

**Jefferson County Civic Facility Development Corporation
Governance Committee Meeting Minutes
December 12, 2025**

The JCCFDC held a governance committee meeting in the board room at 800 Starbuck Avenue, Watertown, NY on Friday, December 12, 2025.

Present: W. Edward Walldroff (Chair), Bill Johnson, Paul Warneck

Also Present: Marshall Weir, Jay Matteson, Dorena Kimball, Peggy Sampson, Dr. Dawn Robinson
Zoom: Dr. Gregory Gardner

- I. **Call to Order:** Chairman Walldroff called the meeting to order at 9:38 a.m.
- II. **Review Bylaws:** Recommendation to amend the Bylaws as follows:

Annual meeting – to be held ‘within three months after the end of each fiscal year’.

Terms of Officers – ‘shall be elected at the regular monthly meeting of the Corporation prior to the start of the fiscal year’ (November committee meeting, December board approval).

A motion was made by Mr. Warneck to send the proposed bylaws to the full board of directors for consideration, seconded by Mr. Johnson. All in favor.
- III. **Review Mission Statement/Performance Measurements:** Committee members reviewed the current mission statement and performance measurement goals. No changes were made. The 2025 results will be added within the next few months.
- IV. **Review Current Policies and Procedures:** There were no changes to the Disposition of Real Property Guidelines, or the Procurement Policy.

Investment Policy with Financial Internal Control System – Committee members reviewed the proposed changes to the Cash Receipts section to address management letter items during last year’s audit. A motion was made by Mr. Warneck to send the proposed policy to the full board of directors for consideration, seconded by Mr. Johnson. All in favor.
- V. **Annual Confidential Board Evaluations:** Committee members reviewed the summary results from this year and compared them to last year. Chairman Walldroff said there are a couple of areas the board can address. 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:** None.
- 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 was adjourned at 9:41 a.m.

Respectfully submitted,

Peggy Sampson