



GOVERNANCE COMMITTEE MEETING

March 21, 2023

Time: 12:30 p.m.

CityPlace Building, 50 West Main Street, Rochester, 14614

1. Call meeting to order
2. Approval of Minutes of February 7, 2023 (p. 2)
3. Review Mission Statement and Measurement Report p. 3)
4. Review By-Laws (p. 6)
5. Review Governance Committee Charter (p. 16)
6. Discussion of Governance Committee Self-Evaluation (p. 20)
7. Discussion of Board Evaluation Summary (p. 21)
8. Review Policies and Procedures
 - Compensation, Reimbursement & Attendance Policy
 - Code of Ethics Policy
 - Travel and Business Expense Policy
 - Disposition of Property Policy
 - Procurement Policy
 - Defense and Indemnification Policy
 - Record Retention Policy
 - Public Participation Policy
 - Local Labor Policy and Local Labor Area
 - Freedom of Information Law Policy
 - Internal Controls & Financial Accountability Policy
 - Extension of Credit Policy
 - Transparency & Accountability Policy
 - Real Property Acquisition Policy
 - Recapture, Suspension or Discontinuance of Financial Assistance Policy
 - Duties & Responsibilities of Board Members
 - Uniform Project Evaluation Policy
 - Annual Compliance Review Process and Procedure
 - Conflict of Interest Policy
 - Return and Distribution of Recaptured Benefits Policy
 - Sexual Harassment Prevention Policy
 - Pay Equity Policy
 - Housing Policy
 - Renewable Energy Projects Policy
 - Uniform Tax Exemption Policy
 -
9. Other Business
10. Adjournment



GOVERNANCE COMMITTEE MEETING MINUTES
February 7, 2023

Time & Place: 12:00 a.m. 50 West Main Street, Rochester, NY 14614

Board Present: J. Popli, J. Alloco; A. Burr (via Zoom)

Board Absent: None

Also Present: R. King, R. Baranello, Esq., R. Finnerty, A. Clark, T. Milne, A. Liss; B. Lafountain

Chair Popli called the meeting to order at 12:18 a.m.

The draft minutes of the January 17, 2023 meeting were presented. On motion by J. Alloco, second by A. Burr, all aye, the minutes were unanimously approved.

Chair Popli began discussion on the warranty related exemption, specifically, the two subcategories of the exemption. First, the manufacturer requiring that it install the product. Second, the manufacturer requiring an approved third-party installer to install the product. The committee determined the second subcategory requires additional diligence by the exemption processor. The committee also discussed the required documentation for a warranty exemption. Additionally, the committee discussed the 45-day exemption review period and determined that the 45 days does not commence until all required documentation has been submitted by the applicant. Lastly, the committee considered adding monetary penalties, in limited circumstances, for violations.B

The committee will meet again in March to further discuss the Local Labor Policy.

There being no further business to discuss, on motion by J. Alloco, second by J. Popli, all aye, the meeting of the Governance Committee was adjourned at 11:58 a.m.



Mission Statement and Performance Measurements

Name of Public Authority:

County of Monroe Industrial Development Agency

Public Authority's Mission Statement:

Pursuant to the authority granted by the State of New York, it is the mission of the County of Monroe Industrial Development Agency to advance the job opportunities, health, general prosperity, and economic welfare of the people of Monroe County. This is accomplished by actively working to promote, attract, encourage, and develop economically sound commerce, and industry for the purpose of preventing unemployment and economic deterioration.

The Agency will achieve this mission, utilizing the powers granted to it by New York State, by providing financial assistance to qualified projects. This assistance shall include conduit bond financing, lease/leasebacks, exemptions from taxation, and/or support to organizations with similar missions.

The board of the Agency will carry out this mission guided by the tenets of Transparency, Integrity, Accountability, and Exemplary Customer Service.

