



TCPDC

TIOGA COUNTY PROPERTY DEVELOPMENT CORPORATION

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

DRAFT

**Tioga County Property Development Corporation
Governance Committee Meeting
Wednesday, January 29, 2025, at 3:45 p.m.
Ronald E. Dougherty County Office Building
56 Main Street, Owego, NY 13827
Economic Development Conference Room #109**

Governance Committee Meeting Agenda

1. Call to Order
2. Attendance
 - a. Roll Call: S. Yetter, J. Whitmore, H. Murray
 - b. Board Chair: R. Kelsey
 - c. Invited Guests: S. Zubalsky-Peer
3. Old Business
 - a. Approval of Minutes of Governance Committee Meeting, January 31, 2024
4. New Business
 - a. Nominations for Slate of Officers for 2025
 - 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





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**Tioga County Property Development Corporation
Governance Committee Meeting
Wednesday, January 31, 2024, at 3:15 p.m.
Ronald E. Dougherty County Office Building
56 Main Street, Owego, NY 13827
Economic Development Conference Room #109**

Governance Committee Meeting Agenda

1. Call to Order
2. Attendance
 - a. Roll Call: S. Yetter, D. Astorina
 - b. Board Chair: R. Kelsey
 - c. Invited Guests: B. Woodburn, K. Warfle
3. Old Business
 - a. Approval of Minutes of Governance Committee Meeting, November 21, 2023
Motion to approve November 21, 2023, Governance Committee Meeting Minutes, as written.
4. New Business
 - a. Nominations for Slate of Officers for 2024
Motion to nominate 2024 Slate of Officers to the TCPDC board, as presented.
 - b. Nominations for Finance, Governance, and Audit Committees
 - c. Other appointments
Motion to recommend nominations for finance, governance, and audit committees and other appointments to the TCPDC Board, as presented.
 - d. Annual Board Performance Evaluation
Brittany to provide summary – 6 out of 7 Board members have completed the annual performance evaluation for 2023. I will continue to work with the last board member to complete, as this information will eventually need to be shared with the Authorities Budget Office. Summary of the results are included in your meeting packets. Overall, the Board mostly “Agreed” with the statements and criteria, in addition to a hand full of “Somewhat Agreed.”
 - e. Review of Annual Financial Disclosure, Policy Review Attestation, and ABO Board of Directors Training
Brittany to provide summary - Board Members have all completed Annual Financial Disclosure forms, policy review attestation forms and Annual Sexual Harassment training for 2023.

Looking to 2024 - Myself, Stu (October), Marte (September) and Hannah (December) will need to complete ABO training in 2024 (completed every 3 years). The annual policy review and the Annual Statement of Financial Disclosure for 2024 is due March 31 and the financial disclosure

form must be completed by May 15, 2024. Annual sexual harassment training will also need to be completed. I will have Karen send around these reminders.

- f. Review and Reaffirm Recommendation of TCPDC Policies and Guidelines

Motion to reaffirm and recommend the TCPDC policies and guidelines to the TCPDC board.

5. Adjournment

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Proposed list of the Slate of Officers, Committee Appointments, and Other Appointments for 2025

Slate of Officers 2025 Proposed List

- Chair- R. Kelsey
- Vice Chair- H. Murray
- Treasurer- M. Baratta
- Secretary- L. Pelotte

Board Member Re-appointments Proposed List

- J. Whitmore (to 12/31/28)
- S. Yetter (12/31/28)
- L. Pelotte (12/31/28)

Committee Appointments Proposed List

- Governance-S. Yetter (Chair), J. Whitmore, H. Murray
- Audit-R. Kelsey (Chair), L. Pelotte, H. Murray
- Finance- M. Baratta (Chair), R. Kelsey, L. Pelotte

Other Appointments Proposed List

- Freedom of Information Officer- S. Zubalsky-Peer
- Code of Ethics Officer- J. Meagher
- Internal Controls Officer- Bowers & Company

Annual Review of the TCPDC mission statement, bylaws, policies, and Governance committee charter. Documents can be found here under the policies tab:

