



**COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY**

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**Governance Committee Meeting  
March 7, 2012**

**Governance Committee Members in attendance: T. Mazzullo, H. Stuart**

**Also Present: J. Seil**

The meeting of the Governance Committee of the County of Monroe Industrial Development Agency was called to order by the chair, H. Stuart.

The minutes of the 12/20/11 meeting were moved by T. Mazzullo, seconded by H. Stuart. All Aye.

The Committee reviewed the Governance Charter. No changes were made. The next governance committee meeting will be held in September. Date to be determined.

The by laws and policies which are posted on the growmonroe.org website were reviewed. Mr. Stuart would like all of the policies readopted at the March 20<sup>th</sup> meeting.

Ms. Seil reviewed NYS Economic Development Council partnership with Bollam, Sheedy, Torani and Co. to offers a Compliance Risk Assessment Service to New York State IDAs and LDCs. The service will assist IDAs and LDCs in identifying compliance risk areas and their fiduciary responsibilities. Mr. Stuart and Ms. Mazzullo expressed interest in Ms. Seil following on this service.

The qualification criteria for new board members were reviewed with no changes. It was noted a new board member will be appointed by the Monroe County Legislature at its March 13, 2012 meeting.

The committee reviewed and approved a committee self-evaluation form which will be distributed to all of the COMIDA committees (attached).

Mr. Stuart noted he received 5 responses to the Confidential Evaluation of Board Performance and will be reported on it at the COMIDA meeting on March 20, 2012.

With no further business the meeting was adjourned.

EXHIBIT 2



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The quality and qualifications of those board members is at the center of good governance practices. As such, COMIDA has created a Governance Committee whose purpose includes advising those responsible for appointing directors to the COMIDA Board, on the skills, qualities and professional or educational experiences necessary to be effective Board members. These board members should represent the diversity of skills necessary to achieve the authority's mission. As such, the Governance Committee recommends the following guidelines when considering new appointments.

Candidates should:

- Be a resident of Monroe County
- Possess a basic understanding of the primary business function and mission of COMIDA.
- Demonstrate a willingness to act in good faith and in the authority's best interest and to discharge their duties with accountability, transparency and integrity.
- Possess special competencies, including legal, accounting, construction, labor relations
- Be willing to participate in continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of COMIDA.
- Be willing to file annual financial disclosure statements in accordance with section 2825(3) of the Public Authorities Law

Model governance guidelines require that the Audit and Governance committee be comprised entirely of independent board members, as defined by the New York State Authority Budget Office Policy Guidance re: Section 2825(2) of the Public Authorities Law. Therefore, appointments must be considered to ensure that except for members who serve as members by virtue of holding a civil office of the state, the majority of the remaining members of the governing body of COMIDA shall be independent members.”

Page 1	<b>County of Monroe Industrial Development Agency</b>  <b>Committee Self-Evaluation</b>  <b>DATE _____</b>	Yes	No	Not Sure	Comments
1	Does the committee have the appropriate number of members? The committee should not be so large that <ul style="list-style-type: none"> <li>• its ability to operate efficiently and effectively is reduced</li> <li>• members' ability to raise issues is hampered</li> <li>• it is difficult to get a quorum when a time-sensitive issue arises</li> </ul>				
2	Do committee members have varied backgrounds and bring diverse expertise?				
3	Are differences of opinion on issues resolved to the satisfaction of the committee?				
4	Is the committee charter used as a document to guide the committee in its efforts, and to help guide the committee's agenda?				
5	Does the committee advise the full Board as to risk issues it sees in the Governance area?				
6	Does the committee consider necessary training to enhance the Board's performance, and keep apprised of the latest corporate governance trends and issues?				
7	Does the committee recommend qualifications for new Board members?				
8	Does the committee conduct an annual self-evaluation of its performance and report the results to the Board, including recommended charter, policy and other changes?				

Page 2	<b>County of Monroe Industrial Development Agency</b>  _____ <b>Committee Self-Evaluation</b>  <b>DATE</b> _____	Yes	No	Not Sure	Comments
9	Does the committee interact and communicate with management effectively and appropriately?				
10	Is the committee focused and does the committee understand its functions and responsibilities?				
11	Does the committee conduct executive sessions in a manner that is respectful to the individual, while at the same time asking tough and necessary questions, evaluating answers, and pursuing issues that might arise?				
12	Does the committee communicate at an appropriate level of detail when informing the Board of its actions?				

**Each Committee member completes their self-evaluation of the Committee and forwards their responses to the Chair of the Committee. The Committee Chair compiles the responses and report the results of the Committee Self-Evaluation to the Full Board.**