

NCIDA/NCDC/NADC GOVERNANCE COMMITTEE AGENDA

Date: Wednesday, March 22, 2022

Time: 8:45 a.m.

Place: Niagara County Center for Economic Development

6311 Inducon Corporate Drive

Sanborn, NY 14132

NCIDA Governance Committee Members:

_____ Clifford Scott

_____ Robert B. Cliffe

Copies to:

_____ Mark Onesi

_____ Kevin McCabe

_____ William L. Ross

_____ Scott Bridges

_____ Jason Krempa

_____ Maria V. Lopez

_____ Susan Langdon, Executive Director

_____ Andrea Klyczek, Assistant Director

_____ Michael S. Dudley, Finance Manager

_____ Caroline Caruso, Accounting Associate

_____ Susan Barone, Grants & Operations Manager

_____ Julie Lamoreaux, Administrative & HR Officer

_____ Jeremy Geartz, Project Manager

_____ Mark Gabriele, Agency Counsel

1.0 Meeting Called to Order – C.Scott

2.0 Roll Call – Julie Lamoreaux

3.0 Approval of Meeting Minutes – C. Scott

3.1 June 8, 2022

4.0 Summary of Annual Board Evaluations – FYE 12/31/2022– M. Gabriele

5.0 Reaffirm Governance Charter – M. Gabriele

6.0 Policy Discussion

7.0 Any Other Matters the Committee Wishes to Discuss

8.0 Adjournment – C.Scott

NCIDA/NCDC/NADC GOVERNANCE COMMITTEE AGENDA

Date: Wednesday, June 8, 2022

Time: 8:30 a.m.

Place: Niagara County Center for Economic Development

6311 Inducon Corporate Drive

Sanborn, NY 14132

NCIDA Governance Committee Members:

Jerald Wolfgang, Chairperson	Present
Clifford Scott	Present
Robert B. Cliffe	Present

Copies to:

Mark Onesi	Susan Langdon, Executive Director
William L. Ross	Andrea Klyczek, Assistant Director
Jason Krempa	Michael S. Dudley, Finance Manager
	Caroline Caruso, Accounting Associate
	Mark J. Gabriele, Agency Counsel
	Julie Lamoreaux, Administrative Assistant

1.0 Meeting Called to Order

Mr. Wolfgang called the meeting to order at 8:30 a.m.

2.0 Roll Call

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

3.0 Approval of Meeting Minutes

3.1 May 11, 2022

Mr. Wolfgang stated that he had reviewed the meeting minutes and he made a motion for approval; Mr. Cliffe seconded the motion. The motion passed.

4.0 Local Labor Policy

Mr. Wolfgang stated that for the first time in the history of the NCIDA, the Board held a Work Session on June 2, 2022 to discuss the Local Labor Policy. Mr. Wolfgang said that the session went well, and that there was much productive discussion. Mr. Wolfgang stated for the record, that after the work session he was contacted by a number of businesses and legislators in regard to the local labor policy. He stated that, since the Board was appointed by the County Legislature, the Board is a talented diverse group including business people, financial experts, educators, former municipal officials, and labor representation. With these skill sets, expertise and experience, the Board is fully equipped and capable of making and carrying out the Policies of the Agency. The Board concurred with his observations.

Mr. Gabriele stated that there were four items that the Board agreed unanimously on at the Work Session. One was the language in the introduction regarding the NCIDA mission. The second was the elimination of Monroe County in the Local Labor area, pending dismissal of the existing lawsuit. Mr. Gabriele notes that he received notice that the lawsuit had been dropped as of today.

The third item was the Agency, on an annual basis, will select a completed project, either randomly or based upon information proved to the Agency, to conduct an investigation into whether the Company was compliant with the Agency's Local Labor Policy. The Agency, or its designated agents, shall during normal business hours, examine and copy the applicable books and wage records of the Company, Contractor and/or Subcontractor as related to work performed on the Project. If the Agency determines that the local labor requirement is found to be below 90 percent, the Agency may terminate or modify any and all Financial Assistance being proved to the Project in accordance with the terms of the underlying agreements between the Agency and the Company with respect to the project. Mr. Cliffe requested that the language be amended to "at least one company" annually.

Finally, it is understood that at certain times, Workers residing within the Local Labor Area may not be available with respect to a project. Under this condition, the Company is required to contact the Agency to request a waiver of the Local Labor Requirement (the "Local Labor Waiver Request") based on the following circumstances: (i) warranty issues related to installation of specialized equipment or materials whereby the manufacturer requires installation by only approved installers; (ii) specialized construction for which qualified Local Labor Area Workers are not available, (iii) lack of workers that would allow the Company to meet the Local Labor Area requirement. The Agency's Executive Director, in consultation with the Chairman, or Vice Chairman related thereto based upon information received may grant such waiver request.

Mr. Gabriele stated that the staff will make every attempt to compare head count at a project to the number of hours worked to try to ascertain if any issues exist. The Agency will also continue to monitor a potential for abuse by local contractors if they inflate project costs by at least 20 percent, compared to those of out of area Contractors.

Mr. McCabe stated that this Board represents the tax payers of Niagara County and will do what is best for them.

Mr. Wolfgang made a motion to accept the new local labor policy based on the above elements. Mr. Cliffe seconded the motion. The motion passed.

5.0 Apprenticeship Policy

Mr. Gabriele stated that when this policy was drafted several years ago, staff struggled with how to base the benefit of how to base the benefits. He stated that there are now certified apprentice programs including union and non-union, these are listed in the State directory. If a company hires Contractors that are part of those programs, the Board could give the company 5 percent additional abatement for a period of five years.

Mr. Cliffe made a motion to approve the apprenticeship program; Mr. Scott seconded the motion. The motion passed.

6.0 Any Other Matters the Committee Wishes to Discuss

Mr. Gabriele stated that the Agency has followed the federal guidelines for paid holidays. Juneteenth is now a Federal Holiday and the Committee would have to formally accept that in order for Agency staff to add that to the list of Holidays.

Mr. Scott made a motion to approve the added holiday, Mr. Cliffe seconded the motion. The motion passed.

7.0 Adjournment

Hearing no other comments, Mr. Cliffe made a motion to adjourn the meeting; Mr. Wolfgang seconded the motion. The motion passed.

Respectfully Submitted

Reviewed By:

Julie Lamoreaux
Administrative Assistant

Susan C. Langdon
Executive Director

Summary of NCIDA, NCDC and NADC
 Evaluation of Board Performance
 Fiscal Year Ending 12/31/22

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Board members have a shared understanding of the mission and purpose of the Authority.	8			
The policies, practices and decisions of the Board are always consistent with this mission.	8			
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principals.	8			
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	8			
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	8			
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.	8			
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	8			
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	8			
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.	8			
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	8			
Board and committee meetings facilitate open, deliberate and through discussion, and the active participation of members.	8			
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	8			
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	8			
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	7	1		
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	8			
Board members demonstrate leadership and vision and work respectfully with each other.	8			

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.