

County of Chenango Industrial Development Agency

Annual Meeting Agenda

March 20, 2019

8:00 a.m.

I. Roll Call

II. Election of Officers

Current Office

Chairman:	Eric Larsen
V. Chairman	Brian Burton
Secretary:	George Raymond
Treasurer:	Brian Burton
Asst. Secretary:	Randy Gibbon
Asst. Treasurer:	Wayne Outwater

III. Approval Items Current

Official Depository:	NBT Bank, N.A.
Official Publication:	The Evening Sun
Agency Legal Counsel:	Kevin Pole, Bond Schoeneck & King
Executive Director:	Steven G. Craig

IV. IDA Policy and Bylaws Review

V. Confidential Evaluation of Board Performance

VI. Adjournment

I. Roll Call

II. Election of Officers

Executive Director S. Craig to open the floor to nominations for Chairman.

Motion:

Second:

With no other nominations, motion to close the nomination for Chairman.

Motion:

Second:

Roll call vote approving _____ for Chairman.

Roll Call: Ayes all, approved.

Chairman opens the floor to nominations for Vice Chairman.

Motion to nominate _____ for Vice Chairman.

Motion:

Second:

No other nominations, motion to close the nomination for Vice Chairman.

Motion:

Second:

Chairman opens the floor to nominations for Secretary.

Motion to nominate _____ for Secretary.

Motion:

Second:

No other nominations, motion to close the nomination for Secretary.

Motion:

Second:

Chairman opens the floor to nominations for Treasurer.

Motion to nominate _____ for Treasurer.

Motion:

Second:

No other nominations, motion to close the nomination for Treasurer.

Motion:

Second:

Chairman opens the floor to nominations for Assistant Secretary.

Motion to nominate _____ for Assistant Secretary.

Motion:

Second:

No other nominations, motion to close the nomination for Assistant Secretary.

Motion:

Second:

Chairman opens the floor to nominations for Assistant Treasurer.

Motion to nominate _____ for Assistant Treasurer.

Motion:

Second:

No other nominations, motion to close the nomination for Assistant Treasurer.

Motion:

Second:

Roll call vote approving all nominations and the entire slate of officers:

Ayes all, approved.

Officers for the Year 2019-2020

Chairman:

V. Chairman:

Secretary:

Treasurer:

Asst. Secretary:

Asst. Treasurer:

Chairman opens the floor to nominations for Audit Committee Members (3).

Motion to nominate _____, _____, _____.

Motion:

Second:

No other nominations, motion to close the nomination for Audit Committee Members.

Motion:

Second:

Roll call vote approving all nominations for the Audit Committee 2019-2020.

Ayes all, approved.

Chairman opens the floor to nominations for Governance Committee Members (3).

Motion to nominate _____, _____, _____.

Motion:

Second:

No other nominations, motion to close the nomination for Governance Committee Members.

Motion:

Second:

Roll call vote approving all nominations for the Governance Committee 2019-2020.

Ayes all, approved.

III. Approval Items

Agency Board is required to recommend and approve official newspaper, depository, legal counsel, and Executive Director.

Recommendations are:

Official Depository: NBT Bank, N.A.

Official Publication: The Evening Sun

Agency Legal Counsel: Kevin Pole

Executive Director: Steven G. Craig

Motion:

Second:

Roll Call:

IV. Adjournment

With no other business, motion to adjourn

Motion:

Second:

Roll Call:

IDA Annual Meeting, Board and Committee Information

Audit Committee

Nomination process: *“Shall be established on an annual basis by unanimous vote of five member BOD, and shall consist of at least 3 members of the board of directors who are independent of authority operations. The agency’s board will appoint the audit committee members and the audit committee chair.”*

- 3 members
- Meet twice a year
- Recommend public accountant firm to be employed
- Establish procedures for engagement of that firm
- Review/approve audit documents (management letter, audited financials, etc.)
- Review internal controls, management report, whistleblower policy effectiveness
- Develop procedures for receiving complaints
- Is point of contact for inspector general
- **Present to the full board a written report of how it’s duties have been met every year**
- Review committee charter annually, and do an annual self evaluation

Governance Committee

Nomination Process: *“Shall be established on an annual basis by unanimous vote of the five member BOD, and shall consist of at least three members of the BOD who are independent of authority operations. The agency’s board will appoint the governance committee members and the chair.”*

- 3 members, one chair
- Meets twice a year
- Committee members prohibited from being an employee of the authority or immediate family member of an employee of the authority
- Keeps the board informed of current best practices in corporate governance
- Updates the IDA corporate governance principles and practices
- Advises the County Board of Supervisors responsible for appointing members to the board on skills, qualities, and professional experiences necessary for board members
- **Reports to the board once a year regarding any proposed changes to committee charter or guidelines, and do an annual self-evaluation**
- Develop and recommend to board the number and structure of committees to be created by the board

Bylaws: Governing Board

- 5 members appointed by governing body of the County, no term limits
- Officers – Chairperson, Vice Chair, Secretary, Treasurer, Assistant Treasurer, Assistant Secretary (Same person can hold two officer positions)
- **All officers shall be elected at the annual meeting from among the members of the agency by the members of the agency, terms to last one year**