack Stopper the committee unanimously approved the minutes of the meeting of June 3, 2021.

Chairman Weller presented the draft Audit Committee Charter that had been discussed at the previous meeting. Changes were made to the NYS guidance model to reflect the operations of the organization. Jack Stopper made a motion to accept the Charter as drafted and present it to the full board for consideration. Jamie Ganter seconded the motion. All were in favor.

The committee discussed if the by-laws needed to address ex-officio members and their replacement as officers if they leave the board. The committee concluded that this is already addressed in the by-laws for the election of vacant officer positions, regardless if a member is ex-officio. It was decided that no changes were needed to the by-laws on this issue at this time.

Next Chairman Weller discussed the by-law revisions. These revisions were to reflect the use of video conferences in board meetings and Governance and Audit committee charters that are or will be in place. All changes were made in red, so they could be easily distinguished from the current by-laws. Jamie Ganter made a motion to accept the changes to the by-laws and present the document to the full board for consideration, Jack Stopper seconded the motion. All were in favor.

The committee followed up on the discussion at the previous meeting of the residency requirements. Since there are no NYS requirements and it is not in the by-laws, it was decided that it did not need to be addressed at this time.

The 2020 board evaluation was discussed. Jamie planned to discuss the evaluation at the board meeting. The committee plans to address the 2021 evaluation in January 2022.

Chairman Weller discussed the need for the committee to focus on new board member orientation. The NYS guidelines will be distributed. It was also discussed to include financial statements and NYS reporting requirements as part of the orientation. This topic will be ongoing.

On motion by Jamie Ganter, second by Jack Stopper, the Chair declared the meeting adjourned at 3:42 p.m.