

**WASHINGTON COUNTY LOCAL DEVELOPMENT CORPORATION**  
**Governance Committee Meeting**  
**Tuesday, April 16, 2019**  
**9:30 a.m. Meeting**

**Board Members Present:** Jared Humiston, Brian Campbell and Dave O'Brien

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

**Guests:** None

**I. Call to Order**

Chairman O'Brien called the meeting to order at 9:32 AM.

**II. Approval of Meeting Minutes**

After reviewing the November 2018 meeting minutes, Brian Campbell made a motion to approve as presented. Jared Humiston seconded and it was approved unanimously.

**III. New Business**

**A. Resolution 19-9 - Resolution approving an agreement between SUNY Adirondack, Warren County LDC and Washington County LDC for Startup ADK**

This resolution is a continuation of the current partnership between the 3 organizations to offer the Start-Up ADK course at SUNY Adirondack. Jared Humiston made a motion to recommend this resolution to the Full Board of Directors for approval. Brian Campbell seconded and it was approved unanimously.


**B. Miscellaneous**

The Committee discussed the payroll for the LDC and the fact that we pay as much for payroll administration of one direct deposit employee as larger companies that have many employees. The Committee asked Deanna to talk to the payroll company to see if this is something that we can work to reduce as it seems that it should be based on the number of employees being processed. Deanna will reach out and report back to the Committee at the next meeting. Deanna also mentioned that the payroll company has software for assisting with updating our personnel policy which is a 2019 goal for the LDC. Again, Deanna will review this software over the next few months and report back on the feasibility of this.

The Committee discussed the numerous absences at Committee meetings sometimes forcing us to cancel due to lack of quorum even though members had said they would attend. To address this, the Committee would like to amend the LDC By-Laws to reflect a required attendance. Therefore under Article IV, the Committee would like to add a Section 6 titled "attendance at committee meetings" which would read as follows: *Attendance at each Committee meeting shall be recorded by the Secretary of the Corporation. By electing to sit on a Committee(s), you must attend at least 80% of said Committee meetings within 6 months in order to remain on the Committee. If this percentage is not met by a member(s), the Chairman of the Board of Directors has the right to replace Committee members.* Brian Campbell made a motion to recommend this By-Law update to the Full Board of Directors for approval. Jared Humiston seconded and it was approved unanimously. The Committee also asked Deanna to put together a spreadsheet showing the attendance for Committee meetings which we will review as a group at the next Governance Committee meeting.

**VIII. Adjournment**

The meeting was adjourned at 9:55 am. Motion made by Jared Humiston, seconded by Brian Campbell and approved by all.

  
\_\_\_\_\_  
Dave O'Brien, Chairman

11/13/19  
\_\_\_\_\_  
Date

Submitted by Deanna Derway, Executive Director/President