

**Jefferson County Civic Facility Development Corporation
Governance Committee Meeting Minutes
November 26, 2019**

The JCCFDC Governance Committee meeting was held on Tuesday, November 26, 2019 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present: W. Edward Walldroff, Chair, Bill Johnson

Excused: None

Absent: Paul Warneck

Also Present: David Zembiec, Peggy Sampson, Lyle Eaton

I. Call to Order: Mr. Walldroff called the meeting to order at 8:23 a.m.

II. Annual Board of Directors Evaluation for 2018-2019: The completed 2018-2019 Confidential Evaluation of Board Performance forms were distributed to committee members prior to the meeting. Six out of seven board members returned the forms.

Mr. Walldroff identified areas that need addressing and committee members discussed them. They also specifically identified and commented on the following:

#14 The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.

Four board members -agreeø while two board members -somewhat agreeø

#15 The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.

Four board members -agreeø while two board members -somewhat agreeø

Mr. Walldroff said he was a little surprised. Mr. Eaton said the focus of the corporation is conduit debt where we are held harmless and donø carry the debt on our books.

Mr. Zembiec said that he is going to send out the mission statement and performance measurements to board members for their review. Ms. Sampson will add the 2018 results to the current report for comparison before it is sent to the board.

Committee members agreed to send the summary results to the full board for review and discussion.

It was noted that Ms. Sampson will submit the results to the Authorities Budget Office pending board approval.

III. Other business: None.

IV. Adjournment: With no further business before the committee, Mr. Walldroff adjourned the meeting at 8:27 a.m.