



**GCEDC Governance & Nominating Committee Meeting  
 Thursday, June 6, 2024  
 Location – 99 MedTech Drive, Innovation Zone  
 3:00 p.m.**

**MINUTES**

**ATTENDANCE**

Committee Members: P. Zeliff, M. Clattenburg, C. Yunker, K. Manne  
 Staff: L. Farrell, M. Masse, P. Kennett, C. Suozzi, E. Finch, L. Casey  
 Guests: G. Torrey (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. Zeliff and approved by all members present.

S. Noble Moag joined the meeting at 3:02 p.m.

**1b. Re-Enter Public Session**

P. Zeliff made a motion to enter back into public session at 3:05 p.m., seconded by M. Clattenburg and approved by all.

**2. CHAIRMAN’S REPORT & ACTIVITIES**

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

**2b. Minutes: May 2, 2024**

**M. Clattenburg made a motion to approve the May 2, 2024 meeting minutes as presented; the motion was seconded by K. Manne. Roll call resulted as follows:**

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

The item was approved as presented.

**3. DISCUSSIONS / OFFICIAL RECOMMENDATIONS TO THE BOARD**

**3a. Code of Ethics** – L. Farrell stated that the Committee reviews this policy annually. No changes are being recommended; therefore, no vote is required. L. Farrell reminded the Committee that on page 2 of the Code of Ethics (page 6 of the meeting materials) there are Procedures for Disclosure. If a director has a conflict, he/she must verbally disclose the conflict at the meeting and state the reason for abstaining. The reason must be included in the meeting minutes and made part of the public record.

G. Torrey joined the meeting at 3:07 p.m.

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

**3b. Procurement Policies & Procedures** – L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

C. Yunker asked about the date of March 2009 that is listed on page 18 of the meeting materials. L. Farrell states there is no reason for that date so she will remove it.

**3c. Investment Policy** - L. Farrell stated that this policy is required to be reviewed annually. There are no changes being recommended.

This past year there has been some investment in CDs, which is the biggest investment opportunity currently.

L. Farrell is the treasurer for the EDC and G. Torrey is the treasurer for the LDC.

**3d. Disposition of Property Guidelines** – L. Farrell shared that this policy is required to be reviewed annually. There are no changes being recommended.

M. Masse is the Contracting Officer for the GCEDC. The GGLDC Board Chair is the Contracting Officer for the GGLDC. L. Farrell confirmed this and added that we are required to send 90-day notices for disposition of property so M. Masse would be the signer for that.

**P. Zeliff made a motion to recommend to the full Board the approval of agenda items 3b-3d as presented; the motion was seconded by M. Clattenburg. Roll call resulted as follows:**

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

**These items were approved as presented.**

**3e. Governance & Nominating Committee Charter** – L. Farrell shared that this charter is required to be reviewed annually. No changes are being recommended; therefore, no vote is required.

L. Farrell also stated that the committee noted that its' responsibilities are being carried out and did not recommend any changes either.

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**3f. Committee Self-Evaluation** – The Committee evaluated its' responsibilities and its' ability to carry out those responsibilities during the executive session. The Committee feels as if it is carrying out its' duties and is in line with the Committee Charter.

**3g. UTEP Review** – The GCEDC's current UTEP and project criteria checklist was included with the meeting materials for review and comment. The UTEP is a requirement under General Municipal Law.

The Uniform Tax-Exempt Policy (UTE) is a requirement that outlines criteria for projects and approvals. It also outlines the Agency's potential benefits that can be provided for a project. Staff requested that the Committee review the 6 criteria under Section A of the UTEP, which are the criteria included in the UTEP Checklist and represent what is important to the Board when analyzing a project for financial incentives.

P. Zelif questioned if housing should be added to criteria #5 as one of the Agency's strategic industries being incentivized. M. Masse stated that the addition should specify market-rate housing. Furthermore, market-rate housing should be defined.

C. Yunker suggested that the Housing Committee should meet to consider the definition of market-rate housing. Staff will work with the Housing Committee to schedule a meeting soon. In the interim, the Committee recommend that market-rate housing should be added to criteria #5 in the UTEP and UTEP Checklist.

**3h. UTEP Checklist** – This was discussed in conjunction with agenda item 3g – UTEP Review.

#### **4. ADJOURNMENT**

As there was no further business, P. Zelif made a motion to adjourn at 3:20 p.m., seconded by K. Manne, and passed unanimously.