



TRUST FOR CULTURAL RESOURCES
333 WEST WASHINGTON STREET, SUITE 130, SYRACUSE, NY 13202
PHONE: 315.435.3770 • FAX: 315.435.3669 • SYRACUSECENTRAL.COM

CRT Governance Committee Meeting
October 11, 2023

8:35 A.M. Call to Order

A. Approval of June 13, 2023 meeting minutes

Action Items

1. Review of Committee Evaluations

The Committee members will review a summary of the Governance and Audit/Finance Committee members' evaluations.

Committee Action Requested:

- a. A resolution of the Committee to transmit the Committees' summary evaluations *with/without comment* to the Agency Board for review and acceptance.

Representative: Nancy Lowery, Secretary

2. Review Staff and Board Self-Evaluations

The Committee will review summaries of Board evaluations and Staff self-evaluations.

Committee Action Requested:

- a. A resolution of the Committee to transmit summary evaluation of the Board *with/without comment* to the CRT Board for review and acceptance.
- b. A resolution of the Committee to transmit summary evaluation of the Staff *with/without comment* to the CRT Board for review and acceptance.

Representative: Nancy Lowery, Secretary

3. Review Annual report of the CRT Audit/Finance Committee

Committee Action Requested: A Resolution of the Committee approving the Audit/Finance committee's annual report *with/without comment* and recommending approval to the full Board.

Representative: Nancy Lowery, Secretary

4. Review Annual report of the CRT Governance Committee

Committee Action Requested: A Resolution of the Committee approving its Annual Report *with/without comment* and recommending approval to the full Board.

Representative: Nancy Lowery, Secretary

Adjourn

**TRUST FOR CULTURAL RESOURCES OF
THE COUNTY OF ONONDAGA
Governance Committee Meeting
June 13, 2023**

A Governance Committee meeting of the Trust for Cultural Resources of the County of Onondaga was held on Tuesday, June 13, 2023 at 335 Montgomery Street, Floor 2M.

Trustee Greg Lancette called the meeting to order at 8:35 am with the following:

PRESENT:

Greg Lancette
Robert Petrovich

ABSENT:

Regina McArthur

ALSO PRESENT:

Robert M. Petrovich, Executive Director
Nancy Lowery, Secretary
Svetlana Dyer, Assistant Secretary
Nate Stevens, Treasurer
Karen Doster, Recording Secretary
Alexis Rodriguez, Economic Development
Christopher Andreucci, Harris Beach Law Firm
Carrie Wojtaszek, Galaxy Media Partners
Bridge McCarthy, Juneteenth, Inc.
Fanny Villarreal, Nosotros Radio, Inc.

APPROVAL OF GOVERNANCE COMMITTEE MEETING MINUTES-JUNE 8, 2022

Upon a motion by Robert Petrovich, seconded by Greg Lancette, the Governance Committee Meeting minutes of June 8, 2022 were approved. Motion was carried unanimously.

REVIEW OF PROCUREMENT POLICY

Nancy Lowery stated there are no changes.

Upon a motion by Robert Petrovich, seconded by Greg Lancette, the CRT Governance Committee approved a resolution approving the Procurement Policy without comment. Motion was carried unanimously.

REVIEW OF COMMITTEE CHARTERS

Nancy Lowery stated there are no changes.

Upon a motion Robert Petrovich, seconded by Greg Lancette, the CRT Governance Committee approved a resolution to transmit the Governance and Audit and Finance Committees' Charter without comment to the Board for review and acceptance. Motion was carried unanimously.

BY-LAWS

Nancy Lowery stated there are no changes.

Upon a motion by Robert Petrovich, seconded by Greg Lancette, the CRT Governance Committee approved a resolution approving the Bylaws without comment. Motion was carried unanimously.

REVIEW CODE OF ETHICS

Nancy Lowery stated there are no changes.

Upon a motion by Robert Petrovich, seconded by Greg Lancette, the CRT Governance Committee approved a resolution approving the Bylaws without comment. Motion was carried unanimously.

Upon a motion by Robert Petrovich, seconded by Greg Lancette, the CRT Governance Committee adjourned the meeting at 8:38 am. Motion was carried unanimously.

Nancy Lowery, Secretary



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Summary 2023 Governance Committee Evaluation

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Do Committee members understand the Committee's charter, duties & responsibilities as exhibited by its formal agendas, actions and reports?	3			
Is the Committee comprised of members who are independent as defined by the NYS Authorities Budget Office and who bring a body of expertise, knowledge, and experience necessary to understand and fulfill the goals and duties of the Committee?	3			
Does the Committee require a member to recuse him/herself if an appearance of a financial or other conflict might appear to influence a vote of the committee member or the committee as a whole?	3			
Does the Committee require a member to acknowledge a financial conflict of interest, as defined in Board policy, with any project or action that has come before the Committee during the tenure of the Committee member?	3			
Does the Committee receive advance copies of agendas and supporting material necessary for it to make an informed determinations or recommendations to the Board?	3			
Does the Committee acknowledge and encourage open discussion by its members and staff during committee meetings?	3			
Does the Committee present a self-evaluation to the Board annually, including an examination the Committee Charter?	3			



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2023 Audit/Finance Committee Evaluation Summary

