



TCPDC

TIOGA COUNTY PROPERTY DEVELOPMENT CORPORATION

607.687.8260 | www.tiogacountyny.com | 56 Main St. Owego NY 13827

**Tioga County Property Development Corporation
Governance Committee Meeting
Wednesday, January 25, 2023, at 3:45 p.m.
Ronald E. Dougherty County Office Building
56 Main Street, Owego, NY 13827
Economic Development Conference Room #201**

Governance Committee Meeting Agenda

1. Call to Order
2. Attendance
 - a. Roll Call: S. Yetter, P. Ayres, D. Astorina, L. Pelotte
 - b. Board Chair: R. Kelsey
 - c. Invited Guests: B. Woodburn, K. Warfle
3. Old Business
 - a. Approval of Minutes of Governance Committee Meeting, January 26, 2022 and October 26, 2022
4. New Business
 - a. Nominations for Slate of Officers for 2023
 - b. Nominations for Finance, Governance, and Audit Committees
 - c. Other appointments
 - d. Annual Board Performance Evaluation
 - e. Review of Annual Financial Disclosure, Policy Review Attestation, and ABO Board of Directors Training
 - f. Review and Reaffirm Recommendation of TCPDC Policies and Guidelines
5. Adjournment

A PARTNER OF

TEAM TIOGA

A proposed list of the Slate of Officers, Committee Appointments and Other appointments for 2023 are below.

Slate of Officers 2023 Proposed List of TCPDC Committee Members

- Chair – R. Kelsey
- Vice Chair – P. Ayres
- Treasurer – M. Baratta
- Secretary – H. Murray

Committee Appointments

- Governance – S. Yetter (Chair), P. Ayres, D. Astorina, S. Zubalsky-Peer
- Audit – P. Ayres (Chair), R. Kelsey, M. Baratta, H. Murray
- Finance – M. Baratta (Chair), R. Kelsey, P. Ayres, L. Pelotte

Other Appointments

- Freedom of Information Officer – B. Woodburn
- Code of Ethics Officer – J. Meagher
- Internal Controls Officer – Bowers & Company

Annual review of the TCPDC mission statement, bylaws, policies and Governance committee charter. You can find these documents here ([Tioga County, New York Government - Property Development Corporation \(tiogacountyny.com\)](https://www.tiogacountyny.com)) under the policies tab.

**Tioga County Property Development Corporation
Summary Results of Confidential Evaluation of Board Performance**

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
	#	#	#	#
Board members have a shared understanding of the mission and purpose of the Authority.	9	0	0	0
The policies, practices and decisions of the Board are always consistent with this mission.	8	1	0	0
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	9	0	0	0
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	9	0	0	0
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	6	2	1	0
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.	8	1	0	0
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	8	1	0	0
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	7	2	0	0
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.	9	0	0	0
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	7	2	0	0
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	8	1	0	0
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	6	2	1	0
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	7	1	1	0
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	8	1	0	0
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	7	2	0	0
Board members demonstrate leadership and vision and work respectfully with each other.	9	0	0	0

Name of Authority: Tioga County Property Development Corporation
Date Completed: 01/23/2023 for 2022 fiscal year

Tioga County Property Development Corporation Governance Committee Charter

This Governance Committee Charter was adopted by the Board of Directors of the Tioga County Property Development Corporation (“TCPDC”), a public benefit corporation established under the laws of the State of New York, on the 17th day of May 2017.

Purpose

Pursuant to Article IV, Section 1 of the TCPDC’s bylaws, the purpose of the Governance Committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Tioga County Property Development Corporation;
- Updating the Tioga County Property Development Corporation’s corporate governance principles and governance practices; and
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

Powers of the Governance Committee

The Board of Directors has delegated to the Governance Committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from authority staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the TCPDC’s expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The Governance Committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board’s adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

Composition and Selection

The membership of the committee shall be as set forth in accordance with and pursuant to Article IV, Section 1 of the TCPDC's bylaws. The Governance Committee shall be comprised of three independent members. The Governance Committee members shall be appointed by, and will serve at the discretion of the Tioga County Property Development Corporation's Board of Directors. The Board may designate one member of the Governance Committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past Governance Committee Chair will continue serving as a member of the committee for at least one year to ensure an orderly transition.

Governance Committee members shall be prohibited from being an employee of the Corporation or an immediate family member of an employee of the Corporation. In addition, Governance Committee members shall not engage in any private business transactions with the Corporation or receive compensation from any private entity that has material business relationships with the Corporation, or be an immediate family members of an individual that engages in private business transactions with the Corporation or receives compensation from an entity that has material business relationships with the Corporation.

The Governance Committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Structure and Meetings

The Governance Committee will meet a minimum of once a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting in person or via telephone or videoconference.

Meeting agendas will be prepared for every meeting and provided to the Governance Committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The Governance Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

Reports

The Governance Committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
- Report to the Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.
- Provide a self-evaluation of the Governance Committee's functions on an annual basis.

Responsibilities

To accomplish the objectives of good governance and accountability, the Governance Committee has responsibilities related to: (a) the TCPDC's Board; (b) evaluation of the TCPDC's policies; and (c) other miscellaneous issues.

Relationship to the TCPDC's Board

The Board of Directors has delegated to the Governance Committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the Governance Committee has specific expertise, as follows:

- Develop the TCPDC's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop the competencies and personal attributes required of the Directors to assist those authorized to appoint members to the Board in identifying qualified individuals.

In addition, the Governance Committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.
- Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.
- Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, its committees and senior management in the TCPDC's governance process.

Evaluation of the TCPDC's Policies

The Governance Committee shall:

- Develop, review on a regular basis, and update as necessary the TCPDC's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Board any required revisions to the TCPDC's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the TCPDC's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the TCPDC's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the TCPDC's procurement process.
- Develop and recommend to the Board any required updates on the TCPDC's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the TCPDC, including rules and procedures for conducting the business of the TCPDC's Board, such as the TCPDC's bylaws. The Governance Committee will oversee the implementation and effectiveness of the bylaws and other governance documents and recommend modifications as needed.

Other Responsibilities

The Governance Committee shall:

- Review on an annual basis the compensation and benefits for any and all employees, such as the Executive Administrator or Business Administrator and other TCPDC officials.
- Annually review, assess and make necessary changes to the Governance Committee Charter and provide a self-evaluation of the Governance Committee.