

# Niagara County Industrial Development Agency

Niagara County Center for Economic Development . 6311 Inducon Corporate Drive . Sanborn . NY . 14132

## NCIDA/NCDC/NADC GOVERNANCE COMMITTEE AGENDA

DATE: Wednesday, March 11, 2020  
MEETING TIME: 8 a.m.  
MEETING PLACE: Niagara County Industrial Development Agency

### Committee Members:

\_\_\_\_ Jerald I. Wolfgang, Chairperson  
\_\_\_\_ William L. Ross, Member  
\_\_\_\_ Vacancy

### Other Board Members:

Mark A. Onesi \_\_\_\_\_  
Kevin McCabe \_\_\_\_\_  
Clifford Scott \_\_\_\_\_  
Robert B. Cliffe \_\_\_\_\_  
Mary Lynn Candella \_\_\_\_\_  
Scott Brydges \_\_\_\_\_

### NCIDA Staff Members:

\_\_\_\_ Susan C. Langdon, Executive Director  
\_\_\_\_ Andrea Klyczek, Assistant Director  
\_\_\_\_ Dmitri Liadski, Economic Developer  
\_\_\_\_ Michael S. Dudley, Finance Manager  
\_\_\_\_ Barbara A. Gill, Administrative Coordinator  
\_\_\_\_ Mark J. Gabriele, Agency Counsel

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- 1.0 Call Meeting to Order - *J. Wolfgang*
  - 2.0 Roll Call - *B. Gill*
  - 3.0 Approval of Meeting Minutes - *J. Wolfgang*
    - 3.1 March 13, 2019
  - 4.0 Summary of Annual Board Evaluations - FYE 12/31/19 - *M. Gabriele*
  - 5.0 Reaffirm Governance Charter - *M. Gabriele*
  - 6.0 Any Other Matters the Committee Wishes to Discuss
  - 7.0 Adjournment - *J. Wolfgang*

**NCIDA/NCDC/NADC GOVERNANCE**  
**COMMITTEE MEETING MINUTES**

**DATE:** Wednesday, March 13, 2019  
**MEETING TIME:** 8:00 a.m.  
**MEETING PLACE:** Niagara County Industrial Development Agency

**Committee Members Present:**

Jerry I. Wolfgang, Chairperson  
Joan Aul, Member, Member  
William L. Ross, Member

**Other Board Members Present:**

Stephen F. Brady, NCIDA Chairman  
Mark A. Onesi  
Daryl Bodewes

**NCIDA Staff Members:**

Susan C. Langdon, Executive Director  
Andrea Klyczek, Assistant Director  
Michael S. Dudley, Finance Manager  
Barbara A. Gill, Recording Secretary  
Mark J. Gabriele, Agency Counsel

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**1.0 Call Meeting to Order**

The meeting was called to order by Chairperson Wolfgang at 8 a.m.

**2.0 Roll Call**

Ms. Gill called the roll; a quorum was established.

**3.0 Approval of Meeting Minutes of March 14, 2018**

Mr. Wolfgang stated that he reviewed the minutes and he asked for a motion for approval.

*Ms. Aul motioned to approve the meeting minutes; Mr. Ross seconded the motion.  
Motion passed.*

#### **4.0 Summary of Annual Board Evaluations**

Mr. Gabriele explained that under the Public Authorities Accountability Act (PAAA) the Board of Directors of the Agency is required to complete a self-evaluation each year. Questionnaires were sent to all members and then summarized. The Board Evaluations are filled out anonymously as required by PAAA.

A Summary of the Evaluations was in the agenda packet for the Board Members' review.

Responses were positive, therefore, no action was necessary.

#### **5.0 Reaffirm Governance Charter**

Mr. Gabriele stated that the Charter has not been revised or amended, and the Board is required to reaffirm it on an annual basis at the March Annual Board Meeting per the Public Authorities Accountability Act.

*Mr. Ross motioned to reaffirm the Governance Charter; Ms. Aul seconded the motion. The motion passed.*

#### **6.0 Any Other Matters the Committee Wished to Discuss**

There were no other matters for discussion at this time.

#### **7.0 Adjournment**

Mr. Wolfgang asked for a motion to adjourn the meeting.

*Mr. Ross motioned to adjourn the Governance Committee Meeting; Ms. Aul seconded the motion. The meeting adjourned at 8:05 a.m.*

Respectfully submitted:

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Barbara A. Gill, Administrator Coordinator

# NIAGARA COUNTY INDUSTRIAL DEVELOPMENT AGENCY ("NCIDA")

## GOVERNANCE COMMITTEE CHARTER

This Charter shall also serve as the charter for the Governance Committee of the Niagara County Industrial Development Agency ("Agency"), upon approval by the Board of the corporation.

