

Minutes of the Governance Committee Meeting of Buffalo Urban Development Corporation

**95 Perry Street, 4th Floor – Vista Room
Buffalo, New York
March 19, 2024
12:00 p.m.**

Call to Order:

Committee Members Present:

Dennis W. Elsenbeck
Thomas Halligan
Brendan R. Mehaffy
Karen Utz

Committee Members Absent:

Hon. Byron W. Brown
Thomas A. Kucharski (Chair)
Dennis M. Penman

Officers Present:

Brandye Merriweather, President
Rebecca Gandour, Executive Vice President
Kevin J. Zanner, Secretary
Atiqa Abidi, Assistant Treasurer

Others Present: Alexis M. Florczak, Hurwitz Fine P.C.; Soma Hawramee, ECIDA Compliance Manager; and Michelle Moore, ECIDA Compliance Associate.

Roll Call: The meeting was called to order at 12:07 p.m. by Mr. Mehaffy, who served as chair of the meeting. A quorum of the Committee was present.

- 1.0 Approval of Minutes of the November 20, 2023 Meeting** – The minutes of the November 20, 2023 meeting of the Governance Committee were presented. Mr. Halligan made a motion to approve the minutes. The motion was seconded by Ms. Utz and unanimously carried (4-0-0).
- 2.0 2023 Governance Committee Self-Evaluation** – Ms. Hawramee presented the Governance Committee self-evaluation form that was included in the agenda materials and distributed to the Committee in advance of the meeting. Mr. Elsenbeck made a motion to approve the Governance Committee self-evaluation as presented. The motion was seconded by Ms. Utz and unanimously carried (4-0-0).
- 3.0 2023 Mission Statement & Performance Measurements Results** – Ms. Merriweather and Ms. Gandour presented a written evaluation and overview of BUDC's achievement of the Performance Measurements that were established by the Board of Directors for the 2023 calendar year. Mr. Halligan made a motion to accept the 2023 Mission Statement & Performance Measurements results in the form presented. The motion was seconded by Ms. Utz and unanimously carried (4-0-0).
- 4.0 2024 Mission Statement & Performance Measurements** – Ms. Merriweather reviewed the proposed Performance Measurements for 2024 that were included in the agenda materials distributed to the Committee in advance of the meeting. No changes to the BUDC mission statement are being proposed. The new performance measurements for 2024 are noted in bold

and include advancing the design for 631 Northland, beginning construction to further the Phase 3 Northland redevelopment and assisting with the implementation of Downtown and Waterfront infrastructure improvements. In response to a question from Mr. Elsenbeck, the Committee discussed the importance of addressing upgrades to electric capacity to meet the needs of future development at Northland. Mr. Elsenbeck then made a motion to recommend that the Board of Directors adopt the 2024 Mission Statement and Performance Measurements in the form presented. The motion was seconded by Mr. Halligan and unanimously carried (4-0-0).

- 5.0 Public Authorities 2023 Annual Report** – Ms. Merriweather presented the 2023 Public Authorities annual report. Mr. Halligan made a motion to recommend that the Board of Directors approve the 2023 Public Authorities Annual Report. The motion was seconded by Ms. Utz and unanimously carried (4-0-0).

- 6.0 BUDC Credit Card Policy Adoption** – Ms. Merriweather presented the proposed BUDC Credit Card Policy. Ms. Merriweather noted that the policy includes a requirement that the BUDC Board of Directors adopt a resolution to authorize BUDC to apply for a credit card with specific borrowing limits and related terms and conditions. Mr. Elsenbeck made a motion to recommend that the BUDC Board of Directors approve the BUDC Credit Card Policy as presented. The motion was seconded by Mr. Halligan and unanimously carried (4-0-0).

7.0 Readoption Items for Review

- a. Governance Committee Charter Review** – Ms. Merriweather presented the BUDC Governance Committee Charter. Staff is not recommending any changes to the charter. Mr. Elsenbeck made a motion to approve the Governance Committee charter as presented. The motion was seconded by Ms. Utz and unanimously carried (4-0-0).
- b. Procurement Policy Review** – Ms. Merriweather presented the Procurement Policy. Staff is not recommending any changes to the Procurement Policy and the Committee did not propose any changes. The Procurement Policy will be submitted to the Board for re-adoption as presented.
- c. Property Acquisition Guidelines Review** Ms. Merriweather presented the Property Acquisition Guidelines. Staff is not recommending any changes to the Property Acquisition Guidelines and the Committee did not propose any changes. The Property Acquisition Guidelines will be submitted to the Board for re-adoption as presented.
- d. Property Disposition Guidelines Review** – Ms. Merriweather presented the Property Disposition Guidelines. Staff is not recommending any changes to the Property Disposition Guidelines and the Committee did not propose any changes. The Property Disposition Guidelines will be presented to the Board for re-adoption as presented.
- e. Grant Administration Policy** – Ms. Merriweather presented the Grant Administration Policy. Staff is not recommending any changes to the policy and the Committee did not propose any changes. The policy will be presented submitted to the Board for re-adoption as presented.
- f. Code of Ethics Review** – Ms. Merriweather presented the Code of Ethics. Staff is not recommending any changes to the Code of Ethics and the Committee did not propose any changes. The Code of Ethics will be submitted to the Board for re-adoption as presented.
- g. Whistleblower Policy Review** – Ms. Merriweather presented the Whistleblower Policy. Staff is not recommending any changes to the Whistleblower Policy and the Committee did not propose any changes. The Whistleblower Policy will be submitted to the Board for re-adoption as presented.
- h. Travel, Conferences, Meals & Entertainment Policy Review** – Ms. Merriweather presented the Travel, Conferences, Meals & Entertainment Policy. Staff is not recommending

any changes to the Travel, Conferences, Meals & Entertainment Policy and the Committee did not propose any changes. The Travel, Conferences, Meals & Entertainment Policy will be submitted to the Board for re-adoption as presented.

- 8.0 Miscellaneous Items – PAAA Training, New Board Member Orientation, Updated Summary of Employee Benefits** – Ms. Hawramee reviewed a series of miscellaneous items with the Governance Committee, including PAAA training, new Board member orientation activities and the updated summary of employee benefits.
- 9.0 2023 Board Performance Evaluation Process Update & Review** – Mr. Zanner reviewed with the Committee the summary results of the Board of Directors self-evaluation process. Twelve of nineteen Board members submitted survey responses, which are due by the end of the month. Overall, the summary results were consistent with prior years.
- 10.0 Adjournment** – There being no further business to come before the Governance Committee, upon motion made by Mr. Halligan, seconded by Ms. Utz and unanimously carried, the March 19, 2024 meeting of the Governance Committee was adjourned at 12:37 p.m.

Respectfully submitted,



Kevin J. Zanner, Secretary