Date Adopted	March 15, 2011
Reviewed & Adopted	March 20, 2012
Reviewed & Adopted	March 19, 2013
Reviewed & Adopted	March 18, 2014
Reviewed & Adopted	March 17, 2015
Reviewed & Adopted	March 16, 2016
Revised, Reviewed & Adopted	March 21, 2017
Reviewed & Adopted	March 20, 2018
Reviewed & Adopted	March 19, 2019
Reviewed & Adopted	March 17, 2020
Reviewed & Adopted	March 23, 2021
Reviewed & Adopted	March 29, 2022

Performance Measurements

List of Performance Measures:

In order to assess the County of Monroe Industrial Development Agency performance and to measure its success in achieving its intended purpose and the effectiveness and efficiency of its authorized work, the Board will utilize the following performance measures, with the measurements considered as a whole, reflecting the broad range of economic impacts for the Agency's programs.

PERFORMANCE MEASURES

Effectiveness

Measure	2022 Actual	2021 Actual
Number of Projects Approved	29	53
Company Investment in Projects	\$734,190,997	\$1,406,522,745
Existing Jobs at Application	1948	1,540
Projected New Jobs Created	737	2,071

Efficiency

Measure	2022 Actual	2021 Actual
Fee Income	\$8,854,391	\$3,883,049
Operating Expense	\$2,297,794	\$1,933,500
Excess of Fee Income over Operating Expense	\$6,556,597	\$1,949,549
Net Asset Position	\$15,402,763	\$9,894,562
Auditor Opinions	Unqualified	Unqualified

Accountability, Integrity & Transparency

Additional questions:

1.

Have the board members acknowledged that they have read and understood the mission of the public authority?

YES

2.

Who has the power to appoint the management of the public authority?

Bylaws Section 9. EXECUTIVE DIRECTOR. The Executive Director shall be appointed by the Agency and shall be responsible for the administration of its affairs.

3.

If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?

YES

4.

Briefly describe the role of the Board and the role of management in the implementation of the mission.

The Board's fiduciary duty to this Authority is derived from and governed by its mission. The Board has the obligation to become knowledgeable about the mission, purpose, functions, responsibilities, and statutory duties of the Authority and, when necessary, to make reasonable inquiry of management and others with knowledge and expertise, to ensure that the Agency is carrying out its mission.

The role of management is to facilitate the delivery of assistance to qualified projects. This assistance shall include conduit bond financing, lease/leasebacks, or exemptions from taxation, or support/grants to community organizations with similar missions.

5.

Has the Board acknowledged that they have read and understood the responses to each of these questions?

YES

BY-LAWS
OF
COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY

Pursuant to the Authority contained in Section 858, Title 1 of Article 180A of the General Municipal Law, as set out in Chapter 1030 of the Laws of 1969, and Section 916 of the General Municipal Law as set out in Chapter 55 of the Laws of 1972 of the State of New York, the County of Monroe Industrial Development Agency hereby approves the following by-laws for the regulation of its activities:

ARTICLE I
NAME, SEAL

Section 1. NAME. The name of the Agency shall be the "County of Monroe Industrial Development Agency" (the "Agency").

Section 2. SEAL. The official seal of the Agency shall be in a design circular in form, bearing the words and dates as follows:

COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY, NEW YORK
CORPORATE SEAL
1972

ARTICLE II
BOARD OF DIRECTORS

Section 1. NUMBER. The number of Directors constituting the entire Board of Directors (the "Board") shall be at least three (3) and no more than seven (7). All members of the Board of Directors shall serve without compensation.

Section 2. VACANCIES. (a) Vacancies and other openings filled by the Monroe County Legislature (the "Legislature"), as provided for herein. The Directors so elected shall serve until the expiration of the unexpired term. The Board, by majority vote, or the member

may declare vacant the position of any Director who fails to attend seventy-five percent (75%) regular meetings of the Board.

(b) If at any time the number of Directors shall consist of less than three (3) Directors, the Legislature is authorized to elect at any duly called meeting of the Board, a Director or Directors to reconstitute the Board.

