

Albany Industrial Development Agency

21 Lodge Street
Albany, New York 12207
Telephone: (518) 434-2532
Fax: (518) 434-9846

Tracy Metzger, *Chair*
Susan Pedo, *Vice Chair*
Darius Shahinfar, *Treasurer*
Lee Eck, *Assistant Secretary*
Dominick Calsolaro
Robert Schofield

Sarah Reginelli, *Chief Executive Officer*
Mark Opalka, *Chief Financial Officer*
William Kelly, *Agency Counsel*

To: Tracy Metzger
Robert Schofield

Cc: Susan Pedo
Darius Shahinfar
Lee Eck
Dominick Calsolaro

Sarah Reginelli
Mark Opalka
William Kelly
Joe Scott
Joe Landy
Andy Corcione
Chantel Burnash

Date: November 10, 2017

GOVERNANCE COMMITTEE AGENDA

A meeting of the Governance Committee of the City of Albany Industrial Development Agency will be held on **Thursday, November 16th at 11:45 AM** at 21 Lodge Street, Albany, NY 12207 (Lg. Conf. Room).

Roll Call

Reading of Minutes of the Governance Committee Meeting of October 19, 2017

Approval of Minutes of the Governance Committee Meeting of October 19, 2017

New Business

- A. Governance Committee Self Evaluation**
- B. ABO/PAAA Annual Recommendations/Requirements**
 - 1. ABO Board Member Training

Other Business

Adjournment

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IDA MINUTES OF GOVERNANCE COMMITTEE MEETING

Thursday, October 19, 2017

Attending: Tracy Metzger and C. Anthony Owens

Absent: Robert Schofield

Also Present: Dominick Calsolaro, Darius Shahinfar, Lee Eck, Susan Pedo, Joseph Scott, Bill Kelly, Sarah Reginelli, Mark Opalka, Joe Landy, Andy Corcione, and Chantel Burnash

Chair Tracy Metzger called the Governance Committee meeting of the IDA to order at 11:51 AM.

Roll Call

Chair Tracy Metzger reported that all Committee members were present with the exception of Robert Schofield.

Reading of Minutes of the November 3, 2016 Governance Committee Meeting

Since the minutes of the previous meeting had been distributed to Committee members in advance for review, Chair Tracy Metzger made a proposal to dispense with the reading of the minutes.

Approval of Minutes of the November 3, 2016 Governance Committee Meeting

Chair Tracy Metzger made a proposal to approve the minutes of the Governance Committee Meeting of November 3, 2016 as presented. A motion to accept the minutes, as presented, was made by C. Anthony Owens and seconded by Tracy Metzger. A vote being taken, the minutes were accepted unanimously.

New Business

Annual Review of PAAA Requirements

Staff reviewed with the Committee the following with the Committee: *Code of Ethics Policy, Compensation Policy, Whistle Blower Policy, Travel Policy, Real Property Acquisition Policy, Real Property Disposition Policy, and Indemnification of Officers and Trustees*. Staff explained that this is an administrative matter and a best practice that the Committee reviews the policies annually. The Committee discussed the Code of Ethics Policy at length. There were no recommended changes.

Annual Review of Agency Policies

Staff reviewed the following Agencies Policies with the Committee: *Agency Mission Statement, Agency Bylaws, Equal Employment Opportunities, Conflicts of Interest, Procurement Policy, Monitoring and Enforcement, and Recapture of Project Benefits*. Staff explained that this is an administrative matter and a best practice that the Committee reviews the policies annually. The Committee discussed the Conflicts of Interest Policy at length. Staff and the Committee had an extensive discussion regarding the Monitoring and Enforcement policy and the Recapture of Project Benefits policy. Staff reviewed the extensive process for the Agency's annual monitoring reporting. Staff reminded the Committee that Staff reports to the Board during the annual PARIS report review, any Applicants that have reported fewer job numbers than originally projected, and reviews the rationale provided

by the project for the change. Staff also reviewed the process for the Recapture of Project Benefits where it applies. There were no recommended changes to the policies.

Governance Committee Charter – Review Adequacy of Governance Committee Charter

Staff reviewed the Governance Committee Charter with the Committee. Staff explained that this is an administrative matter and a best practice that the Committee reviews the charter annually. There were no recommended changes.

Other Business

Staff informed the Committee that C. Anthony Owens has submitted his resignation from the IDA and CRC Boards effective following the October meetings. Staff informed the Committee that there will be several vacancies to fill, following Anthony's departure and that volunteers and nominations would be accepted and discussed at an upcoming Governance Committee meeting. Chair Metzger thanked Mr. Owens for his invaluable service and his true concern for the City of Albany.

There being no further business, Chair Tracy Metzger adjourned the meeting at 12:10 PM.

Respectfully submitted,

Lee Eck, Assistant Secretary

City of Albany
Industrial Development Agency

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CAIDA Governance Committee 2017 Self Evaluation

1. Meetings

- During 2017, the Governance Committee will meet at least two (2) times (the committee charter requires the committee to meet a minimum of two (2) times per year, plus any additional meetings as needed).
- All meetings were properly noticed and open to the public as required, and all agendas, meeting materials and minutes were made available to the public in advance of each meeting on the agency's website.
- Meeting materials were provided to board members in advance of each meeting.

2. 2017 Summary of Activities

During 2017, the Committee reviewed and made recommendations to the Board of Directors regarding agency policies and practices.

Actions taken:

- Recommended as necessary to the Board the number/ structure of committees to be created by the Board.
- Provided recommendations regarding Board member education, including new member orientation and regularly scheduled training to be obtained from state-approved trainers.
- Developed, reviewed and updated as necessary the Agency's code of ethics and written policies regarding conflicts of interest.
- Reviewed and recommended as necessary to the Board any required revisions to the Agency's written policies regarding the protection of whistleblowers from retaliation.
- Reviewed and recommended to the Board any required revisions to the Agency's equal opportunity and affirmative action policies.
- Reviewed and made recommendations as necessary to update the Governance Committee charter.
- Conducted an annual self-evaluation of committee performance.
- Reviewed and recommended as necessary to the Board any required updates on the authority's written policies regarding the disposition of real and personal property.

- Reviewed and recommended as necessary to the Board any other policies or documents relating to the governance of the Agency, including rules and procedures for conducting the business of the Agency's Board, such as the Agency's by-laws.
- Reviewed and recommended as necessary to the Board any required updates on the Agency's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Agency's procurement process.

Other activities:

- Reviewed NYS IDA Reform Legislation and recommended as necessary to the Board.
- Implemented the project evaluation and assistance program.

3. Compliance

- During 2017, the committee complied with NYS ABO and PAAA requirements.
- The Committee complied with its functions as regards Board reporting and regulatory compliance.

MEMO

TO: City of Albany Industrial Development Agency Governance Committee
FROM: City of Albany Industrial Development Agency Staff
RE: ABO Board Member Training
DATE: November 9, 2017

As a best practice, the NYS Authorities Budget Office (ABO) recommends that directors of public authorities participate in refresher training upon re-appointment to the Board or at least every three years. Attached for your review is the ABO's policy guidance on Board Member Training.

The next ABO Board training session is scheduled for:

- Wednesday, November 29, 2017 from 9:30-11:30am

Future training opportunities will be posted on the following website:

<http://www.abo.ny.gov/training/onlinetraining.html>