



Clayton Local Development Corporation
913 Strawberry Lane, Clayton NY 13624
Phone 315-686-3212 Fax 315-686-2503
www.claytonldc.org

Governance Committee Meeting
June 6, 2024
3:00 pm
CLDC Board Room

Governance Committee Members: Nancy Hyde (Chair), Jamie Ganter, Chris Bogenschutz, Jack Stopper, Bobby Cantwell and Doug Rogers (Ethics Officer).

1. Approval of the Minutes from the December 7, 2023 Governance Committee Meeting
2. Review of Audit Committee Charter



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Governance Committee Meeting Minutes of December 7, 2023

Governance Committee Chair Dennis Weller called the meeting to order at 3:30 p.m. at the Clayton Improvement Association/CLDC Board Room on Strawberry Lane in Clayton. Also in attendance were CLDC Vice Chair Bobby Cantwell, Jack Stopper, CDLC Chairman Jamie Ganter and Executive Director Kristi Dippel. CLDC Assistant Secretary Chris Bogenschutz, and Ethics Officer Doug Rogers were excused.

On motion by Jack Stopper, second by Bobby Cantwell, the committee unanimously approved the minutes of the meeting of June 1, 2023.

Based on previous conversations with the Chair of the Audit Committee, the committee reviewed and discussed the Audit Committee Chair. Based on that review, the committee concluded no updates were required.

The committee also discussed the By-laws and if the current by-laws addressed former board members eligibility after their three consecutive terms ended. It was concluded that the committee would recommend to the CLDC board that the by-laws be amended to state that a former board member who has completed three consecutive terms be eligible again after a one-year hiatus. That proposed change to the by-laws will be presented at the January 2024 board meeting.

There was no new business.

On motion by Jack Stopper, second by Jamie Ganter Chair declared the meeting adjourned at 3:58 p.m.

CLAYTON LOCAL DEVELOPMENT CORPORATION

Governance Committee Charter

This Governance Committee Charter was adopted by the Board of Directors of the CLDC, a public benefit corporation established under the laws of the State of New York, on this 7th day of July 2011 and amended on December 1, 2022

Purpose

Pursuant to Article IV, Section I of the Corporation's bylaws, the purpose of the governance committee is to assist the Board by:

- Updating the CLDC's corporate governance principles and governance practices based on current best practices in corporate governance.
- Advising those responsible for appointing directors to the Board on the skills, qualities, and professional or educational experiences necessary to be effective Board members.

Powers of the Governance Committee

The Board of Directors has delegated to the governance committee the power and Corporation necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from CLDC staff.
- Obtain advice and assistance from counsel, accounting, and other advisors as the committee deems necessary.
- Solicit at the CLDC's expense, persons having special competencies, including legal, accounting, or other consultants as the committee deems necessary to fulfill its responsibilities. The governance committee shall have the Corporation to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per the Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

Composition and Selection

The membership of the committee shall be as set forth in accordance with and pursuant to Article V, Section I, of the Corporation's by-laws. The governance committee shall be comprised of six (6) members of the CLDC Board of Directors. The six member governance committee will consist of three (3) independent members, two (2) ex-officio members and the CLDC Board designated Ethics Officer. The governance committee members shall be appointed by, and will serve at the discretion of, the CLDC Board of Directors. The Board may designate one member of the governance committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. To ensure an orderly transition, when feasible, the immediate past governance committee Chair should continue serving as a member of the committee for at least one year.

Governance committee members shall be prohibited from being an employee of the Corporation or an immediate family member of an employee of the Corporation. In addition, governance committee members shall not engage in any private business transactions with the Corporation or receive compensation from any private entity that has material business relationships with the Corporation, or be an immediate family member of an individual that engages in private business transactions with the Corporation or receives compensation from an entity that has material business relationships with the Corporation.

The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Structure and Meetings

The governance committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill the obligations and duties outlined in the charter. Committee members are expected to attend each meeting, in person or via telephone or videoconference.

Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The governance committee shall act only on the affirmative vote of a majority of the membership of the committee. Records of all actions are to be maintained.

Reports

The governance committee shall:

- Report its actions and recommendations to the CLDC Board at the next regular meeting of the Board.
- Report to the Board, at least annually, recommendations for any proposed changes to the governance charter, the governance guidelines, or the corporation by-laws
- Provide a self-evaluation of the governance committee's functions on an annual basis.

Responsibilities

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) the CLDC Board; (b) evaluation of the CLDC's policies; and (c) other miscellaneous issues.

Relationship to the CLDC Board

The CLDC Board of Directors has delegated to the governance committee the responsibility to:

- Recommend to the Board the number and structure of committees to be created by the Board.
- Provide recommendations to the Board regarding Board member education, including new member orientation and state mandated board member training to be obtained from state-approved trainers.
- Provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, its committees and management in the CLDC's governance process.

Evaluation of the CLDC's Policies

The governance committee shall:

- Develop and recommend to the Board any required revisions to the Corporation's written policies regarding conflicts of interest, equal opportunity and affirmative action; the disposition of real and personal property and the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Corporation, including rules and procedures for conducting the business of the Corporation's Board. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

Other Responsibilities

The governance committee shall:

- Review on an annual basis the compensation and benefits for the Executive Director.
- Annually review, assess, and make necessary changes to the governance committee charter and provide a self-evaluation of the governance committee.