



**NYS Olympic Regional Development Authority
Governance Committee Meeting Minutes
February 4, 2022**

Present: Chris Pushkarsh, Chair
Stephen Hunt
Diane Munro

Also Present: Michael Pratt, President/CEO
Michelle Crew, General Counsel

Introduction: Chair Chris Pushkarsh called the meeting to order at 1:03 p.m. and welcomed everyone in attendance.

Chris Pushkarsh then asked for a roll call, to confirm who was present.

Chris Pushkarsh explained that the meeting was being videotaped and a link to the recording would be made available on www.orda.org.

Minutes: On a motion by Steve Hunt, seconded by Diane Munro, the minutes of the Governance Committee meeting held on August 20, 2021 were approved without changes.

Discussion: The first item is the amendment to the Governance Committee Charter to Increase the Number of Committee Members.

Michelle Crew explained that there are three members on the committee and the chair would like to be able to add additional members. The recommended change is consistent with the Public Officers Law that requires that at least three independent members make up the committee. The change would add the language that "The committee shall consist of not less than three independent members".

Mike Pratt asked for clarification if the Governance Committee can recommend this change to all of the committee charters.



Committee members discussed the charters, and it was determined that the Governance Committee can recommend changes for all charters.

Chris Pushkarsh asked for a motion to recommend to the board of directors to adopt the proposed amendment to the Governance Committee charter and any other committee charters as appropriate to reflect that the number of committee members should be no less than three members.

On a motion by Steve Hunt, seconded by Diane Munro.

3 in favor, 0 opposed, the motion carries unanimously.

The next item on the agenda is discussion about a schedule of meetings for the Governance Committee.

Michelle Crew explained that under the Public Authorities Law and the committee's charter the committee has a number of responsibilities. Staff recommend that the committee meeting schedule follow the recommended schedule of two meetings a year with the understanding that additional meetings could be held if that was necessary.

Diane Munro questioned if, given the scope of work that needs to be accomplished, would we schedule more meetings for now so that we can get the work done.

Chris Pushkarsh explained that with the upcoming World University Games and all the work that needs to be done in 2022 it would be appropriate, for this year, to get two meetings in and possibly a third, if needed.

The next item is the way the Governance Committee wants to approach its responsibility for Board member training and education.

Michelle Crew explained that the Authorities Budget Office (ABO) has a lot of information on recommended training and ORDA is open to any recommendations for the best way to proceed.

Committee members discussed on-going training and ways to ensure that Board members are receiving the needed training.



The next item for discussion was the Governance Committee's responsibility for Board evaluations.

Michelle Crew explained that under the Public Authorities Reform Act of 2009 annual evaluations are required to be conducted. The evaluations would be done confidentially and are required to be submitted to the ABO after they have been compiled by the Governance Committee. It is intended to be a learning tool for the Board.

Chris Pushkarsh asked for clarification on what the role of the committee is.

Michelle Crew explained that the committee would have to make sure that each of the Board members complete the evaluation. Once the results have been compiled the committee will determine if there are any changes that should be recommended to the Board. The final results need to be sent to the ABO by the end of June.

Committee members discussed how to conduct the evaluations and will have further discussions on the best way to complete the evaluations.

The final item on the agenda is an update to the ORDA mission statement.

Michelle Crew explained that ORDA has a mission statement that was adopted by the Board in 2011. The committee should decide if they feel it needs to be updated or changed.

Mike Pratt stated that the current mission statement does not include Belleayre and feels that it is time to update it.

Steve Hunt mentioned including programs in the statement to make it clear on what ORDA does.

Diane Munro suggested adding year-round activities as that is something that ORDA is striving for.

ORDA staff will incorporate suggested changes and prepare a final mission statement for Board review.



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Chair:

Chris Pushkarsh announced that the meeting's business had concluded, and Renee would be in touch concerning the date of the next committee meeting.

Adjournment:

On a motion by Diane Munro, seconded by Steve Hunt, the meeting of the Governance Committee was adjourned at 2:20 p.m.