

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

Via Video Conference Call & Live Stream Audio

**March 4, 2021
12:00 p.m.**

Call to Order:

Committee Members Present:

Dennis W. Elsenbeck
Thomas A. Kucharski (Committee Chair)
Brendan R. Mehaffy
Dennis M. Penman

Committee Members Absent:

Hon. Byron W. Brown
Thomas Halligan
Amanda Mays

Officers Present:

Peter M. Cammarata, President
Brandye Merriweather, Vice President, Downtown Development
Rebecca Gandour, Vice President, Finance and Development
Mollie M. Profic, Treasurer
Kevin J. Zanner, Secretary
Atiqa Abidi, Assistant Treasurer

Others Present: Art Hall, BUDC; and Jamee Lanthier, ECIDA Compliance Officer.

Roll Call: Mr. Kucharski called the meeting to order at 12:10 p.m. A quorum of the Committee was present.

The meeting was held via video/telephone conference in accordance with the provisions of Executive Order 202.1, issued by Governor Andrew Cuomo on March 12, 2020, as amended. The meeting was also live-streamed to the general public and recorded. A transcript of the meeting will be made available at a later date.

- 1.0 Approval of Minutes of the October 13, 2020 Meeting** – The minutes of the October 13, 2020 meeting of the Governance Committee were presented. Mr. Elsenbeck made a motion to approve the minutes. The motion was seconded by Mr. Mehaffy and unanimously carried (4-0-0).
- 2.0 Procurement Policy – Amendment Review** – Mr. Cammarata presented the BUDC Procurement Policy. Staff is recommending that conforming changes be made to Section I (page 6) of the policy to reflect the authority of both Vice Presidents with respect to procurement approvals. Mr. Penman made a motion to recommend that the Board of Directors approve the proposed amendment to the Procurement Policy. The motion was seconded by Mr. Kucharski and unanimously carried (4-0-0).
- 3.0 Property Disposition Guidelines – Amendment Review** - Mr. Cammarata presented the BUDC Property Disposition Guidelines. Staff is recommending that the guidelines be amended to identify the Vice President-Finance & Development as the Contracting Officer for purposes of the guidelines. Mr. Penman made a motion to recommend that the Board of Directors approve the proposed amendment to the Property Disposition Guidelines. The motion was seconded by Mr. Kucharski and unanimously carried (4-0-0).

- 4.0 Code of Ethics- Amendment Review** – Mr. Cammarata presented the BUDC Code of Ethics. Staff is recommending that the Code of Ethics be amended to identify the Vice President-Finance & Development as the Ethics Officer. Mr. Penman made a motion to recommend that the Board of Directors approve the proposed amendment to the Code of Ethics. The motion was seconded by Mr. Kucharski and unanimously carried (4-0-0).
- 5.0 Travel, Conferences, Meals & Entertainment Policy – Amendment Review** – Mr. Cammarata presented the BUDC Travel, Conferences, Meals & Entertainment Policy. Staff is recommending that Section 6 of the travel policy be amended to authorize the Vice President-Finance & Development to approve expense reports. Mr. Penman made a motion to recommend that the Board approve the proposed amendment to the Travel, Conferences, Meals & Entertainment Policy. The motion was seconded by Mr. Kucharski and unanimously carried (4-0-0).
- 6.0 2020 Governance Self-Evaluation** – Mr. Cammarata 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. Cammarata noted that the document serves to re-cap the activities of the Committee over the past year. Mr. Penman made a motion to approve the Governance Committee self-evaluation as presented. The motion was seconded by Mr. Elsenbeck and unanimously carried (4-0-0).
- 7.0 2020 Board-Self-Evaluation Process** – Mr. Zanner reviewed with the Committee the summary results of the Board of Directors self-evaluation process. Thirteen of nineteen Board members submitted survey responses. Overall, the summary results were consistent with prior years.
- 8.0 2020 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 2020 calendar year. He noted that in a difficult year due to the pandemic, BUDC was able to successfully accomplish most of the performance measures. This item will be reported on at the March Board of Directors meeting. Mr. Elsenbeck made a motion to accept the written evaluation in the form presented. The motion was seconded by Mr. Mehaffy and unanimously carried (4-0-0).
- 9.0 2021 Mission Statement & Performance Measurements** – Mr. Cammarata informed the Committee that no changes are proposed to the BUDC Mission Statement for 2021. He then reviewed the proposed Performance Measurements for 2021 that were included in the agenda materials distributed to the Committee in advance of the meeting. Mr. Penman made a motion to recommend that the Board of Directors adopt the 2021 Mission Statement and Performance Measurements in the form presented. The motion was seconded by Mr. Elsenbeck and unanimously carried (4-0-0).
- 10.0 Public Authorities 2020 Annual Report** – Mr. Cammarata previewed this item with the Committee and indicated that the report will be presented at the March 11, 2021 Governance Committee meeting.
- 11.0 Governance Committee Charter Review** - Mr. Cammarata presented the BUDC Governance Committee Charter. Staff is not recommending any changes to the charter. Mr. Kucharski asked whether Committee members had any questions or proposed changes to the charter. There being none, the meeting advanced to the next agenda item.

- 12.0 Whistleblower Policy Review** - Mr. Cammarata presented the BUDC Whistleblower Policy. Staff is not recommending any changes to the Whistleblower Policy. Mr. Kucharski asked whether Committee members had any questions or proposed changes to the Whistleblower Policy. There being none, the meeting advanced to the next agenda item.
- 13.0 Miscellaneous Items –PAAA Training, New Board Member Orientation, Updated Summary of Employee Benefits,** – Mr. Cammarata 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.
- 14.0 Adjournment** – There being no further business to come before the Governance Committee, upon motion made by Mr. Mehaffy, seconded by Mr. Penman and unanimously carried, the March 4, 2021 meeting of the Governance Committee was adjourned at 12:40 p.m.

Respectfully submitted,



Kevin J. Zanner, Secretary