Section 3. TERM OF OFFICE. Each Director shall ~~be elected~~continue to ~~a full term of three (3) years and shall~~ serve until the appointment and qualification of his or her successor ~~has been elected and qualified. A Director shall not serve for more than two (2) consecutive terms.~~

Section 4. RESIGNATIONS. Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chair. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 5. REMOVAL. At any duly called meeting, any Director may be removed from office with or without cause by the Legislature and another may be elected by the Legislature in the place of the Director so removed to serve on the Board until the next meeting of the Legislature at which election of Directors is in the regular order of business or until such Director is removed in accordance with these By-laws. Upon the removal of a Director for any reason, the Board may submit its recommendation for a replacement Director to the Legislature.

ARTICLE III

MEETINGS

Section 1. ANNUAL MEETING. The Annual Meeting of the Agency shall be held at the regularly scheduled March meeting at the regular meeting place of the Agency, or at such other time as the Board from time to time shall agree upon.

Section 2. REGULAR MEETINGS. Regular meetings of the Board may be held at such time and places as from time to time be determined by the Board. Pursuant to New York

Public Officer Law sections 100 through and including 108 (the "Open Meetings Law"), with the exception of matters discussed in executive session or otherwise provided under the Open Meetings Law, all meetings shall be open to the general public and shall be publically noticed in a matter consistent with the Open Meetings Law.

Section 3. SPECIAL MEETINGS. The Chair of the Agency may, when he/she deems it desirable, and shall, upon the written request of two members of the Board call a special meeting of the Board for the purpose of transacting any business designated in the call. The call for, a special meeting may be delivered to each member of the Board or may be mailed to, the business or home address of each board member of the Agency at least two days prior to the date of such special meeting. Notices may be given to the Board by electronic mail. Waivers of notice may be signed by any Board member failing to receive a proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all Board members of the Agency are present at a special meeting, with or without notice thereof, and are all agreeable thereto, any and all business may be transacted at such special meeting.

Section 4. QUORUM. At all meetings of the Board, a majority of the members of the Board then in office shall constitute a quorum for the purpose of transaction of business; provided that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 5. MANNER OF VOTING. Each Director shall be entitled to one vote on each matter properly submitted to the Board for action at all meetings of the Board. Unless otherwise required by law or these By-laws, the vote of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board. .

Section 6. ORDER OF BUSINESS. The order of business at regular meetings shall be:

- A. Roll Call. Determination of quorum.
- B. Reading/Approval of Minutes of preceding meeting.
- C. ~~Approval of Minutes of previous meeting~~New business.
- D. Reports of committees.
- E. Report of Executive Director.
- F. ~~Communications.~~Report of Chair.

~~G. Unfinished business.~~

~~H. New business.~~

G. ~~I.~~ Adjournment.

ARTICLE IV

OFFICERS

Section 1. OFFICERS. The officers of the Agency shall be a Chair, Vice Chair, Secretary, Treasurer, Assistant Secretary, and such other officers as it may determine. The officers shall have such duties, powers, and functions as hereinafter provided.

Section 2. TERM OF OFFICE. Each officer of the Agency shall hold office for one (1) year and shall continue to hold office until a successor is appointed or elected. The officers all shall be elected by the members of the Agency at the Annual Meeting of the Agency in each fiscal year.

Section 3. VACANCIES. Should any office become vacant, the Board shall appoint a successor at the next regular meeting, and such appointment shall be for the unexpired term of said office.

ARTICLE V

DUTIES OF OFFICERS

Section 1. CHAIR. The Chair shall preside at all meetings of the Agency. The Chair may appoint the Executive Director (ED), officers and employees to execute, on behalf of the Agency, all contracts, notes, bonds, trust indentures, or other evidences of indebtedness when so authorized by the Agency, and shall perform such other duties as may be prescribed for by law. The Chair shall submit to the Agency such recommendations and information as considered proper concerning the business, affairs and policies of the Agency.

Section 2. VICE CHAIR. The Vice Chair, during the absence or disability of the Chair, shall have all the powers and perform all the duties of the Chair. The Vice Chair shall

also perform such other duties as the Agency shall prescribe or designate. In case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the Agency shall elect a new Chair.

