

SENECA COUNTY  
INDUSTRIAL DEVELOPMENT AGENCY  
GOVERNANCE COMMITTEE MEETING

MEETING MINUTES

December 13, 2010  
3:00 P.M.  
Heroes Conference Room  
Seneca County Office Building  
Waterloo, New York

**Attendance:**

Members Present: Thomas Macinski – Chairman; Patricia Amidon; Steven Brusso and Thomas Kime

Members Absent: None

Staff Attending: Robert Aronson, Executive Director; Patricia Jones, Deputy Director; Kelly Kline, Executive Assistant and Bruce Johnson, CFO

**Call to Order:**

Chairman Macinski called the meeting to order at 3:12 P.M. A quorum of committee members were present.

**Approval of Meeting Minutes of September 29, 2010:**

The meeting minutes of September 29, 2010 were distributed and reviewed by the Committee. After discussion, a motion was made by Mr. Kime to approve the minutes. Seconded by Mr. Brusso. Motion Carried

**Self-Evaluation of Governance Committee:**

According to the IDA Governance Committee Charter, the committee must report annually any proposed changes to the governance charter and governance guidelines. It is also recommended that a review of procedures is made in accordance with PAAA. After consultation with Committee members, staff prepared a draft Evaluation for review, as follows:

“There are no changes to the Governance Charter or guidelines at this time; necessary changes have been made to accommodate the 2009 Public Authorities Law by establishing a Finance/Audit Committee; Obtaining Board Member certifications of fiduciary duty, and disposition of property rules. In addition, the new Chief Financial Officer (CFO) has enhanced internal controls of the Agency and the Authority Budget Office (ABO) new requirement for the IDA Board to complete a self-evaluation is being put in place.”

After discussion, a motion was made by Mrs. Amidon approving the Self Evaluation of the Governance Committee. Seconded by Mr. Brusso. Motion carried.

**PAAA Annual Board of Directors Evaluation:**

Copies of the Annual Board of Directors Evaluations were given to committee members prior to the meeting. Mr. Aronson advised Committee Members that the 2009 Public Authorities Reform Act is requesting every local public authority to conduct a confidential annual evaluation. Each Board Member is required to confidentially submit his or her evaluation based on the model form provided by ABO. Staff is requesting approval to distribute the forms to the full IDA Board at the next meeting. The evaluations will be submitted confidentially and the results will be compiled by the Governance Committee once all forms are collected. After reviewing the form provided by ABO, Committee members have some reservations with some of the questions on the questionnaire. Staff will review these issues with legal counsel before asking board members to complete the evaluation.

After discussion a motion was made by Mrs. Amidon allowing staff to distribute forms to IDA Board Members at the next IDA meeting per the recommendation of Legal Counsel. Seconded by Mr. Brusso. Motion carried.

**Nominations of 2011 Officers / Committees:** The Governance Committee serves as the Nominating Committee for the Slate of IDA Officers for 2011. Committee members gave their recommendations for 2011 slate of officers:

- Thomas Kime – Chairman
- Thomas Macinski – Vice-Chairman
- Robert Rosenkrans – Secretary
- Robert Kernan – Treasurer

After discussion, a motion was made by Mrs. Amidon approving the recommendation of the 2011 Slate of Offices to be submitted at the next IDA meeting. Seconded by Mr. Brusso. Motion carried.

**Nominations for Governance Committee and Audit/Finance Committee:**

The Governance Committee also serves as the Nominating Committee for Committee Members. Committee members gave their recommendations for the 2011 Governance Committee and Audit/Finance Committee:

**Governance Committee:**

- Thomas Macinski, Chair
- Steven Brusso
- Thomas Kime
- Patricia Amidon.

**Audit/Finance Committee**

- Robert Kernan, Chair
- Kenneth Riemer
- Michael Hryzak
- Thomas Kime

After discussion, a motion was made by Mrs. Amidon approving the recommendations of the 2011 Governance Committee and Audit/Finance Committee to be submitted at the next IDA meeting. Seconded by Mr. Brusso. Motion carried.

**Other Business:**

Committee members had requested staff to acquire an estimate for a third party review of the Revolving Loan Fund for compliance with regulations and the Management Plan to be reviewed at least once every three years. Staff advised committee members that the search is still ongoing and they will keep members informed of their progress.

**Executive Session:**

Chairman Macinski requested a motion to enter into Executive Session for the purpose of personnel matters. A motion was made by Mrs. Amidon at 4:05 p.m. to enter into Executive Session. Seconded by Mr. Macinski. Motion carried. A motion was made by Mrs. Amidon at 4:45 p.m. to come out of Executive Session. Seconded by Mr. Kime. Motion carried

**Salary Recommendations:**

A motion was made by Mr. Brusso approving recommendations to the IDA Board of an adjustment in staff salary of 3% for IDA staff for the 2011 Calendar year. Seconded by Mr. Kime. Motion carried.

**Adjournment:**

A motion to adjourn the meeting was made by Mrs. Amidon and seconded by Mr. Brusso. Motion carried. The meeting adjourned at 4:47 p.m.

Respectfully submitted,



Robert J. Aronson  
IDA Executive Director