

**Jefferson County Industrial Development Agency
Governance Committee Meeting Minutes
November 15, 2022**

The JCIDA governance committee meeting was in the board room at 800 Starbuck Avenue, Watertown, NY on Tuesday, November 15, 2022.

Present: W. Edward Walldroff, William Johnson, Paul Warneck

Excused: None

Absent: None

Also Present: David Zembiec, Peggy Sampson, Robin Stephenson
Zoom: Justin Miller, Esq.

- I. **Call to Order:** Mr. Walldroff called the meeting to order at 1:35 p.m.
- II. **Proposed Bylaws:** Committee members reviewed the current bylaws. Per discussion between staff and counsel, Attorney Miller made the following suggestions:

Article II – Board of Directors

Section 1

Add 'between three and' after be in line one

Section 2a

Add ',with a copy provided to the JCBOL' after Secretary in line two

Article VI – Meetings

Section 1

Add 'and conducted in accordance with the Open Meetings Law of the State of New York ("OML")' after year in line two

Section 2

Add 'and conducted in accordance with the OML' after Agency in line three

Section 3

Add 'shall be conducted in accordance with the OML and may also' after meeting in line three

Section 6

Add 'of the full board' after majority in line two

A motion was made by Mr. Warneck to move the proposed bylaws to the full board of directors, seconded by Mr. Johnson. All in favor.

- III. **Proposed Mission Statement/Performance Measurements:** Committee members reviewed the current mission statement. It was decided to list only the mission statement (Advance the job opportunities, health, general prosperity and economic welfare of the people of the County and to improve their recreation opportunities, prosperity and standard of living) instead of the three pages of background information. A motion was made by Mr. Warneck to recommend the proposed mission statement to the full board of directors, seconded by Mr. Johnson. All in favor.
- IV. **Review Current/Proposed Policies and Procedures:** Committee members reviewed the following policies: Disposition of Real Property Guidelines, Investment Policy with Internal Controls, and Procurement Policy. There were no changes.

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Proposed Lending/Collection Policy and Procedures – Committee members review the proposed policy. The proposed Reserve for Bad Debt section language is as follows: Customer account balances are considered on a case-by-case basis. Management individually reviews all accounts receivable balances and based on an assessment of current creditworthiness, estimates the accounts, if any, that will not be collected, and uses this amount to establish the annual reserve.

A motion was made by Mr. Warneck to recommend the proposed policy to the full board of directors, seconded by Mr. Johnson. All in favor.

- V. Annual Confidential Board Evaluations:** Committee members reviewed the summary results of confidential evaluation of board performance. Mr. Walldroff recommended a board discussion at an upcoming meeting for lines 5, 10, and 15.

A motion was made by Mr. Warneck to send the results to the full board of directors, seconded by Mr. Johnson. All in favor.

VI. Other

- VII. Adjournment:** With no further business before the committee, a motion to adjourn the meeting was made by Mr. Warneck, seconded by Mr. Johnson. The meeting adjourned at 1:45 p.m.

Respectfully submitted,

Peggy Sampson