

**CENTRAL NEW YORK REGIONAL MARKET AUTHORITY
GOVERNANCE COMMITTEE MEETING
Tuesday, September 19, 2023
5:30 PM**

PRESENT: J.A. Delaney, J. Berenguer, A. Emmi, T. Kerr

ZOOM: Maria Mahar (5:43 PM - 6:45 PM)

ABSENT: None

OTHER: Amanda Vitale (Zoom)

The meeting was called to order at 5:34 PM by Committee Chair, JoAnn Delaney.

APPROVAL OF AGENDA

Resolved: a motion was made by T. Kerr, and seconded by A. Emmi to approve the agenda. All in favor; no one opposed; no one abstentions.

APPROVAL OF PRIOR MINUTES 6/5/23

Resolved: a motion was made by J. Berenguer, and seconded by T. Kerr to approve minutes from the 6/5/23 Governance Committee Meeting as presented. All in favor; no one opposed; no one abstentions.

REVIEW OF THE EXECUTIVE DIRECTOR JOB DESCRIPTION

J.A. Delaney presented that it had been discussed in 2022 to review and update the job description for the Executive Director, and that she and A. Vitale had recently worked on the updated version being presented today.

Am. Vitale presented that the version being presented is a combination of the existing description, with portions added in based on the discussion that the Board of Directors had about the job description following the 2023 review of the Executive Director, as well as the description created by the consultant that was hired when the prior Executive Director had given notice of their retirement. After some discussion;

Resolved: a motion was made by A. Emmi, and seconded by T. Kerr to recommend the Executive Director Job Description to the Board of Directors for adoption as presented. All in favor; no one opposed; no one abstentions.

REVIEW OF THE PROPOSED BYLAWS

J.A. Delaney presented that the Governance Committee has been working on updating the By-laws for several years, but that the process had been delayed – most recently due to the COVID-19 pandemic. Recently, she and A. Vitale had spent a great amount of time working to finalize the updates, in order to ensure that the Authority adopted by-laws that are in compliance with modern levels of compliance.

Working through the proposed by-laws, the committee made recommendations to make edits to clarify the number of members that constitutes a quorum of the Board of Directors, to clarify the number of board members required to vote in favor of resolutions and other Authority business, and to more clearly define the responsibilities of the Governance Committee.

Resolved: a motion was made by T. Kerr, and seconded by A. Emmi formally present the proposed bylaws as presented with the changes discussed in the 9/19/23 meeting of the Governance Committee – pending attorney approval – to the Board of Directors for presentation at the October 2023 meeting of the Board of Directors. . All in favor; no one opposed; no one abstentions. All in favor; no one opposed; no one abstentions.

REVIEW OF THE PROPOSED GOVERNANCE COMMITTEE CHARTER

J.A. Delaney presented that the Governance Committee has worked several times on updating the charter for their committee, as the majority of the Authority's committee charters are significantly out of date. Charters of each of the committees will need significant review following the adoption of updated by-laws. After some discussion, the committee decided to table the review of the Governance Committee Charter until the Board of Directors adopts updated by-laws.

REVIEW OF THE PROPOSED CELL PHONE USE POLICY

J.A. Delaney presented that the committee had already reviewed and recommended this policy, as has the Board of Directors. This policy had come back to the committee for minor changes and review, but the proposed policy is already in alignment with the practice of the Authority.

Resolved: a motion was made by T. Kerr, and seconded by J. Berenguer to recommend the Cell Phone Use Policy to the Board of Directors for adoption as presented. All in favor; no one opposed; no one abstentions.

REVIEW OF THE EMAIL & COMPUTER USE POLICY

Am. Vitale presented that this is not a required policy, but a policy that was recommended by the auditors for the New York State Comptroller's Office. The policy was created to address concerns addressed in discussions with the auditors.

Resolved: a motion was made by J. Berenguer, and seconded by A. Emmi to recommend the Email & Computer Use Policy to the Board of Directors for adoption as presented. All in favor; no one opposed; no one abstentions.

COMMITTEE DISCUSSION

There was no discussion.

NEXT MEETING

The next meeting of the Governance Committee will be held on October 10th at 5:30 PM in the conference room on the second floor of the Administration Building at 2100 Park Street, Syracuse, NY 13208.

ADJOURNMENT

Resolved: a motion was made by T. Kerr and seconded by J. Berenguer to adjourn at 7:19 PM. All in favor; no one opposed; no abstentions.