

Buffalo Urban Development Corporation

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Governance Committee Meeting Friday, June 17th, 2016, Noon BUDC Offices, 95 Perry Street

Agenda

1. Approval of Minutes of March 10, 2016 Meeting *(Action) (Enclosure)*
2. Re-appointment of Two Board Members (2016 - 2019) *(Action)*
3. Appointment of Slate of Officers (2016 - 2017) *(Action) (Enclosure)*
4. Appointment of Committee Members (2016 - 2017) *(Action) (Enclosure)*
5. Board Vacancy *(Information)*
6. New Board Member Orientation *(Information)*
7. Conflict of Interest Disclosure Form Annual Update *(Information)*
8. Employee Handbook Update *(Information)*
9. PAAA PARIS Report Certification - Completed 3/29/2016 *(Information)*
10. Public Authority Compliance Letters - Completed 3/29/2016 *(Information)*
11. Adjournment *(Action)*

**Minutes of the Governance Committee Meeting
of
Buffalo Urban Development Corporation
95 Perry Street
March 10, 2016
12:00 p.m.**

Call to Order:

Committee Members Present:

Thomas Beauford, Jr.
Janique S. Curry
Thomas A. Kucharski (Chair)
Brendan R. Mehaffy

Committee Members Absent:

Hon. Byron W. Brown
Dennis M. Penman

Officers Present:

Peter M. Cammarata, President
Brandye Merriweather, Vice President
Kevin J. Zanner, Secretary
Mollie Profic, Assistant Treasurer

Others Present: Dawn Boudreau, ECIDA Compliance Officer; and Lisa Hicks, BUDC Intern.

Roll Call: The Secretary called the roll of the members of the Governance Committee at 12:15 p.m. A quorum of the Governance Committee was not present. The Committee Chair requested that staff present information items 16.0, 17.0 and 18.0 of the meeting agenda. Mr. Mehaffy joined the meeting following the presentation of item 18.0, at which time a quorum of the Committee was present.

- 1.0 Approval of Minutes of the June 10, 2015 Meeting** – The minutes of the June 10, 2015 meeting of the Governance Committee were presented. Ms. Curry made a motion to approve the minutes. The motion was seconded by Mr. Beauford and unanimously carried.
- 2.0 Governance Committee Self-Evaluation** – The Committee reviewed the 2015 Governance Committee self-evaluation form that was included in the agenda materials and distributed to the Committee in advance of the meeting. Mr. Cammarata commented on the independent member requirements of the Public Authorities Law and the application of these requirements to BUDC Governance Committee members. At the conclusion of the discussion, Mr. Beauford made a motion to approve the Governance Committee self-evaluation as presented. The motion was seconded by Ms. Curry and unanimously carried.
- 3.0 2015 Mission Statement & Performance Measurements Review** – Mr. Cammarata presented a written evaluation of BUDC's achievement of the Performance Measurements that were established by the Board of Directors for the 2015 calendar year. At the conclusion of the Committee's discussion, Mr. Beauford made a motion to recommend that the Board accept the written evaluation in the form presented. The motion was seconded by Mr. Beauford and unanimously carried.
- 4.0 2016 Mission Statement & Performance Measurements Adoption** – Mr. Cammarata informed the Committee that no changes are proposed to the BUDC Mission Statement for 2016. He then reviewed the proposed Performance Measurements for 2016 that were included in the agenda materials distributed to the Committee in advance of the meeting. A significant number of

the performance measurements relate to the Northland Corridor project. In response to a question from Mr. Kucharski, Mr. Cammarata indicated that the proposed measurements for the Northland Corridor project are aggressive but realistic. At the conclusion of the Committee's discussion, Mr. Mehaffy made a motion to recommend that the Board of Directors adopt the 2016 Mission Statement and Performance Measurements in the form presented. The motion was seconded by Mr. Beauford and unanimously carried.

