



TCPDC

TIOGA COUNTY PROPERTY DEVELOPMENT CORPORATION

607.687.8260 | www.tiogacountyny.com | 56 Main St. Owego NY 13827

**Tioga County Property Development Corporation Meeting
Governance Committee**

Wednesday, January 26, 2022 at 3:30 pm

Via Zoom:

<https://us02web.zoom.us/j/88324167211?pwd=UHVmdWcwK1M2ZHJYc04zb0svWVRKUT09>

Meeting ID: 883 2416 7211

Passcode: 144432

**Ronald E. Dougherty County Office Building
Hubbard Auditorium
56 Main Street, Owego, NY 13827**

Meeting Minutes via Zoom

1. **Call to Order**-Mr. Ayres called the meeting to order at 3:32 pm.
2. **Attendance**
 - a. **Roll Call:** P. Ayres; S. Yetter, L. Pelotte (attended via Zoom phone conference)
Absent: D. Astorina
Excused: None
Board Chair: Ralph Kelsey
Staff: B. Woodburn, M. Schnabl
3. **New Business**
 - a. **Nominations for Slate of Officers for 2022**
 - Ralph Kelsey as Chair
 - Patrick Ayres as Vice Chair
 - Michael Baratta as Secretary
 - Christina Brown Treasurer**Motion to nominate 2022 Slate of Officers to the TCPDC board, as presented.**

**P. Ayres/L. Pelotte/Carried
None Opposed
Abstentions - None**
 - b. **Nominations for Finance, Governance, and Audit Committees**
 - Finance Committee: Christina Brown – Chair, Ralph Kelsey, Patrick Ayres, Michael Baratta
 - Governance Committee: Stuart Yetter – Chair, Patrick Ayres, Lesley Pelotte, David Astorina
 - Audit Committee: Patrick Ayres – Chair, Ralph Kelsey, Michael Baratta, Hannah Murray

A PARTNER OF

TEAM TIOGA

c. Other appointments

The same committees are proposed for 2022, with the change of adding new board member H. Murray to the audit committee. S. Yetter will now be the chair of the governance committee. The following annual appointments were also recommended:

- Freedom of Information Officer: Brittany Woodburn
- Code of Ethics Officer: Joe Meagher
- Internal Controls Officer: Jan Nolis

Ms. Woodburn also recognized that the Tioga County Legislature appointed Hannah Murray to the TCPDC Board, effective January 1, 2022 until December 31, 2023.

Motion to recommend nominations for finance, governance, and audit committees and other appointments, as presented to the TCPDC Board.

**P. Ayres/S. Yetter/Carried
None Opposed
Abstentions - None**

d. Annual Board Performance Evaluation

Ms. Woodburn shared with the committee the results of the annual board performance evaluation review.

e. Review of Annual Financial Disclosure, Policy Review Attestation, and ABO Board of Directors Training

Ms. Woodburn noted that all members have completed the annual financial disclosure, policy review attestation, and sexual harassment training. Three board members had to complete their ABO training this year: M. Sauerbrey, S. Yetter, and P. Ayres. H. Murray also had to complete ABO training as a new board member, and B. Woodburn had to complete it as a new staff member. Ms. Woodburn reminded the committee that the financial disclosure for 2022 will be due in March.

f. Review and Reaffirm Recommendation of TCPDC Policies and Guidelines

Ms. Woodburn noted that no changes have been made to the mission statement, bylaws, and policy and guidelines of the TCPDC this past year.

Motion to reaffirm and recommend the TCPDC policies and guidelines to the TCPDC board.

**P. Ayres/L. Pelotte/Carried
None Opposed
Abstentions – None**

g. Review of Proposed Amendment to the TCPDC Bylaws

Ms. Woodburn explained that there is a proposed amendment to the bylaws in 2022. Ms. Woodburn noted that the bylaws currently state that checks and drafts must be signed by the chairman or the treasurer. However, currently the chairman and treasurer are not on the signature cards. J. Meagher suggested adding language stating “Or such member that shall be designated by the board” to allow other board members to sign checks and drafts.

Mr. Kelsey asked if the bylaws directly stated if the director had the authority to sign checks and drafts. Ms. Woodburn will check with J. Meagher to see if it specifically stated in the bylaws that the director is authorized to sign and let the committee know the determination.

Motion to recommend the proposed ammendment to the TCPDC Bylaws to the TCPDC board.

**P. Ayres/S. Yetter/Carried
None Opposed
Abstentions – None**

4. Adjournment – Mr. Ayres motioned to adjourn the meeting at 3:45 pm.