



MONROE COUNTY  
**MCIDC**  
INDUSTRIAL DEVELOPMENT CORP.

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**DRAFT**  
**GOVERNANCE COMMITTEE MINUTES**

Date & Place: March 9, 2022, via Zoom

Present: H. Abdul-Wahid, P. Hin, Z. Phillips

Absent: E. Krzanowicz

Others Present: B. Carrigan, Esq., L. Birr, A. Clark, R. Finnerty

There being a quorum present, the Governance Committee was called to order by Chair Z. Phillips at 12:59 p.m.

The draft minutes of December 10, 2021 were presented. On motion by H. Abdul-Wahid, second by P. Hin, all aye, the minutes were unanimously approved.

The committee reviewed the corporation mission statement and 2021 measurement report. No changes were recommended. On motion by H. Abdul-Wahid, second by P. Hin, all aye, the committee recommends board adoption.

The committee reviewed the corporation by-laws. B. Carrigan reviewed recommended changes. On motion by P. Hin, second by H. Abdul-Wahid, all aye, the committee approves the changes as presented except for Section 2A along with the recommendation to amend the Certification of Incorporation and recommends approval by the full board.

The committee reviewed the Governance Committee Charter. No changes were recommended. On motion by H. Abdul-Wahid, second by P. Hin, all aye, the committee recommends board approval of the committee's existing charter.

The committee reviewed all policies and procedures. B. Carrigan went through each policy and reviewed proposed changes to align with best practices recommendations. On motion by H. Abdul-Wahid, second by P. Hin, all aye, the committee recommends board approval of all policies with changes as discussed to the following policies: Defense and Indemnification, Disposition of Property, Extension of Credit, Investment, Local labor, Public Participation, and Whistleblower.

The committee reviewed the board evaluation summary. The board evaluation will be finalized at the board meeting once all evaluations are submitted. The committee reviewed and discussed the Governance Committee Self Evaluation. It was recommended a training session be offered to all board members after the April board meeting to focus on board member responsibilities, fiduciary duties, conflicts of interests along with a review of the fee schedule.

There being no further business, on motion by H. Abdul-Wahid, second by P. Hin, all aye, the meeting was adjourned at 1:33 p.m.

Submitted by Robin Finnerty