

**LAKE CHAMPLAIN – LAKE GEORGE REGIONAL DEVELOPMENT
CORPORATION**

GOVERNANCE COMMITTEE MEETING

November 13, 2020

9:00 AM

TELECONFERENCE (per Executive Order 202.1)

For call-in information, please contact Beth Gilles

AGENDA

1. Approval of March 30, 2020 minutes
 2. Governance Committee Charter review (any proposed changes to forward to the Board in January 2021?)
 3. Evaluation of written policies (any proposed changes to forward to the Board in January 2021?)
 - a. Policies can be found here: <https://lclgrpb.org/regional-development-corp/>
 4. Self-evaluation
 5. Meeting Schedule
 6. Other
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John Strough: Is there an agenda?

Director Beth Gilles: There is. So the first thing is the approval of the March 30th, 2020 minutes.

John Strough: Alright.

Dave O'Brien: Who's on this committee, by the way?

Director Beth Gilles: Um, it is Mr. Strough is the chairman, Al Nolette and Dave O'Brien.

Dave O'Brien: I'll make a motion.

Al Nolette: Second.

John Strough: All right, Dave made the motion seconded by Al. All those in favor, uh any further discussion of the minutes? All right. All those in favor, please signify by saying aye.

Dave O'Brien: Aye.

Al Nolette: Aye.

John Strough: All right. It appears that it passes unanimous. Anybody opposed? All right. It is unanimous. All right.

Director Beth Gilles: Next is a Governance Committee Charter review. So does anyone on the committee, would they like to change anything that is in the current Governance Committee Charter to move to the full board in January?

John Strough: Did we get a copy of that charter?

Director Beth Gilles: Yep.

Al Nolette: It was a big cumbersome zip file, John.

Director Beth Gilles: Yeah, there are three zip files.

John Strough: Victoria.

Al Nolette: Came in as a zip package, John.

John Strough: Did it come, how did it come in? Because I don't see it.

Al Nolette: Attached to the email.

Director Beth Gilles: Attached to the email for the meeting.

Dave O'Brien: I don't think she sent it.

John Strough: I see some for a budget. Yeah, I got one for the finance. It's, no, I'm not on the financial committee. It's the governance committee.

Beth Gilles: I'm sending it right now.

Al Nolette: It was sent out on November 4, if that helps.

John Strough: November 4th?

Al Nolette: Yes sir.

John Strough: Thank you, Al.

Dave O'Brien: Good thing you got Victoria.

Al Nolette: Beth, was there any, did you have any recommendations as the executive director?

Beth Gilles: I do not. No.

Al Nolette: These are the ones we worked through last year, correct?

Beth Gilles: Correct.

Al Nolette: Okay. I'm gonna believe that we were significantly smarter last year. So, I'm good.

John Strough: I think Al is probably right about that.

Al Nolette: We all have COVID brain now. So.

Beth Gilles: Dave, do you have any changes?

Dave O'Brien: No.

Director Beth Gilles: Ok. We don't need a motion or anything. It's just to review it. And if we wanted to send something to the board, then we would motion but if you guys are good, we'll move on.

John Strough: It looks good. Yeah, I've got it now. I don't know what happened to it. Sorry about that.

Beth Gilles: That's okay, no problem.

Dave O'Brien: That's alright, I had trouble finding it too. But I looked at it before, so.

Al Nolette: The November 4th email has three zip files attached to it.

John Strough: Is that where, was that one of those emails where it's way on the bottom? And if you don't scroll, you don't see it?

Dave O'Brien: Yup.

John Strough: Yeah, that might be it. Usually, I'm looking for the attachments at the top of the email.

Al Nolette: Yeah, these should have been at the top of the email as zip files.

John Strough: Hmm, alright. Well, I got it anyways. So yeah, it looks good. And I don't think we have any, any other governance duties to do that I'm aware of.

Director Beth Gilles: Um, we have to do, we just have to go through the evaluation of the written policies. If there's any changes to the written policies to send to the board. I do not have any recommendations to change any written policies for the RDC.

John Strough: You mean like the self-evaluation?

Beth Gilles: No, all of our procurement, our whistleblower, you know, all the policies that we have on the website.

John Strough: Yeah.

Al Nolette: No, I don't. I'm not aware of any updates from last year, Beth.

Director Beth Gilles: Ok.

John Strough: No, but are we gonna have to put together a COVID plan, while I'm thinking of it? I know the town has to by April 1 of 2021. The state's going to give you a template. And I know the towns have to do it.

Director Beth Gilles: No. The RDC will fall under any RPB policies. So, the RPB has COVID policies. The RDC does not technically have any staff.

John Strough: Alright.

Director Beth Gilles: And the last thing is the self-evaluation.

John Strough: Yeah, I'm looking through it.

