

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

**Via Video Conference Call & Live Stream Audio**

**March 8, 2022  
12:00 p.m.**

**Call to Order:**

Committee Members Present:

Dennis W. Elsenbeck  
Thomas Halligan  
Thomas A. Kucharski (Committee Chair)  
Dennis M. Penman

Committee Members Absent:

Hon. Byron W. Brown  
Brendan R. Mehaffy

Officers Present:

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

Others Present: Alexis M. Florczak, Hurwitz & Fine, P.C.; Laurie Hendrix, ECIDA Administrative Coordinator; and Antonio Parker, BUDC Project Manager.

**Roll Call:** Mr. Kucharski called the meeting to order at 12:07 p.m. A quorum of the Committee was present.

The meeting was held via Zoom in accordance with the provisions of Article 7 of the Public Officers Law, as amended effective January 14, 2022, which authorizes public bodies to conduct meetings and take such action authorized by law without permitting in public in-person access to meetings and to authorize such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed.

- 1.0 Approval of Minutes of the June 28, 2021 Meeting** – The minutes of the June 28, 2021 meeting of the Governance Committee were presented. Mr. Penman made a motion to approve the minutes. The motion was seconded by Mr. Elsenbeck and unanimously carried (4-0-0).
- 2.0 2021 Governance Committee Self-Evaluation** – Mr. Kucharski 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 Mr. Halligan and unanimously carried (4-0-0).
- 3.0 2021 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 2021 calendar

year. Mr. Penman made a motion to accept the written evaluation in the form presented. The motion was seconded by Mr. Elsenbeck and unanimously carried (4-0-0).

- 4.0 **2022 Mission Statement & Performance Measurements** – Ms. Merriweather informed the Committee that one change is proposed to the BUDC Mission Statement for 2022, which would recognize that BUDC is serving as the lead management entity for the Centennial Park Project. She then reviewed the proposed Performance Measurements for 2022 that were included in the agenda materials distributed to the Committee in advance of the meeting. Mr. Elsenbeck made a motion to recommend that the Board of Directors adopt the 2022 Mission Statement and Performance Measurements in the form presented. The motion was seconded by Mr. Halligan and unanimously carried (4-0-0).
- 5.0 **Whistleblower Policy – Amendment Review** – Mr. Zanner presented the BUDC Whistleblower Policy and an overview of recently enacted amendments to Section 740 of New York Labor Law. Staff is recommending that conforming changes be made to Article V of the policy to reflect the notice and posting requirements under the recently amended Section 740. Mr. Halligan made a motion to recommend that the Board of Directors approve the proposed amendment to the Whistleblower Policy. The motion was seconded by Mr. Elsenbeck and unanimously carried (4-0-0).
- 6.0 **Public Authorities 2021 Annual Report** – Ms. Profic previewed this item in draft form with the Committee and indicated that the report will be presented at the March 29, 2022 Board of Directors meeting.
- 7.0 **2021 Board Performance Evaluation Process Update & Review** – Mr. Zanner reviewed with the Committee the summary results of the Board of Directors self-evaluation process. Eleven 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.
- 8.0 **Governance Committee Charter Review** – Ms. Merriweather and Mr. Kucharski 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.
- 9.0 **Procurement Policy Review** – Ms. Gandour presented the BUDC Procurement Policy. Staff is not recommending any changes to the Procurement Policy. Mr. Kucharski asked whether Committee members had any questions or proposed changes to the Procurement Policy. There being none, the meeting advanced to the next agenda item.
- 10.0 **Property Disposition Guidelines Review** – Ms. Gandour presented the BUDC Property Disposition Guidelines. Staff is not recommending any changes to the Property Disposition Guidelines. Mr. Kucharski asked whether Committee members had any questions or proposed changes to the Property Disposition Guidelines. There being none, the meeting advanced to the next agenda item.
- 11.0 **Code of Ethics Review** – Ms. Gandour presented the BUDC Code of Ethics. Staff is not recommending any changes to the Code of Ethics. Mr. Kucharski asked whether Committee members had any questions or proposed changes to the Code of Ethics. There being none, the meeting advanced to the next agenda item.
- 12.0 **Travel, Conferences, Meals & Entertainment Policy Review** – Ms. Merriweather presented the BUDC Travel, Conferences, Meals & Entertainment Policy. Staff is not recommending any changes to the Travel, Conferences, Meals & Entertainment Policy. Mr. Kucharski asked whether Committee members had any questions or proposed changes to the

Travel, Conferences, Meals & Entertainment 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** – Ms. Merriweather and Ms. Profic 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. Elsenbeck, seconded by Mr. Penman and unanimously carried, the March 8, 2022 meeting of the Governance Committee was adjourned at 12:34 p.m.

Respectfully submitted,

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Kevin J. Zanner, Secretary