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Do Committee members understand the Committee's charter, duties & responsibilities as exhibited by its formal agendas, actions and reports?	3			
Is the Committee comprised of members who are independent as defined by the NYS Authorities Budget Office and who bring a body of expertise, knowledge, and experience necessary to understand and fulfill the goals and duties of the Committee?	3			
Does the Committee require a member to recuse him/herself if an appearance of a financial or other conflict might appear to influence a vote of the committee member or the committee as a whole?	3			
Does the Committee require a member to acknowledge a financial conflict of interest, as defined in Trust policy, with any project or action that has come before the Committee during the tenure of the Committee member?	3			
Does the Committee receive advance copies of agendas and supporting material necessary for it to make an informed determinations or recommendations to the Trust?	3			
Does the Committee acknowledge and encourage open discussion by its members and staff during committee meetings?	3			
Does the Committee present a self-evaluation to the Trust annually, including an examination the Committee Charter?	3			



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Summary

2023 Board Self Evaluation

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree	Did Not Answer
Board members have a shared understanding of the mission and purpose of the Agency.	5				
The policies, practices and decisions of the Board are always consistent with this mission.	5				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	5				
The Board has adopted policies, by-laws, and practices for the governance, management and operations of the Agency & reviews these annually.	5				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.	5				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	5				
Board members are knowledgeable about the Agency's programs, financial statements, reporting requirements, and other transactions.	5				
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.	5				
The Board knows the statutory obligations of the Agency and if the Agency is in compliance with state law.	5				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	5				
Board members have sufficient opportunity review material and discuss recommendations before decisions are made and votes taken.	5				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	5				
The Board works with management to implement risk mitigation strategies before problems occur.	5				
Board members demonstrate leadership and vision and work respectfully with each other.	5				



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2023 Staff Evaluation Summary

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Does the staff have an understanding of the mission, duties & responsibilities of the Agency?	5			
Does the staff sufficiently fulfill the Board's administrative duties?	5			
Does the staff provide the Board with the information necessary for the Board to fulfill its duties in a prudent and timely manner?	5			
Does the staff encourage open discussion at Agency meetings by presenting information and responding to inquiries from board members, clearly and openly?	5			
Does the staff acknowledge to the Board a financial or other conflict of interest, as defined in Agency policy, with any project that may come before the Board during a staff member's tenure with the Board?	5			
Has each staff member submitted executed copies of each administrative document required of him/her by the County Legislature, State Statute or Regulation, or Board policies?	5			

Name of Agency: _____

Date Completed: _____



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2023 Annual Report of CRT Committees Audit and Finance Committee

Committee Members & Staff

Greg Lancette, Trustee

Leslie Garcea, Trustee

Ryan Smith, Trustee

Robert M. Petrovich, Executive Director

Nancy Lowery, Secretary/Public Hearings Officer

Nate Stevens, Treasurer

Purpose of the Committee

The purpose of the combined audit and finance committee is to assure that the Trust's Trustees fulfill their responsibilities for the Trust's external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; provide an avenue of communication between management, the independent auditors, and the Trustees; review proposals for the issuance of debt by the Trust; and provide recommendations to the Trust regarding the issuance of debt.

Meeting Schedule:

The committee met 2 times on:

- 1) March 22, 2023
- 2) October 11, 2023

Fiscal Year 2022

1. Annual Self-Evaluation:

The committee conducted a self-evaluation. It found no issues. The Committee will present its evaluations to the Governance Committee for its final review and recommendations to the Board. The Governance Committee will present the evaluations to the full board at the March 2024 Annual Meeting.

2. Charter Review: The Committee reviewed its combined charter on November 9, 2021. It was satisfied with the charter. The Committee will present its evaluations to the Governance Committee for its final review and recommendations to the Board. The Governance Committee will present the evaluations to the full board at the March 2024 Annual Meeting.

3. Disposition of Duties:

- 1) The Committee met with the Trust Auditor on March 22, 2023 to review and discuss the 2022 Audit of the Trust. The Committee found the audit to be adequate and did not have any substantive comments or questions for the Auditor.
- 2) The Committee met with the Trust Auditor on October 11, 2023 to review and discuss preliminary audit material for the Trust's 2023 fiscal year. The Committee did not have any substantive comments or questions for the Auditor.
- 3) The Committee reviewed its charter, annual report and self-evaluation Committee as noted above.



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2023 Annual Report of CRT Committees Governance Committee

Committee Members & Staff

Greg Lancette, Board Chair
Robert M. Petrovich, Trustee
Regina McArthur, Trustee

Robert M. Petrovich, Executive Director
Nancy Lowery, Secretary/Public Hearings Officer
Nathaniel Stevens, Treasurer

Purpose of the Committee

The purpose of the Governance Committee is to keep the Board informed of current best governance practices, review corporate governance trends, update the corporate governance principles, and advise the Board on the skills and experience of potential Board members.

Meeting Schedule:

The committee met 2 times on:

- 1) June 13, 2023
- 2) October 11, 2023

Fiscal Year 2023

1. Annual Self-Evaluation:

The committee conducted a self-evaluation. It found no issues. The Governance Committee will present the evaluations to the full board at the 2024 Annual Meeting.

2. Charter Review: The Committee reviewed its charter and the Audit/Finance charter on June 13, 2023. It was satisfied with the charters. The Committee will present its findings to the Board at the 2024 Annual Meeting.

3. Disposition of Duties: The Committee reviewed post issuance compliance procedures, the procurement policy, bylaws, code of ethics, and charter at the June 13, 2023 meeting.

The Committee reviewed its annual report and self-evaluation, and the annual report of the Audit/Finance committee at the October 11, 2023 meeting of the Committee as noted above.