

To: *WCLDC Board of Directors*
Re: *Minutes of June 23, 2021, Meeting of the Governance Committee*

Present: Craig Leggett – WCLDC Treasurer Governance Committee Member
Brad Magowan – WCLDC Secretary Governance Committee Member

Absent: Jack Diamond – WCLDC Vice Chair Governance Committee Member

Guests: Travis Whitehead – WCLDC Director
Rachel Seeber – Chairwoman, Warren County Board of Supervisors
Andrea Hogan – Johnsburg Supervisor
Peter McDevitt – WCLC Chairman

Staff: Jim Siplon – EDC President
Linda Oldenburg - Economic Development Coordinator
Amy Potter – Marketing & Communication Director

On June 23, 2021, ‘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 8:00 a.m. The following items of business were discussed:

- I.** **Welcome & Call to Order:** EDC President, Jim Siplon welcomed everyone and called the meeting to order at 8:03 a.m.
- II.** **Old/New Business:** EDC President, Siplon started the meeting with a brief narrative of what would be discussed during the meeting. EDC President Siplon reviewed the note from LDC Attorney McCarthy on the contract between the Warren County and WCLDC. The first has to do with what Attorney McCarthy sees as a mismatch between the responsibilities to administer any or all loan or grant programs requested by county and yet there is a hard limit on the compensation that is associated with the scope that LDC originally contract for. Attorney McCarthy second comment refers to indemnification which he believes is maybe appropriate for the county, but it is not in his mind appropriate for the LDC unless there is a full blanket coverage by County of the LDC, as well as its directors. The indemnification in paragraph 12 indemnifies individual but it does not indemnify the organization this will need to be modified. Attorney McCarthy would specifically talk with County Attorney Terwilliger about Paragraph 13 as in his view that there is a conflict in the direction there between whether the county is free of any obligation or liability of the action of the LDC but also in control of what those actions are. Paragraph 16 also has questions of potential liability. All will be discussed with the County Attorney and updates provided to the LDC as available.

EDC President Siplon next item to discuss is the ethical complaint raised by a member of the community concerning the WCLDC and one of its board members, as the by-laws state specifically that the governance committee is to be notified for issues of ethics and integrity. The by-laws do not specifically spell out what that process for any ethical complaint should be. Craig Leggett suggested they enter executive session to discuss ethical complaint, the specifics including, and personal related information and how to proceed. Coming out of executive session it was motioned by Craig Leggett and seconded by Brad Magowan to consult with attorney to determine the appropriate next steps.

III. **Executive Session:** A motion was made to enter an Executive Session to discuss the ethical complaint filed against one of the board members of the WCLDC. Executive Session started at 8:38 am and concluded at 8:47 am. Regular meeting resumes.

IX: **Adjournment:** Upon no further business to come before the committee a motion is made by Brad Magowan, and seconded by Craig Leggett and carried unanimously to adjourn the meeting at 9:01 a.m.

DRAFT