

**Buffalo Urban Development Corporation**  
**Meeting Minutes of the Governance Committee**

**95 Perry Street  
Buffalo, New York  
March 13, 2019  
12:00 p.m.**

**Call to Order:**

Committee Members Present:

Thomas Halligan  
Thomas A. Kucharski (Chair)  
Amanda Mays  
Dennis M. Penman

Committee Members Absent:

Hon. Byron W. Brown  
Dennis W. Elsenbeck  
Brendan R. Mehaffy

Officers Present:

Peter M. Cammarata, President  
David A. Stebbins, Executive Vice President  
Brandye Merriweather, Vice President  
Mollie Profic, Treasurer  
Kevin J. Zanner, Secretary  
Atiqa Abidi, Assistant Treasurer

Others Present: Dawn Boudreau, ECIDA Compliance Officer.

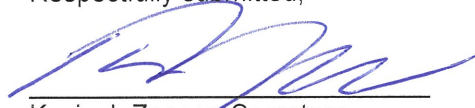
**Roll Call:** The Secretary called the roll of the members of the Governance Committee at 12:10 p.m. A quorum of the Committee was present.

- 1.0 Approval of Minutes of the January 23, 2018 Meeting** – The minutes of the January 23, 2018 meeting of the Governance Committee were presented. Mr. Penman made a motion to approve the minutes. The motion was seconded by Mr. Halligan and unanimously carried.
- 2.0 Procurement Policy – Re-adoption** – Mr. Cammarata presented the BUDC Procurement Policy. He noted that this policy had been recently amended by the Board of Directors following a thorough review process. No further changes to the Procurement Policy are being proposed. Ms. Mays made a motion to recommend that the Board re-adopt the Procurement Policy in its current form. The motion was seconded by Mr. Halligan and unanimously carried.
- 3.0 Property Disposition Guidelines – Re-adoption** – Mr. Cammarata presented the BUDC Property Disposition Guidelines. No changes to the Property Disposition Guidelines were proposed. Mr. Penman made a motion to recommend that the Board re-adopt the Property Disposition Guidelines in its current form. The motion was seconded by Ms. Mays and unanimously carried.
- 4.0 Governance Committee Self-Evaluation** – Ms. Boudreau reviewed with the Committee the 2018 Governance Committee self-evaluation form that was included in the agenda materials and distributed to the Committee in advance of the meeting. After a discussion regarding the self-evaluation, Mr. Halligan made a motion to approve the Governance Committee self-evaluation as presented. The motion was seconded by Mr. Penman and unanimously carried.

- 5.0 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 and that the Governance Committee Chair will submit the confidential summary results report to the Authorities Budget Office.
- 6.0 2018 Mission Statement & Performance Measurements Results** – Mr. Cammarata presented a written evaluation of BUDC's achievement of the Performance Measurements that were established by the Board of Directors for the 2018 calendar year. Mr. Stebbins reported on the status of the LISC grant in response to a question from Mr. Penman. Overall, BUDC accomplished many of the performance measures it had set out to accomplish. At the conclusion of the Committee's discussion, Ms. Mays made a motion to accept the written evaluation in the form presented. The motion was seconded by Mr. Penman and unanimously carried.
- 7.0 2019 Mission Statement & Performance Measurements** – Mr. Cammarata informed the Committee that no changes are proposed to the BUDC Mission Statement for 2019. The proposed performance measurements for 2019 will be presented for review and approval at the March Board of Directors meeting.
- 8.0 Public Authorities 2018 Annual Report** – Ms. Boudreau and Mr. Cammarata presented the BUDC Public Authorities Annual Report for 2018. The Committee discussed the report. Mr. Halligan then made a motion to recommend that the Board of Directors approve the Annual Report in the form presented to the Governance Committee. The motion was seconded by Ms. Mays and unanimously carried.
- 9.0 Code of Ethics Review** – Mr. Cammarata presented the BUDC Code of Ethics. He noted that executive staff is not recommending any changes to the Code of Ethics. The Committee reviewed the Code of Ethics and did not propose any changes.
- 10.0 Governance Committee Charter Review** – Mr. Cammarata presented the Governance Committee Charter. He noted that executive staff is not recommending any changes to the charter. The Committee reviewed the charter and did not propose any changes.
- 11.0 Whistleblower Policy Review** – Mr. Cammarata presented the Whistleblower Policy. He noted that executive staff is not recommending any changes to the policy. The Committee reviewed the policy and did not propose any changes.
- 12.0 Travel, Conferences, Meals & Entertainment Policy Review** – Mr. Cammarata presented the Travel, Conferences, Meals & Entertainment Policy. He noted that executive staff is not recommending any changes to the policy. The Committee reviewed the policy and did not propose any changes.
- 13.0 Miscellaneous Items – PAAA Training, New Board Member Orientation, Updated Summary of Employee Benefits** – Mr. Cammarata reviewed a number of miscellaneous items with the Governance Committee, including PAAA training, new Board member orientation activities and the updated summary of employee benefits.

**14.0 Adjournment** – There being no further business to come before the Governance Committee, upon motion made by Mr. Halligan, seconded by Ms. Mays and unanimously carried, the March 13, 2019 meeting of the Governance Committee was adjourned at 1:05 p.m.

Respectfully submitted,



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Kevin J. Zanner, Secretary