

**BROOME COUNTY LOCAL DEVELOPMENT CORPORATION  
GOVERNANCE COMMITTEE  
March 20, 2019 - 11:00 a.m.  
FIVE South College Drive  
The Agency Conference Room, Suite 201, 2nd Floor  
Binghamton, NY 13905**

PRESENT: R. Bucci, J. Peduto, C. Sacco, B. Rose, W. Howard and J. Stevens

GUESTS: None

ABSENT: None

STAFF: K. McLaughlin, T. Gray, S. Duncan, N. Abbadessa and C. Hornbeck

PRESIDING: R. Bucci

**AGENDA ITEM 1:** Chairman Bucci called the meeting to order at 10:59 a.m.

**AGENDA ITEM 2:** Accept the April 18, 2018 Governance Committee meeting minutes. Chairman Bucci asked if there were any changes to the minutes; hearing none, accepted the minutes, as written.

**MOTION:** No motion necessary.

**AGENDA ITEM 3:** Public Comment: None

**AGENDA ITEM 4:** Review/Discussion/Recommendation of Additions, Corrections, and/or Amendments to the BCLDC Bylaws. Mr. Gray stated recommendations to amend the Bylaws had to do with terms of the Board of Directors. Previously, the term for the Board of Directors of the LDC was two years; this could cause a disparity between the IDA and LDC Boards. Mr. Gray explained the need for separation of the Governance and Personnel Committees. Chairman Bucci commented that members are appointed for both the IDA and LDC Boards. Mr. Gray concurred that if a member serves on a committee for the IDA; that member will serve on the same committee for the LDC. Chairman Bucci asked about ineligibility to serve, if an elected official; which Mr. Gray confirmed. Chairman Bucci requested a motion.

**MOTION:** To Recommend Additions, Corrections and/or Amendments to the BDLDC Bylaws, as

Presented. On a MOTION by Mr. Rose, seconded by Ms. Sacco, the MOTION CARRIED UNANIMOUSLY.

**AGENDA ITEM 5:** Review/Discussion/Recommendation of the Readoption of the Code of Ethics, Defense and Indemnification Policy, Whistle Blower Protection Policy, Compensation Reimbursement and Attendance Policy and Travel Policy with No Changes. Chairman Bucci explained the Code of Ethics for the BCLDC are similar to the IDA Code of Ethics, and requested a motion.

**MOTION:** Motion to Recommend Readoption of the Aforementioned Policies to the full Board. On a MOTION by Ms. Sacco; seconded by Mr. Peduto, the MOTION CARRIED UNANIMOUSLY.

**AGENDA ITEM 6:** Review/Discussion/Recommendation of the Approval of the 2018 Mission and Measurement Report. Mr. Gray stated this report states goals that are specific to the Strategic Plan that was reviewed at the end of January, 2019.

**MOTION:** Motion to Recommend Approval of 2018 Mission and Measurement Report to the full Board. On a MOTION by Mr. Peduto; seconded by Mr. Rose, the MOTION CARRIED UNANIMOUSLY.

**AGENDA ITEM 7:** Review Summary Results of Confidential Evaluation of Board Performance.

**MOTION:** Motion to Move the Results to the full Board for Approval. On a MOTION by Ms. Sacco, seconded by Mr. Rose, the MOTION CARRIED.

**AGENDA ITEM 8:** Adjournment: Chairman Bucci asked for a Motion for Adjournment. On a MOTION by Ms. Sacco, seconded by Mr. Rose, the MOTION CARRIED UNANIMOUSLY and the meeting was adjourned at 11:07 a.m.

The next scheduled meeting of the BCLDC Governance Committee is to be determined.