Al Nolette: We just need to fill those out and send it back to you, Beth?

Beth Gilles: Um, yes. Um, I guess if there's anything that anyone felt was not at all satisfied or slightly satisfied, a one or a two, we should probably discuss it. But if everybody was three, you know, a three to a five on the variable things that we have here. We do have three voting directors, that's you three. You're all independent directors. To my knowledge, none of you have engaged or have an immediate family member that's engaged in private business transactions with the corporation. The responsibilities is that you review the recommend to the board improvements to the governance rules. They put bylaws, the bylaws, the written policies, which we went through, we don't have any changes over the last year. You reviewed the charter, which we just did. We haven't done any new corporate governance principles or anything, any best practices. In terms of operating we meet at least twice a year, which we have done. One was in March; one is right now. At least 10 calendar day notice has been given. Members consent to a quorum before business is conducted, which we have with all three members. All relevant discussions and issues during the meeting and the minutes

are reviewed are minuted, and those minutes are reviewed, which the committee has done. Members are kept up to date on corporate business. The committee chair reports to the board, which we do, so they'll be committee reports to a board meeting in January from today. And the committee meeting from March was recorded in July. And we did the self-evaluation assessment. So, if anybody is not satisfied in any way with the operation of the Governance Committee, then we could discuss it and have some recommendations. But if everybody is satisfied on the committee with how it's run in that we are following our charter.

John Strough: Well, the only criticism I have is I wish the chair would come to the meeting prepared.

Beth Gilles: Noted. So, unless anybody has any major sticking points on how the Governance Committee is run.

Al Nolette: Other than there is extremely too many requirements for this corporation.

Director Beth Gilles: Agreed. But I have Dave's. So, John and Al, if you could just fill it out and send it to me so I can have it for our files. Then that would be wonderful.

John Strough: All right.

Director Beth Gilles: And the last thing, the meeting schedule, which is the same schedule that was given out at the RPB meeting, it has the RDC meetings on it as well. So, January 12th, will be our membership meeting. That's where the membership votes for the board of directors, we do that annually. And then after the member, we'll close the membership meeting, open up the annual meeting for the RDC. And then the other board of directors' meetings are March 30th, 2021. And that's so that we can approve the ABO report. So, I can submit that in before the March 31st deadline. So that's that meeting. And July 13th. And then you have the two committee meetings will be March 30th and October 12th. So as long as everybody's good with those?

Al Nolette: Nothing that I'm aware of. Now Beth, if our world goes back to some kind of normal, are you going to entertain continuing doing Zoom? I think the participation especially for somebody like Beth (Hunt) has got to be way easier to Zoom with us than to come down to Lake George.

Director Beth Gilles: Yeah, I mean, that's something that I think that the board should decide what they want to do. I'm fine with it either way, in person, Zoom. Sometimes Zoom is a pain. But we've always worked through it.

Al Nolette: We can continue with some kind of hybrid format where it's live and Zoom. I think that that...

Director Beth Gilles: We did that at the beginning. Do you remember? Clinton County would, well it wasn't Zoom? I can't remember, I think it was GoToMeetings.

Al Nolette: Yeah, whatever. Whatever the hybrid looks like. I mean, I think that the participation might be better.

Dave O'Brien: I think that's where open meetings is going.

John Strough: Yeah, I think so to. A year ago I don't think we would have been allowed to, but I think it's become a standard way of life now. And it is easier.

Beth Gilles: Absolutely.

Dave O'Brien: Ya know, I agree. It's easier. But I have some concerns about how people interact. I think a lot of conversations don't really go the way they would if you're in face to face.

Al Nolette: Yeah, live is still my preference, but. Some of the drives for these people, Dave, are considerable.

Dave O'Brien: Oh, I understand that. But I'm talking an overall basis. And we also have come, overcome how we include, include reporters and other people interact with the boards, because right now we're really not doing that. And I think that's a serious thing.

John Strough: Okay. All right. So, in the future, we'll try some hybrid meetings, or at least we'll offer that, as well as the Zoom and whatever anybody's comfortable with what they could do. And so, the meeting schedule, now that you've put it forward in draft form, and it seems to be okay with everybody, are you going to send that to us? Or did you already send it and I don't have it here someplace.

Al Nolette: It's in that November 4 email, John.

John Strough: I'll dig it up.

Beth Gilles: If you need it, let me know.

John Strough: Alright. I don't think it's anything we have to vote on, is it?

Beth Gilles: Nope.

John Strough: Alright. Is there anything else for the good of the order? Then we can conclude our governance committee meeting for November 13, 2020. I'll adjourn it.

Adjourned at 9:13 am.

Respectfully submitted by Carrie Yakush, Senior Account Clerk, LCLGRP.

DRAFT