Section 3. SECRETARY. The Secretary shall appoint the agency staff to record all the votes and record the minutes of the Agency in a journal to be kept for that purpose. The Secretary shall keep in safe custody the seal of the Agency and shall have power to affix such seal to all papers or other documents as may be required; shall attend to such correspondence as may be assigned and shall perform all the duties as the Agency may designate.

Section 4. ASSISTANT SECRETARY. The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary; and in case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the Secretary until such time as the Agency shall elect a new Secretary.

Section 5. TREASURER. The Treasurer shall insure the care and custody of all funds and securities of the Agency and shall deposit the same forthwith in the name of the County of Monroe Industrial Development Agency in such bank or banks in the State of New York as the Agency shall designate. The treasurer may appoint the ED to perform these duties, in such case the Treasurer shall oversee the ED's actions.

The Treasurer shall have charge of the treasury and custody of receipts, deposits, and disbursements of all Agency moneys and shall keep full and accurate and separate accounts of the various funds and moneys. The Treasurer shall, at a reasonable time, exhibit the books and accounts to any member of the Agency upon application at the office of the Agency during business hours, and render a full financial report at the Annual Meeting of the Agency if so requested. The Treasurer shall have such other powers and duties as are conferred by the Agency or by any special or general law.

Section 6. ASSISTANT TREASURER. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer; and in case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Agency shall elect a new Treasurer.

Section 7. ADDITIONAL DUTIES. The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by the by-laws of the Agency, or by the rules and regulations of the Agency.

Section 8. BONDING OF OFFICERS. The officers and members of the Board and the ED of the Agency shall execute bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Agency. The premiums therefore shall be paid by the Agency.

ARTICLE VI STAFF

Section 1. EXECUTIVE DIRECTOR. The Executive Director (ED) shall be appointed by the Agency upon consultation with the President of the Legislature and the County Executive. The ED shall be responsible for the administration of the affairs of the Agency. The ED shall be the general manager of the Agency. The ED shall exercise supervision and control of all administrative functions of the Agency and shall be responsible for the implementation of all resolutions, orders, programs, or projects of the Agency. The ED, as well as the Chair, shall have the power to sign and execute on behalf of the Agency all contracts, notes, bonds, or other evidences of indebtedness when so authorized by resolution of the Agency. The ED shall attend all meetings of the Agency with the right to take part in the discussion and to recommend such measures as deemed necessary or expedient, and shall perform such other duties and have such other powers as may be prescribed for the ED by law or by the Agency, except the ED shall not have a vote. The ED shall have all necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated to the ED.

Section 2. ADDITIONAL PERSONNEL. The Agency may appoint such other officers and employees as the Agency may require for the performance of its duties, and fix and determine their qualifications, duties, and compensation. Such officers and employees shall have the power to sign and execute on behalf of the Agency all contracts, notes, bonds, or other evidences of indebtedness when so authorized by resolution of the Agency. The Agency may also appoint Counsel, who may be Counsel of the County. The Agency shall fix the counsel's compensation for services which, if permitted by law, shall be payable in addition to the

counsel's official compensation. The Agency may retain and employ private consultants for professional and technical assistance and advice.

ARTICLE VII

GENERAL PROVISIONS

Section 1. FISCAL YEAR. The fiscal year of the Agency shall begin on the 1st day of January.

Section 2. GOVERNANCE COMMITTEE. There shall be a Committee on Governance comprised of at least three members who shall have responsibility for the education and training of independent Directors of the Board of Directors. The Committee shall periodically review the by-laws and make recommendations for changes to be presented to the Annual or Special Meeting of the Agency. Among its duties, the Committee shall:

- (a) Keep the Board informed of best governance practices;
- (b) Review Corporate governance trends;
- (c) Update the Board's Corporate governance practices;
- (d) Advise Board members on the skills and experiences required of potential board members;
- (e) Examine ethical and conflicts of interest issues;
- (f) Perform Board self-evaluations; and
- (g) Recommend by-laws which include rules and procedures for conduct of Board business.

