

**NOTE NEW MEETING LOCATION**

**CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY  
NOTICE OF PUBLIC MEETING**

Please take notice that there will be a regular meeting of the City of Hudson IDA and its Audit, Finance and Governance Committees on February 11, 2020 at 1:00pm at the offices of the Columbia Economic Development Corp. located at One Hudson City Centre, Suite 301, Hudson, NY 12534 for the purpose of discussing any matters that may be presented to the Agency for consideration.

Dated: February 4, 2020  
Tiffany Garriga  
Chair  
City of Hudson Industrial Development Agency

**HIDA Governance Committee Agenda**

**Governance Committee Members:**


1. Election of Chair\*
2. Minutes January 8, 2019\*
3. Governance Committee Charter\*
4. 2019 Governance Committee Discharged Duties\*
5. Public Comments
6. Adjournment

**Attachments:**

Minutes January 8, 2019  
Governance Committee Charter  
2019 Discharged Duties

\*Requires Approval

**CITY OF HUDSON  
INDUSTRIAL DEVELOPMENT AGENCY**

**MINUTES  
CITY OF HUDSON  
INDUSTRIAL DEVELOPMENT AGENCY  
Governance Committee  
Meeting  
Tuesday, January 8, 2019  
1 North Front Street  
Hudson, New York**

The regular meeting of the City of Hudson Industrial Development Agency Governance Committee was held at the offices of the Columbia County Chamber of Commerce located at 1 North Front Street, Hudson, NY 12534 on January 8, 2019. The meeting was called to order at 1:59 pm by Tiffany Garriga, HIDA Chair.

Governance Committee Members	Present	Absent
Justin Maxwell	X	
Tiffany Garriga	X	
Dominic Merante	X	
Rick Rector	X	

**ALSO PRESENT:**

Heather Campbell	HIDA Member
Walter Chatham	HIDA Member
Thomas DePietro	Common Council President
Eileen Halloran	5 <sup>th</sup> Ward Alderman
Linda Mussmann	4 <sup>th</sup> Ward Supervisor
F. Michael Tucker	Columbia Economic Development Corp.
Lisa Drahushuk	Columbia Economic Development Corp.
Kayla Duntz	Columbia Economic Development Corp.

**Election of Chair:**

*Mr. Rector made a motion, seconded by Mr. Merante to re-elect Mr. Maxwell as Governance Committee Chair. All members present voted in favor.*

**Consent Agenda:**

**August 22, 2018 Minutes  
Governance Committee Charter  
Governance Committee Confidential Evaluation 2018**

*Mr. Maxwell called for a motion to approve the Consent Agenda items. Mr. Rector made a motion, seconded by Mr. Merante to approve the Consent Agenda items as presented. All members voted in favor.*

**DRAFT**

With no public comments or other business, Mr. Maxwell called for a motion to adjourn the meeting. *Mr. Rector made a motion, seconded by Mr. Merante to adjourn the meeting. All Members present voted in favor.* The meeting adjourned at 2:00pm.

*Respectfully submitted by Lisa Drahushuk*

**CITY OF HUDSON INDUSTRIAL DEVELOPMENT AGENCY**  
**GOVERNANCE COMMITTEE CHARTER**

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This Governance Committee Charter was adopted by the Board of Directors of the City of Hudson Industrial Development Agency, (the “Agency”), a public benefit corporation established under the laws of the State of New York, on this 27th day of March, 2017.

**Purpose**

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 City of Hudson Industrial Development Agency;
- Updating the City of Hudson Industrial Development Agency'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 Agency staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Agency'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 governance committee members shall be appointed by, and will serve at the discretion of the City of Hudson Industrial Development Agency'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 Agency or an immediate family member of an employee of the Agency. In addition, governance committee members shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

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 twice 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 Agency's Board; (b) evaluation of the Agency's policies; and (c) other miscellaneous issues.

### **Relationship to the Agency'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 Agency's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop the competencies and personal attributes required of 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 Agency's governance process.

### **Evaluation of the Agency's Policies**

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the Agency'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 Agency's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Agency's equal opportunity and affirmative action policies.
- Develop and recommend 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.
- Develop and recommend to the Board any required updates on the Agency'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 Agency, including rules and procedures for conducting the business of the Agency's Board, such as the Agency's by-laws. The governance committee will oversee the implementation and effectiveness of the by-laws 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 employees of the Agency serving in a presidential or executive function, and any other employees serving as senior Agency officials.
- Annually review, assess and make necessary changes to the governance committee charter and provide a self-evaluation of the governance committee.

Re-affirmed 8/22/18

## **City of Hudson Industrial Development Agency**

### **Discharged Duties 2019**

#### **Audit Committee:**

- Elected Committee Chair.
- Reviewed and approved Committee Charter and committee evaluation.
- Reviewed and recommended to the full board: audit engagement letter; internal controls report; 2018 PARIS Report; 2018 audited financials.

#### **Finance Committee:**

- Elected Committee Chair.
- Reviewed and approved Committee Charter and committee evaluation.
- Reviewed and recommended financials to the full board.
- Reviewed and recommended 2020 budget to the full board.

#### **Governance Committee:**

- Elected a Chair.
- Reviewed and approved Committee Charter and committee evaluation.

#### **Full Board:**

- Elected officers
- Appointed committee members, appointed corporate attorney and accountant, ethic and procurement officers.
- Approved 2019 meeting schedule, corporate policies and procedures,
- Continued search for board member.
- Reviewed the response to NYS Senate Investigations and Governmental Operations Committee.
- Extended CEDC contract for administrative services.
- Approved 2020 budget.