- 5.0 **Code of Ethics Re-adoption** – Mr. Cammarata presented the BUDC Code of Ethics. No changes to the Code of Ethics were proposed. Mr. Mehaffy made a motion to recommend that the Board re-adopt the Code of Ethics in its current form. The motion was seconded by Mr. Beauford and unanimously carried.
- 6.0 **Procurement Policy Re-adoption** – Mr. Cammarata presented the BUDC Procurement Policy. No changes to the Procurement Policy were proposed. Mr. Mehaffy made a motion to recommend that the Board re-adopt the Procurement Policy in its current form. The motion was seconded by Mr. Beauford and unanimously carried.
- 7.0 **Governance Committee Charter Re-adoption** – Mr. Cammarata presented the Governance Committee Charter. No changes to the Charter were proposed. Mr. Mehaffy made a motion to recommend that the Board re-adopt the Governance Committee Charter in its current form. The motion was seconded by Mr. Beauford and unanimously carried.
- 8.0 **Property Disposition Guidelines Re-adoption** – Mr. Cammarata presented the BUDC Property Disposition Guidelines. No changes to the Property Disposition Guidelines were proposed. Mr. Mehaffy made a motion to recommend that the Board re-adopt the Property Disposition Guidelines in its current form. The motion was seconded by Mr. Beauford and unanimously carried.
- 9.0 **Whistleblower Policy Re-adoption** – Mr. Cammarata presented the BUDC Whistleblower Policy. No changes to the Whistleblower Policy were proposed. Mr. Mehaffy made a motion to recommend that the Board re-adopt the Whistleblower Policy in its current form. The motion was seconded by Mr. Beauford and unanimously carried.
- 10.0 **Travel, Conferences, Meals & Entertainment Policy Re-adoption** – Mr. Cammarata presented the BUDC Travel, Conferences, Meals & Entertainment Policy. No changes to the policy were proposed. Mr. Mehaffy made a motion to recommend that the Board re-adopt the Travel, Conferences, Meals & Entertainment Policy in its current form. The motion was seconded by Mr. Beauford and unanimously carried.
- 11.0 **Cell Phone Policy Amendment** – Mr. Kucharski reviewed with the Committee a proposed amendment to the cell phone policy. It was noted that the proposed amendment would result in a modest increase in the biweekly amount to be reimbursed to BUDC executive employees for business cell phone expenditures. After a brief discussion, Ms. Curry made a motion to approve the amended cell phone policy. The motion was seconded by Mr. Beauford and unanimously carried.
- 12.0 **Public Authorities 2015 Annual Report** – Ms. Boudreau presented the BUDC Public Authorities Annual Report for 2015. Mr. Cammarata then reviewed the operations and accomplishments section of the report. After a brief discussion, Ms. Curry made a motion to recommend that the Board approve the Annual Report in the form presented to the Governance Committee. The motion was seconded by Mr. Mehaffy and unanimously carried.
- 13.0 **Board Appointments & Upcoming Term Renewals** – Mr. Cammarata reported that with the recent appointment of David Nasca, all nineteen Board seats are currently filled.

- 14.0 Loan Committee Structure** – Mr. Cammarata updated the Committee regarding the BUDC Loan Committee. There are ongoing discussions with the participating lenders regarding the designation of representatives to serve on the Loan Committee. Members of the Downtown Committee have expressed that Loan Committee membership should be diverse and reflective of the community. Mr. Cammarata indicated that Ms. Gallagher-Cohen will be asked to serve as the BUDC Board representative of the Loan Committee.
- 15.0 Board Committee Structure & Board Member Assignments** – This item was deferred.
- 16.0 Board Self-Evaluation Process Update & Review** – Mr. Zanner updated the Committee regarding the results of the Board of Directors self-evaluation process. He noted that the surveys are confidential. Mr. Kucharski stated that he will submit the confidential summary results report to the Authorities Budget Office.
- 17.0 2015 Board Meeting Attendance Report** – Ms. Boudreau presented the 2015 Board meeting attendance report, which will be included as part of BUDC's annual report submitted to the Authorities Budget Office. Ms. Boudreau noted that Ms. Curry has attended all meetings of the Board since her appointment in 2015.
- 18.0 Miscellaneous Items – Insurance Renewals, PAAA Training, New Board Member Orientation, Updated Summary of Employee Benefits, Northland Leasing Policy, Revised Corporate Chart** – Mr. Cammarata reviewed a series of miscellaneous items with the Governance Committee, including insurance renewals, PAAA training, new Board member orientation activities, the updated summary of employee benefits and the updated corporate organizational chart.
- 19.0 Adjournment** – There being no further business to come before the Governance Committee, upon motion made by Mr. Mehaffy, seconded by Ms. Curry and unanimously carried, the March 10, 2016 meeting of the Governance Committee was adjourned at 12:55 p.m.

Respectfully submitted,



Kevin J. Zanner, Secretary

2016 – 2017 BUDC Officers

Chairman:	Hon. Byron W. Brown, Mayor - City of Buffalo
Vice Chairman:	Dennis Penman
President:	Peter M. Cammarata
Executive Vice President:	David A. Stebbins
Vice President:	Brandye Merriweather
Secretary:	Kevin J. Zanner, Esq.
Treasurer:	Mollie Profic
Assistant Treasurer:	Bradley Bach

2016-2017 BUDC Board Committee Members

Audit & Finance

Comerford
Nasca
Penman (Chair)

Governance

Beauford
Brown
Curry
Elsenbeck
Kucharski (Chair)
Mehaffy
Penman

Real Estate

Curry
Kucharski
Mehaffy
Minkel
Penman
Schoepflin
Slater (Chair)
Whyte

Downtown

Comerford
Gallagher- Cohen
Hersey
Mehaffy (Chair)
Obletz
Pridgen
Stepniak