

To: *WCLDC Board of Directors*
Re: *Minutes of August 4, 2022, Meeting of the Governance Committee*

Present: Craig Leggett – WCLDC Treasurer Governance Committee Member
Brad Magowan – WCLDC Director Governance Committee Member
Travis Whitehead – WCLDC Director Governance Committee Member

Staff: Jim Siplon – WCLDC President
Linda Oldenburg - Economic Development Coordinator

On August 4, 2022, the Governance Committee for Warren County Local Development Corporation met via zoom meeting and live on Warren County’s YouTube Channel for a Governance Committee Meeting at 9:00 a.m. The following items of business were discussed:

- I.** **Welcome & Call to Order:** President, Jim Siplon welcomed everyone and called the meeting to order with a roll call at 9:07 a.m.
- II.** **Old/New Business:** President Siplon opened the first order of business reminding all of the strategy to issue a RFQ rather than an RFP, where legal entities could submit their credentials without necessarily having to make the commitment to being the sole legal representation to the WCLDC. There has been meetings with all applicants and the slate are vetted as qualified and interested in providing legal support aligned with their unique qualifications. Motion was made by Director Whitehead, seconded by Director Magowan to move the three vetted applicants to the RFQ to the full board on August 18, 2022, and carried unanimously with a roll call vote. President Siplon moved onto the discussion of review of the board self-evaluations process. President Siplon stated that last year, there wasn’t a full board participation in this process, so you will see slightly less numbers in terms of the actual respondents. This year we were successful in full board participation. In looking at the summary there’s not always 100% consensus. Director Leggett stated looking at the 2022 evaluations, there are four items that received a four under agreed and other categories scored five to six and asked if the Governance Committee might forward suggestions to the board concerning those items. Director Whitehead suggested that there be some goals set that can be measured. Director Leggett suggested a list of performance goals including loans with net new jobs, support of exiting jobs, and several other potential measures and the EDC will present a proposed list of measure to the full board. The Governance Committee also will suggest a review of board self-evaluation questions 2-3 at a time for broader discussions at each WCLDC Board meeting beginning with the lowest scores. Director Leggett talked about the board process and timeline to review and improve all documents and reports prior to public release, especially the annual report. President Siplon suggested a potential opportunity to break the process of the Annual Report in two parts, essentially to decouple the financials from other reports due to the financial audit taking longer than the rest of the materials. Motion was made by Director Magowan, seconded by Director Leggett to discuss two items from the board self-evaluation summary starting with the lowest score at the end of every board meeting and carried unanimously with a roll call vote.
- III.** **Executive Session:** A motion was made by Director Magowan and seconded by Director Whitehead to enter an executive session pursuant to Section 105(1)(f) of the Public Officer’s Law to discuss specific open issues associated with WCLDC legal review. Executive Session started at 9:24 am and concluded at 9:44 am. with no action taken in executive session. Regular meeting resumes.

IV. **Adjournment:** Upon no further business to come before the committee a motion is made by Director Magowan, and seconded by Director Leggett and carried unanimously to adjourn the meeting at 10:21 a.m.

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