Section 3. FINANCE COMMITTEE. There shall be a Committee on Finance comprised of the Treasurer and at least three (3) other independent Directors. They shall have responsibility for the deposit and investment processes. All Directors shall refrain from personal business activity that could conflict with proper execution of the investment program or the deposit of the Agency's funds or which could impair their ability to make impartial investment decisions. The Committee shall also review proposals for the issuance of debt by the Agency and its subsidiaries and make recommendations.

Section 4. AUDIT COMMITTEE. There shall be a standing audit committee comprised of at least three (3) independent Directors. The Directors shall be familiar with corporate financial and accounting practices. The responsibilities of the Audit Committee shall include:

- (a) Recommending to the Board the hiring of a certified independent accounting firm;
- (b) Establishing the compensation to be paid to the accounting firm; and
- (c) Providing direct oversight of the performance of the independent audit performed by the accounting firm hired for such purpose.

Section 5 OTHER COMMITTEES. The Board of Directors may also appoint from among its members such other committees as the Board may determine which shall, in each case consist of not less than two (2) Directors nor more than three (3) Directors and which shall have such powers and duties as shall from time to time be prescribed by the Board.

Section 6. EXECUTION OF INSTRUMENTS. All Agency instruments and documents shall be signed or countersigned, executed, verified, or acknowledged by such officer or official or other person or persons as provided in these by-laws or as the Agency may from time to time designate.

ARTICLE VIII AMENDMENTS

Section 1. AMENDMENTS TO BY-LAWS. The by-laws of the Agency shall be amended only with the approval of at least a majority of all of the members of the Agency at a regular or a special meeting, but no such amendment shall be adopted unless at least seven (7) days' written notice thereof has been previously given to all members of the Agency.

Amended: 07/16/96

Amended: 10/21/08

Approved & Adopted: 03/16/10

Amended, Approved & Adopted: 03/15/11

Approved & Adopted: 03/20/12

Approved & Adopted: 03/19/13

Amended, Approved & Adopted: 03/21/17

Approved & Adopted: 03/20/18

Approved & Adopted: 03/19/19

Approved & Adopted: 03/17/20

Approved & Adopted: 03/23/21

Amended, Approved & Adopted: 03/29/22

Amended, Approved & Adopted: 03/___/23

Document comparison by Workshare Compare on Tuesday, March 14, 2023
10:41:28 AM

Input:	
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Description	2022 By-Laws (COMIDA)
Document 2 ID	netdocuments://4856-6867-5157/1
Description	2023 By-Laws (COMIDA)
Rendering set	Standard

Legend:	
<u>Insertion</u>	
Deletion	
Moved from	
<u>Moved to</u>	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	9
Deletions	10
Moved from	0
Moved to	0
Style changes	0
Format changes	0
Total changes	19

COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY **GOVERNANCE COMMITTEE CHARTER**

Purpose

The purpose of the governance committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the County of Monroe Industrial Development Agency;
- Updating the County of Monroe Industrial Development Agency's corporate governance principles and governance practices; and
- Advising those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

Powers of the Governance Committee

The Board of Directors has delegated to the governance committee the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from agency staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, at the Agency's expense, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities. The governance committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Board's adopted procurement guidelines as per Public Authorities Law Section 2879, and to present such contracts to the Board for its approval.

Composition and Selection

The governance committee shall be comprised of three independent members. The governance committee members shall be appointed by, and will serve at the discretion of the County of Monroe Industrial Development Agency's Board of Directors. The Board may designate one member of the governance committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past governance committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Governance committee members shall be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. In addition, governance committee members shall not engage in any private

business transactions with the Agency or receive compensation from any private entity that has material business relationships with the agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Structure and Meetings

The governance committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting, in person or via telephone or videoconference.

