



NEW YORK STATE  
**OLYMPIC REGIONAL  
DEVELOPMENT AUTHORITY**

**GOVERNANCE COMMITTEE MEETING**  
**Lake Placid Conference Center, Lake Placid, NY**  
**March 24, 2023**  
**11:00 a.m.**

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**AGENDA**

- I. INTRODUCTION**
  - A. Welcome**
  - B. Roll Call**
  - C. Approval of Minutes from December 2, 2022 Governance Committee Meeting**
  
- II. DISCUSSION**
  - A. Discussion of Board Evaluation Process**
  
- III. ADJOURN**



**NYS Olympic Regional Development Authority  
Governance Committee Meeting Minutes  
December 2, 2022**

Present: Chris Pushkarsh, Chair  
Steve Hunt  
Diane Munro  
Art Lussi

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

Introduction: Chair Chris Pushkarsh called the meeting to order at 1:05 p.m. and welcomed everyone in attendance.

Chris Pushkarsh explained that the meeting was being videotaped and a link to the recording and transcript would be made available at [www.orda.org](http://www.orda.org).

Chris Pushkarsh then asked for a roll call, and confirmed a quorum was present.

Minutes: On a motion by Art Lussi, seconded by Diane Munro, the minutes of the Governance Committee meeting held on June 10, 2022 were approved without changes.

Discussion: Chris Pushkarsh noted that the next item on the agenda was update to ORDA mission statement and proposed Resolution #471.

Committee members discussed the version of the mission statement that was included in the packet. After in-depth discussion, