



**GCEDC Governance & Nominating Committee Meeting
Thursday, May 2, 2024
Location – 99 MedTech Drive, Innovation Zone
3:00 p.m.**

MINUTES

ATTENDANCE

Committee Members: P. Zelif, M. Clattenburg, C. Yunker, K. Manne
Staff: L. Farrell, M. Masse, P. Kennett, C. Suozzi, J. Krencik, L. Casey
Guests: D. Cunningham (GGLDC Board Member), S. Noble-Moag (GGLDC Board Member)
Absent:

1. CALL TO ORDER / ENTER PUBLIC SESSION

C. Yunker called the meeting to order at 3:00 p.m. in the Innovation Zone.

1a. Enter Executive Session

M. Clattenburg made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 3:01 p.m. for the following reasons:

1. The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

The motion was seconded by P. Zelif and approved by all members present.

2. CHAIRMAN'S REPORT & ACTIVITIES

2a. Agenda Additions / Deletions / Other Business – Nothing at this time.

2b. Minutes: March 28, 2024

M. Clattenburg made a motion to approve the March 28, 2024 meeting minutes as presented; the motion was seconded by K. Manne. Roll call resulted as follows:

P. Zelif -	Yes
M. Clattenburg-	Yes
C. Yunker -	Yes
K. Manne -	Yes

The item was approved as presented.

3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD

3a. Officer Appointments – The current slate of officers is set to expire on June 30th. Below is listed the current slate of officers:

Chair -	P. Zelif
Vice-Chair -	M. Gray
Secretary -	P. Kennett
Treasurer -	L. Farrell
President/CEO -	S. Hyde

P. Zelif stated that M. Masse should replace S. Hyde as President and CEO as S. Hyde is retiring. M. Masse states that he has no objections to this change, and he is grateful for the opportunity. M. Masse's appointment will be effective as of August 1, 2024.

M. Clattenburg made a motion to recommend to the full Board the approval of Officer Appointments with the above-mentioned change; the motion was seconded by K. Manne. Roll call resulted as follows:

P. Zelif -	Yes
M. Clattenburg-	Yes
C. Yunker -	Yes
K. Manne -	Yes

The item was approved as presented.

The Committee voted on agenda items 3b through 3d collectively. The approval for these items follows agenda item 3d.

3b. Authorized to Request Information Regarding Bank Accounts – L. Farrell shared that she and P. Kennett need to be authorized to request information regarding the bank accounts and to transfer funds between accounts for the GCEDC.

3c. Authorized Signers of Agreements, Contracts, etc.- L. Farrell shared that currently the authorized signers of agreements, contracts, etc. are the Chair (per Bylaws), Vice Chair (per Bylaws), S. Hyde (per Bylaws) M. Masse and C. Suozzi.

It is recommended to remove S. Hyde as an authorized signer of agreements, contracts, etc.

3d. Authorized Bank Signers - Audit & Finance Committee members are authorized bank signers, along with S. Hyde and M. Masse. All GCEDC checks must be signed by two authorized signers. All checks must be signed by at least one board member.

Line of credit withdrawals must be signed by two authorized signers. All lines of credit withdrawals must be signed by at least one board member.

It is recommended to remove S. Hyde as an authorized bank signer.

P. Zelif made a motion to recommend to the full Board the approval of agenda items 3b-3d with the above-mentioned changes; the motion was seconded by M. Clattenburg. Roll call resulted as follows:

P. Zelif -	Yes
M. Clattenburg-	Yes
C. Yunker -	Yes
K. Manne -	Yes

These items were approved as presented.

3e. Board Member Attendance - GCEDC Board member attendance for 2023 was provided with meeting materials for review by the Committee. C. Yunker stated that attendance monitoring is a good governance practice and commends Board members for their attendance record.

3f. Board Member Evaluation - Evaluations have been completed and received by the Board Chair. The evaluation results were provided with meeting materials. Discussion took place during Executive Session.

3g. Annual Project Performance Review - All projects that receive financial assistance are required to report certain information about their project's performance, including total jobs, on an annual basis to the GCEDC. This information is then reported into the Public Authorities Reporting Information System (PARIS). C. Yunker stated that the project performance review took place in the Executive Session. C. Yunker stated that it was a satisfactory report and recommended no action be taken at this time on any of the projects related to job performance.

4. ADJOURNMENT

As there was no further business, M. Clattenburg made a motion to adjourn at 3:22 p.m., seconded by K. Manne, and passed unanimously.