



**SENECA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
GOVERNANCE COMMITTEE MEETING**

MEETING MINUTES

Wednesday, February 18, 2009
3:00 P.M.
Heroes Conference Room
Seneca County Office Building
Waterloo, New York

Attendance:

Members Present: Thomas Macinski – Chairman; Kenneth Lee Patchen, Jr.; David Kaiser; and Thomas Kime – Ex-Officio

Members Absent: None

Staff Attending: Robert Aronson, Executive Director; Patricia Jones, Deputy Director; and Russell Gaenzle, Harris Beach

Call to Order:

Chairman Macinski called the meeting to order at 3:15 P.M. A quorum of committee members was present.

Approval of Meeting Minutes of October 31, 2008:

The meeting minutes of the Joint Audit/Governance Committee Meeting of October 31, 2008 were distributed and reviewed by the Committee. After discussion, a motion was made by Lee Patchen to approve minutes, as amended. Seconded by David Kaiser. Motion carried.

Discussion of Committee Structure:

There was discussion regarding the structure and responsibilities of the Governance Committee. Committee discussion included best practices in corporate governance; updating policies and procedures and the procedure for advising the Seneca County Board of Supervisors on the personal and professional qualifications required for new IDA Board members.

Review and Approval of Policies:

The following policies were reviewed and approved for referral to the IDA Board for final approval. Legal Counsel will be making the requested changes and will provide the amended policies to IDA staff for distribution to Governance Committee members and IDA Board members prior to the March IDA meeting.

Investment Policy: A motion was made by Lee Patchen to approve the Investment Policy, as amended. Seconded by David Kaiser. Motion carried.

Procurement Policy: A motion was made by David Kaiser to approve the Procurement Policy, as amended. Seconded by Lee Patchen. Motion carried.

Property Disposition, Inventory and Reporting Policy: A motion was made by David Kaiser to approve the Property Disposition, Inventory and Reporting Policy, as amended. Seconded by Lee Patchen. Motion carried.

Administrative Guidelines and Procedures for IDA Board Members and Employees: A motion was made by Thomas Kime to approve the Administrative Guidelines and Procedures for IDA Board Members and Employees, as amended. Seconded by Lee Patchen. Motion carried.

ByLaws of Seneca County Industrial Development Agency: A motion was made by Lee Patchen to approve the ByLaws of the Seneca County IDA, as amended. Seconded by David Kaiser. Motion carried.

Governance Committee Charter: A motion was made by David Kaiser to approve the Governance Committee Charter, as amended. Seconded by Lee Patchen. Motion carried.

Audit Committee Charter: A motion was made by Thomas Kime to approve the Audit Committee Charter, as amended. Seconded by Lee Patchen. Motion carried.

Whistleblower Policy; Code of Ethics; and Annual Financial Disclosure Form: The Whistleblower Policy, Code of Ethics and Annual Financial Disclosure Form had been reviewed during the October 31, 2009 meeting; however, Committee members re-looked at these policies. After discussion, a motion was made by David Kaiser to approve the Whistleblower Policy, Code of Ethics and Annual Financial Disclosure Form. Seconded by Lee Patchen. Motion carried.

Other Business: None

Adjournment:

A motion to adjourn the meeting was made by Lee Patchen and seconded by David Kaiser. Motion carried. The meeting adjourned at 6:10 p.m.

Respectfully submitted,



Robert J. Aronson
IDA Executive Director