



ONONDAGA CIVIC DEVELOPMENT CORPORATION
333 WEST WASHINGTON STREET, SUITE 130, SYRACUSE, NY 13202
PHONE: 315.435.3770 • FAX: 315.435.3669 • SYRACUSECENTRAL.COM

**OCDC Governance Committee Meeting
November 1, 2022**

8:30 am Call to Order

A. Approval of June 7, 2022 meeting minutes

Action Items

1. Review of Committee Evaluations

The Committee members will review a summary of the Governance, Audit, and 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 Staff evaluations and Board self-evaluations.

Committee Action Requested:

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

Representative: Nancy Lowery, Secretary

3. Review Committee Draft Annual Report (2022 Fiscal year)

The Committee will review its 2022 Annual Report

Committee Action Requested:

- a. A resolution of the Committee approving its Annual Report *with/without comment* and recommending approval to the full Board.

Representative: Nancy Lowery, Secretary

Adjourn

ONONDAGA CIVIC DEVELOPMENT CORPORATION
Governance Committee Meeting Minutes
June 7, 2022

A Governance Committee meeting of the Onondaga Civic Development Corporation was held on Tuesday, June 7, 2022 at 333 West Washington Street, Syracuse, New York, 13202, in the large conference room on the first floor.

Kevin Kuehner called the meeting to order at 8:34 am with the following:

PRESENT:

Kevin Kuehner
Virginia Biesiada O'Neill

ABSENT:

Mitch Latimer

ALSO PRESENT:

Robert M. Petrovich, President/CEO
Nancy Lowery, Secretary
Nate Stevens, Treasurer
Karen Doster, Recording Secretary
Alexis Rodriguez, Office of Economic Development
Matthew Pelligra, Office of Economic Development
Christopher Andreucci, Harris Beach, PLLC
Michael LaFlair, OCDC Board Member
Alison Miller, OCDC Board Member
Kimberly Townsend, OCDC Board Member

APPROVAL OF GOVERNANCE COMMITTEE MEETING MINUTES–NOVEMBER 18, 2021

Upon a motion by Virginia Biesiada O'Neill, seconded by Kevin Kuehner, the OCDC Board approved the Governance Committee meeting minutes of June 17, 2021. Motion was carried unanimously.

REVIEW OF PROCUREMENT POLICY

Upon a motion by Virginia Biesiada O'Neill, seconded by Kevin Kuehner, the OCDC Governance Committee approved a resolution accepting the Procurement Policy. Motion was carried unanimously.

REVIEW COMMITTEE CHARTERS

Upon a motion by Virgina Biesiada O'Neill, seconded by Kevin Kuehner, the OCDC Governance Committee approved a resolution accepting the Governance and Audit/Finance Committee Charters. Motion was carried unanimously.

REVIEW OF BY-LAWS

Upon a motion by Virgina Biesiada O'Neill, seconded by Kevin Kuehner, the OCDC Governance Committee approved a resolution accepting the By-Laws. Motion was carried unanimously.

REVIEW THE CODE OF ETHICS

Upon a motion by Virgina Biesiada O'Neill, seconded by Kevin Kuehner, the OCDC Governance Committee approved a resolution accepting the Code of Ethics. Motion was carried unanimously.

Upon a motion by Virgina Biesiada O'Neill, seconded by Kevin Kuehner, the OCDC Governance Committee adjourned the meeting at 8:35 am. Motion was carried unanimously.

Nancy Lowery, Secretary



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2022 Governance 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 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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2022 Audit 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 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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Finance Committee Self-Evaluations Summary 2022

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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2022 Board Self Evaluation Summary

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree	Did Not Answer
Board members have a shared understanding of the mission and purpose of the Agency.	6				
The policies, practices and decisions of the Board are always consistent with this mission.	6				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	6				
The Board has adopted policies, by-laws, and practices for the governance, management and operations of the Agency & reviews these annually.	6				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.	6				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	6				
Board members are knowledgeable about the Agency's programs, financial statements, reporting requirements, and other transactions.	6				
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.	6				
The Board knows the statutory obligations of the Agency and if the Agency is in compliance with state law.	6				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	6				
Board members have sufficient opportunity review material and discuss recommendations before decisions are made and votes taken.	6				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	6				
The Board works with management to implement risk mitigation strategies before problems occur.	6				
Board members demonstrate leadership and vision and work respectfully with each other.	6				



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2022 Staff Evaluation Summary

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree	Did Not Answer
Does the staff have an understanding of the mission, duties & responsibilities of the Agency?	6				
Does the staff sufficiently fulfill the Board's administrative duties?	6				
Does the staff provide the Board with the information necessary for the Board to fulfill its duties in a prudent and timely manner?	6				
Does the staff encourage open discussion at Agency meetings by presenting information and responding to inquiries from board members, clearly and openly?	6				
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?	6				
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				1



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2022 Annual Report of OCDC Committees Governance Committee

Committee Members & Staff

Mitch Latimer
Kevin Kuehner
Virginia Biesiada O'Neill

Robert M. Petrovich, President / Chief Executive Officer
Nancy Lowery, Secretary / Public Hearing Officer
Nate 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 7, 2022
- 2) November 1, 2022

Fiscal Year 2022

1. Annual Self-Evaluation:

The committee conducted a self-evaluation. It found 0 issues. The Governance Committee will present the evaluation to the full board at the March 2023 Annual Meeting.

2. Charter Review:

The Committee reviewed the Audit, Finance, and Governance Charters on June 7, 2022. It was satisfied with the charter. The Committee will present its findings to the Agency Board at the March 2023 Annual Meeting.

3. Disposition of Duties:

The Committee reviewed its self-evaluation, OCDC staff evaluation, OCDC board evaluation, committee evaluations and the committee annual report at the, November 1, 2022 meeting.