### ARTICLE I

#### Establishment of Governance Committee; Core Responsibilities

The Board of Directors of the Agency authorized the establishment of the Governance Committee. The core responsibilities of the Governance Committee, as mandated under Section 2824(7) of the New York Public Authorities Law, include: (i) keeping the Board informed of current best governance practices; (ii) reviewing corporate governance trends; (iii) updating the Agency's corporate governance principles; and (iv) advising those responsible for appointing members to the Board on the skills and experiences necessary required of potential Board members.

### ARTICLE II

#### Composition of the Governance Committee

The members of the Governance Committee shall be appointed in accordance with the Bylaws. Individuals appointed to the Governance Committee should be knowledgeable, or have expressed a willingness to become knowledgeable, in manners pertaining to governance. The Board shall designate one member of the Governance Committee to serve as chair of the Governance Committee. Each member of the Governance Committee shall serve for a term of one (1) year and until his or her successor shall be appointed and qualified.

At least three members of the Governance Committee must be an "independent member" within the meaning of, and to the extent required by, Section 2825 of the New York Public Authorities Law, as amended from time to time. Governance Committee members shall be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. Members of the Governance Committee shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member or an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency. In addition, Governance Committee members who are members of the Agency shall comply with the conflict of interest provisions applicable to public officers under Article 18 of the New York General Municipal Law.

ARTICLE III  
Committee Meetings

The Governance Committee will meet a minimum of once (1) each calendar year. Additional meetings may be necessary or appropriate to adequately fulfill the obligations and duties outlined in this Charter. All committee members are expected to attend each meeting in person or via videoconference.

Meeting notices and agendas will be prepared for each meeting and provided to Governance Committee members by electronic or regular mail at least five (5) days in advance of the scheduled meeting. A quorum of the Governance Committee shall consist of a majority of the members then serving on the Governance Committee. The affirmative vote of a majority of the members then serving on the Governance Committee shall constitute an act of the Governance Committee. Minutes of all meetings shall be recorded by the Secretary or any Assistant Secretary of the Agency. All meetings shall comply with the requirements of the Open Meetings Law.

ARTICLE IV  
Committee Duties and Responsibilities

To accomplish the objectives of good governance and accountability, the Governance Committee has the following responsibilities as set forth below:

- A. The Board of Directors has delegated to the Governance Committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the Governance Committee has specific expertise, as follows:
  - (i) Develop the Agency's governance practices, which should address transparency, independence, accountability, fiduciary responsibilities and management oversight;
  - (ii) Develop a statement of the competencies and personal attributes required of Board members to assist those authorized to appoint members to the Board in identifying qualified individuals (it being acknowledged that membership in the Agency is determined pursuant to Section 891-a of the General Municipal Law);
  - (iii) Develop and recommend to the Board any revisions to the number and/or structure of Board committees;

- (iv) Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled Board member training to be obtained from state-approved trainers as required under Section 2824(2) of the New York Public Authorities Law;
  - (v) Examine ethical and conflicts of interest; and
  - (vi) Perform full Board self-evaluations.
- B. The Governance Committee shall develop, review and recommend to the Board the adoption and/or revisions to the following:
- (i) The Agency's Code of Ethics;
  - (ii) Written policies regarding conflicts of interest;
  - (iii) Written policies regarding the protection of whistleblowers from retaliation;
  - (iv) Equal opportunity and affirmative action policies;
  - (v) Written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Agency's procurement process;
  - (vi) Written policies regarding the disposition of real and personal property and the acquisition of property;
  - (vii) Committee charters, including this Charter; and
  - (viii) Any other policies or documents relating to the governance of the Agency, including rules and procedures for conducting the business of the Agency's Board, including the Agency's Bylaws. The Governance Committee will oversee the implementation and effectiveness of the Bylaws and other governance documents and recommend modifications to the Board as necessary or appropriate.

## ARTICLE V

### Committee Reports

The Governance Committee shall:

- A. Report its actions and recommendations to the Board at each regular meeting of the Board following a meeting of the Governance Committee and when otherwise requested by the Board;

- B. Report to the Board, at least annually, regarding any proposed changes to this Charter; and
- C. Provide a self-evaluation of the Governance Committee's functions to the Board on an annual basis.

ARTICLE VI  
Amendments

This Charter may be amended upon affirmative vote of a majority of the Board of the Agency.