

**Jefferson County Local Development Corporation
Governance Committee Meeting Minutes
December 1, 2020**

The JCLDC Governance Committee met via Zoom on Tuesday, December 1, 2020.

Present: W. Edward Walldroff, Chair, Bill Johnson, Greg Gardner, Paul Warneck

Excused: None

Absent: None

Also Present: Donald Alexander, David Zembiec, Peggy Sampson, Rob Aiken

- I. Call to Order:** Mr. Walldroff called the meeting to order at 8:26 a.m.
- II. Annual Board of Directors Evaluation for 2019-2020:** The completed 2019-2020 Confidential Evaluation of Board Performance forms were distributed to committee members prior to the meeting. All board members returned the forms.

Mr. Walldroff said because of timing due to Mr. Alexander's retirement and Mr. Zembiec stepping into the CEO role as of January 1, he suggested the board take some time at an upcoming meeting to make some recommendations for the areas that need addressing according to the responses in the forms. He said that he felt that it was a good review but indicated that a couple of board members have concerns. Mr. Walldroff said that he was surprised that some of the negative categories filtered down though the JCCFDC and indicated that better communication is key.

Mr. Warneck said that the committee should task Mr. Zembiec with reviewing the results and to report back with his comments/recommendations to deal with the concerns of board members. He said this year's results are the best group he's seen.

Mr. Gardner said that this year's results are the best numbers that we've seen. He said that concerns should be addressed and indicated that Mr. Zembiec is a big piece to making that happen.

A motion was made by Mr. Warneck to send the summary results to the full board for review and/or discussion since the committee is satisfied with their review of the annual performance, seconded by Mr. Johnson. All in favor.

Ms. Sampson will submit the results to the Authorities Budget Office pending board approval.

A motion was made by Mr. Gardner to have Mr. Zembiec incorporate the findings into his planning for the organization and communicate them to the board, seconded by Mr. Johnson. All in favor.

**Jefferson County Local Development Corporation
Governance Committee Meeting Minutes
December 1, 2020**

III. Other business:

- 1. Committees/Projects:** Mr. Warneck asked if the Governance Committee creates committees. Ms. Sampson said that she will have to check the bylaws but said that the Board Chairman selects members of each committee. Mr. Warneck said that he is wondering if the Loan Review Committee should evaluate solar projects or if they should be bypassed and remain with the Alternative Energy ad hoc committee. He said that it may not hurt to have another set of eyes looking at the projects.

Mr. Gardner said that the Loan Review Committee could be used procedurally. Mr. Johnson said it if is a timing issue, then the two committees could always hold joint meetings. Mr. Alexander cautioned that approach since too many members would constitute a quorum and trigger public notifications.

Mr. Warneck said that applications could be sent to the Loan Review Committee to see if they are complete and if they are, the Loan Review Committee would send them to the Alternative Energy Committee. Mr. Gardner said that Loan Review should be engaged in all reviews.

Committee members decided to continue discussion at a later time.

- IV. Adjournment:** With no further business before the committee, a motion to adjourn was made by Mr. Warneck, seconded by Mr. Walldroff. The meeting adjourned at 8:44 a.m.

Respectfully submitted,

Peggy Sampson