

**WASHINGTON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**Governance Committee Meeting**  
**Tuesday, February 13, 2018**  
**8:30 a.m. Meeting**  
**LDC Conference Room**

**Board Members Present:** Jared Humiston, Brian Campbell, Marion Watkins, Jay Niles and Dave O'Brien

**Staff Present:** Deanna Derway – WCLDC President

**Guests:** None

**I. Call to Order**

President Derway called the meeting to order at 8:30 AM. Jared Humiston made a motion to appoint Dave O'Brien as Chairman of the Governance Committee. Marion Watkins seconded and it was approved unanimously.

**II. Approval of Meeting Minutes**

After reviewing the minutes from the March 2017 meeting, Marion Watkins made a motion to approve as presented. Jared Humiston seconded and it was approved unanimously.

**III. New Business**

**A. By-Laws and A&F Committee Charter Revisions**

The Committee discussed making the following edits to the By-Laws:

- Change the use of "he" to "he/she" under Article V, Section 1,a,i
- Under Article IV, Section 1,a add that the Executive Committee "shall review the Executive Directors performance and report to the full Board of Directors. The Executive Committee shall receive an employee evaluation report from the LDC President which, will then be reviewed with the Audit & Finance Committee before going to the Full Board of Directors (staying in line with budget recommendations)."
- Article V, Section 2,a change "elected" to "appointed"
- Article V, Section 2,b add "He/she shall be responsible for conducting the performance reviews of all other LDC staff and shall then report this information, including any salary changes, to the Executive Committee"
- Article VII, Section 1 change the roman numeral from "VH" to "VII"

The Committee discussed making the following edits to the A&F Committee Charter:

- Under Responsibilities, d) remove "in regards to employee wages"

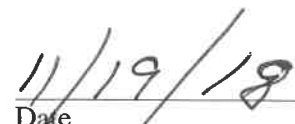
*Dave O'Brien made a motion to recommend these updates to the Full Board of Directors for approval. Marion Watkins seconded and it was approved unanimously.*

**B.** Next, the Committee discussed the required PAAA training. Deanna is working on getting a group training set up but, due to the fact that this is uncommon, it will take a while. In the meantime, Deanna has sent the link to the (continuously updated) training dates that are available for BOD members to complete the training on their own.

**VIII. Adjournment**

The meeting was adjourned at 9:21 am. Motion made by Marion Watkins, seconded by Jay Niles and approved by all.

  
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Dave O'Brien, Chairman

  
\_\_\_\_\_  
Date

*Submitted by Deanna Derway, Executive Director/President*