

**Tioga County Property Development Corporation Meeting**

**DRAFT Goverance Committee**

**Wednesday, January 26, 2022 at 3:30 pm**

**Via Zoom:**

<https://us02web.zoom.us/j/88324167211?pwd=UHVmdWcwK1M2ZHJYc04zb0svWVRKUT09>

**Meeting ID: 883 2416 7211  
Passcode: 144432**

**Ronald E. Dougherty County Office Building**

**Hubbard Auditorium**

**56 Main Street, Owego, NY 13827**

**Meeting Minutes via Zoom**

**1. Call to Order**-Mr. Ayers called the meeting to order at 3:32 pm.

**2. Attendance**

1. **Roll Call:** P. Ayres; S. Yetter, L. Pelotte (attended via Zoom phone confrence)

**Absent:** D. Astorina

**Excused:** None

**Board Chair:** Ralph Kelsey

**Staff:** B. Woodburn, M. Schnabl

**3. New Business**

1. **Nominations for Slate of Officers for 2022**
   * Ralph Kelsey as Chair
   * Patrick Ayers as Vice Chair
   * Michael Barratta as Secretary
   * Christina Brown Treasuer

**Motion to nominate 2022 Slate of Officers to the TCPDC board, as presented.**

**P. Ayers/L. Pelotte/Carried**

**None Opposed**

**Abestentions - None**

1. **Nominations for Finance, Governance, and Audit Committees**
   * Finance Committee: Christina Brown – Chair, Ralph Kelsey, Patrick Ayers, Michael Baratta
   * Governance Committee: Stuart Yetter – Chair, Patrick Ayers, Lesley Pelotte, David Astorina
   * Audit Committee: Patrick Ayers – Chair, Ralph Kelsey, Michael Baratta, Hannah Murray
2. **Other appointments**

The same committees are proposed for 2022, with the change of adding new board member H. Murray to the audit committee. S. Yetter will now be the chair of the governance committee. The following annual appointments were also recommended:

* Freedom of Information Officer: Brittany Woodburn
* Code of Ethics Officer: Joe Meagher
* Internal Controls Officer: Jan Nolis

Ms. Woodburn also recognized that the Tioga County Legislature appointed Hannah Murray to the TCPDC Board, effective January 1, 2022 until December 31, 2023.

**Motion to recommend nominations for finance, governance, and audit committees and other appointments, as presented to the TCPDC Board.**

**P. Ayers/S. Yetter/Carried**

**None Opposed**

**Abstentions - None**

1. **Annual Board Performance Evaluation**

Ms. Woodburn shared with the committee the results of the annual board performance evaluation review.

1. **Review of Annual Financial Disclosure, Policy Review Attestation, and ABO Board of Directors Training**

Ms. Woodburn noted that all members have completed the annual financial disclosre, policy review attestatoin, and sexual harrasment training. Three borad members had to complete their ABO training this year: M. Sauerbrey, S. Yetter, and P. Ayers. H. Murray also had to complete ABO tranining as a new board member, and B. Woodburn had to complete it as a new staff member. Ms. Woodburn reminded the committee that the financial disclosure for 2022 will be due in March.

1. **Review and Reaffirm Recommendation of TCPDC Policies and Guidelines**

Ms. Woodburn noted that no changes have been made to the mission statement, bylaws, and policy and guidelines of the TCPDC this past year.

**Motion to reaffirm and recommend the TCPDC policies and guidelines to the TCPDC board.**

**P. Ayers/L. Pelotte/Carried**

**None Opposed**

**Abstentions – None**

1. **Review of proposed amendment to the TCPDC Bylaws**

Ms. Woodburn explained that there is a proposed amendment to the bylaws in 2022. Ms. Woodburn noted that the bylaws currently state that checks and drafts must be signed by the chairman or the treasurer. However, currently the chairman and treasurer are not on the signature cards. J. Meagher suggested adding language stating “Or such member that shall be designated by the board” to allow other board members to sign checks and drafts.

Mr. Kelsey asked if the bylaws directly stated if the director had the authority to sign checks and drafts. Ms. Woodburn will check with J. Meagher to see if it specifically stated in the bylaws that the director is authorized to sign and let the committee know the determination.

**Motion to recommend the proposed ammendment to the TCPDC Bylaws to the TCPDC board.**

**P. Ayers/S. Yetter/Carried**

**None Opposed**

**Abstentions – None**

**4. Adjournment** – Mr. Ayers motioned to adjourn the meeting at 3:45 pm.