

**CENTRAL NEW YORK REGIONAL MARKET AUTHORITY  
GOVERNANCE COMMITTEE MEETING  
Thursday, February 22nd, 2024  
5:00 PM**

**PRESENT ZOOM:** A. Emmi, J.A. Delaney, M. Mahar, J. Berenguer

**ABSENT:** None

**OTHERS ZOOM:** A. Vitale

The meeting was called to order at 5:04 PM by Committee Chair, J.A. Delaney.

**APPROVAL OF AGENDA**

**Resolved:** a motion was made by MM and seconded by JB to approve the agenda. All in favor; no one opposed; no abstentions.

**APPROVAL OF PRIOR MINUTES 10/10/23**

**Resolved:** a motion was made by JB and seconded by MM to approve the prior minutes. all in favor; no one opposed; no abstentions.

**POLICY DISCUSSION**

**a. Update on Bylaws**

J.A. Delaney presented that she and the committee has been working diligently on the Authority's Bylaws for several years now, and that it is very important that they be finalized and presented to the Board of Directors at their March meeting, in order to have time to review the updates and get the updated Bylaws passed in the coming months. The version of the Bylaws being reviewed was the clean version that was most recently updated by the Attorney following the 10/10/23 meeting of the Governance Committee. The Committee reviewed the updates section by section, stopping twice to further review and edit two sections. The first update made was to set the number of votes required in a meeting for a resolution to pass at seven (7) members. All members of the committee agreed to this edit. The second edit was to better clarify the Governance Committee's responsibilities to: Perform annual evaluations of the Executive Director, and make recommendations relative to his/her job description, salary, and benefits, and to clarify the committee's responsibility of oversight for all of the Authority's policies. All members of the committee agreed to this edit. It was then decided that A. Vitale would make the recommended changes and send the updated Bylaws out to the members of the committee and to add the Bylaw discussion to the agenda of the upcoming March meeting of the Board of Directors.

## COMMITTEE DISCUSSION

### a. Review of Annual Committee Duties

J.A. Delaney presented that the Governance Committee has some annual duties that it must carry out. Firstly, the committee must oversee the Board of Directors' annual self evaluation. It was decided that, at the Board's annual meeting, Authority staff will distribute the self evaluation to members of the Board of Directors to be completed and reported, remind all board members to get updated on all of their required trainings, and distribute the Acknowledgement of Fiduciary Responsibility form to be completed by each of the members.

The committee then reviewed the Authority's mission statement. The statement was read aloud by J.A. Delaney. After some discussion, it was determined that all members of the committee were very happy with the Authority's existing mission statement and that it is a very clear and concise explanation of the true mission of the Authority.

### b. Discussion of Committees and Appointments

J.A. Delaney presented that there are currently some vacant seats on the Board of Directors. As a result, there are only two available members remaining on the nominating committee. This poses a challenge, as nominations need to be made and presented in the coming month for the annual meeting. It was determined that Board President, A. Emmi, would make a couple of additional appointments to the Nominating Committee to be approved at the March meeting of the Board of Directors. The committee would then meet and present the proposed slate of committees and officers to the Board of Directors prior to the start of the annual meeting.

## NEXT MEETING

The next meeting of the Governance Committee will be held at 5:00 PM on June 11, 2024. This meeting will be for the purpose of conducting the annual review of the Executive Director.

## ADJOURNMENT

**Resolved:** a motion was made by AE and seconded by JB to adjourn at 6:12 PM. All in favor; no one opposed; no abstentions