<https://tiogacountyny.com/programs-agencies/property-development-corporation/>

**Tioga County Property Development Corporation
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.	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.	5	1		
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	5	1		
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	4	2		
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 Authority's programs, financial statements, reporting requirements, and other transactions.	5	1		
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.	5	1		
The Board knows the statutory obligations of the Authority and if the Authority 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 to research, discuss, question and prepare 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.	5	1		
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	5	1		
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	6			
Board members demonstrate leadership and vision and work respectfully with each other.	5	1		

Board/Staff Member Name	ABO Training Date	ABO Training Expiration Date	Acknowledgement of Fiduciary Duties and Responsibilities
Joan Case	12/11/2024	12/11/2027	Yes
Martha C. Sauerbrey	11/20/2024	11/20/2027	Yes
Stuart Yetter, Jr.	11/20/2024	11/20/2027	Yes
Hannah Murray	12/6/2024	12/6/2027	Yes
Ralph Kelsey	3/30/2022	3/29/2025	Yes
Lesley Pelotte	8/10/2022	8/9/2025	Yes
Sara Zubalsky-Peer	11/20/2024	11/20/2027	Yes
Michael Baratta	7/19/2023	7/18/2026	Yes
David Astorina	9/27/2023	9/26/2026	Yes
Joshua C. Whitmore	1/10/2024	1/9/2027	Yes

Board/Staff Member Name	Annual Policy Review Attestaton	Financial Disclosures	Sexual Harassment Training
Brittany Woodburn, Staff	2024	2024	2024
Martha C. Sauerbrey	2024	2024	2024
Stuart Yetter, Jr.	2024	2024	2024
Hannah Murray	2024	2024	2024
Ralph Kelsey	2024	2024	2024
Lesley Pelotte	2024	2024	2024
Karen Warfle, Staff	2024	N/A	2024
Michael Baratta	2024	2024	2024
David Astorina	2024	2024	Resigned/Moved
Joshua C. Whitmore	2024	2024	2024

Zubalsky-Peer, Sara

From: Joe Meagher <jmeagher@tcmslaw.com>
Sent: Tuesday, January 21, 2025 11:36 AM
To: Zubalsky-Peer, Sara
Cc: Susan McGregor
Subject: [EXTERNAL] RE: Policy Review

Sara, I have reviewed the existing policies as well as the recent amendments to the Not-For-Profit law, Open Meetings Law and the Public Authorities Law and do not find that TCPDC policies need to be updated at this time.

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From: Zubalsky-Peer, Sara <zubalsky-peers@tiogacountyny.gov>
Sent: Tuesday, January 21, 2025 9:34 AM
To: Joe Meagher <jmeagher@tcmslaw.com>
Subject: FW: Policy Review

From: Zubalsky-Peer, Sara
Sent: Tuesday, December 10, 2024 3:46 PM
To: Joe Meagher <jmeagher@tcmslaw.com>
Cc: Susan McGregor <smcgregor@tcmslaw.com>
Subject: Policy Review

Joe-

I finished looking through our policies. I've listed everything out below. Those items highlighted in yellow are those policies that I think might need your review due to updated laws/language. I've attached them here. The other changes I made were small things listed below, such as title changes, and getting prepared for updated signatures by the new Board Chair (Ralph- many of these were signed when Marte was still Board Chair).

- Bylaws were updated in 2022- should be okay
- Updated organizational chart with "administrator" due to new title
- Conflict of interest policy looks consistent with standard practices
- Whistleblower policy was last updated/signed 2017- does this need updating? I believe the NYS whistleblower law was updated in 2023
- Internal controls officer needs to assess internal controls (last done 2021)- I will have them review and sign

- Disposition policy last updated in 2019- I see there was an amendment to this law: N.Y. Not-For-Profit Corp. Law § 1609 New York Laws 2024, ch. 355, Sec. 1, eff. 9/27/2024
- Mission statement from 2020- should be okay
- Public meeting resolution- from 2017- I see the Open Meeting law in NYS was updated 5/28/2024- should this resolution be updated?
- Non-discrimination affirmative action policy- not sure if there needs to be updated language, was last signed in 2017
- Internal controls policy- update to say lead staff person rather than a specific title
- Real Property Acquisition Guidelines executed in 2018- looks like this law was updated in 2023: NY Not for Profit Corp L § 1608; does this need updated language?
- Procurement policy last updated 2023- should be okay

Sara Zubalsky-Peer

ECONOMIC DEVELOPMENT SPECIALIST

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