Meeting agendas will be prepared for every meeting and provided to the governance committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The governance committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

Reports

The governance committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
- Report to the Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.
- Provide a self-evaluation of the governance committee's functions on an annual basis.

Responsibilities

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) the Agency's Board; (b) evaluation of the Agency's policies; and (c) other miscellaneous issues.

Relationship to the Agency's Board

The Board of Directors has delegated to the governance committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the governance committee has specific expertise, as follows:

- Develop the Agency's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.

- Develop the competencies and personal attributes required of Directors to assist those authorized to appoint members to the Board in identifying qualified individuals.

In addition, the governance committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.
- Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.
- Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, its committees and senior management in the Agency's governance process.

Evaluation of the Agency's Policies

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the Agency's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Board any required revisions to the Agency's written policies regarding the protection of whistleblowers from retaliation.
- Develop and recommend to the Board any required revisions to the Agency's equal opportunity and affirmative action policies.
- Develop and recommend to the Board any required updates on the Agency's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Agency's procurement process.
- Develop and recommend to the Board any required updates on the agency's written policies regarding the disposition of real and personal property.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Agency, including rules and procedures for conducting the business of the Agency's Board, such as the Agency's by-laws. The governance committee will oversee the implementation and

effectiveness of the by-laws and other governance documents and recommend modifications as needed.

Other Responsibilities

The governance committee shall:

- Review on an annual basis the compensation and benefits for the Managing Director and other senior Agency officials.
- Annually review, assess and make necessary changes to the governance committee charter and provide a self-evaluation of the governance committee.

Approved and adopted this 20th day of March 2008.

Approved and adopted this 16th day of April 2009.

Approved and adopted this 16th day of March 2010.

Approved and adopted this 15th day of March 2011.

Approved and adopted this 20th day of March 2012.

Approved and adopted this 16th day of March 2013.

Approved and adopted this 18th day of March 2014.

Approved and adopted this 17th day of March 2015.

Approved and adopted this 21st day of March 2017.

Approved and adopted this 20th day of March 2018.

Approved and adopted this 19th day of March 2019.

Approved and adopted this 10th day of March 2020.

Approved and adopted this 23rd day of March 2021.

Approved and adopted this 29th day of March 2022.

County of Monroe Industrial Development Agency					
Governance Committee Self-Evaluation					
DATE _____		Yes	No	Not Sure	Comments
1	Does the committee have the appropriate number of members? The committee should not be so large that <input checked="" type="checkbox"/> its ability to operate efficiently and effectively is reduced <input checked="" type="checkbox"/> members' ability to raise issues is hampered <input checked="" type="checkbox"/> it is difficult to get a quorum when a time-sensitive issue arises	3			
2	Do committee members have varied backgrounds and bring diverse expertise?	3			
3	Are differences of opinion on issues resolved to the satisfaction of the committee?	3			
4	Is the committee charter used as a document to guide the committee in its efforts, and to help guide the committee's agenda?	3			
5	Does the committee advise the full Board as to risk issues it sees in the Governance area?	3			
6	Does the committee consider necessary training to enhance the Board's performance, and keep apprised of the latest corporate governance trends and issues?	3			
7	Does the committee recommend qualifications for new Board members?	2	1		
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?	3			
9	Does the committee interact and communicate with management effectively and appropriately?	3			
10	Is the committee focused and does the committee understand its functions and responsibilities?	3			
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?	3			
12	Does the committee communicate at an appropriate level of detail when informing the Board of its actions?	3			

County of Monroe Industrial Development Agency
Confidential Evaluation of Board Performance

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Board members have a shared understanding of the mission and purpose of the Authority.	6			
The policies, practices and decisions of the Board are always consistent with this mission.	5	1		
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	5	1		
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	6			
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	5	1		
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.	4	1	1	
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	6			
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	5	1		
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.	4	2		
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	4	2		
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	6			
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	5	1		
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	6			
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	4	2		
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	5	1		
Board members demonstrate leadership and vision and work respectfully with each other.	5	1		

Date Completed: _____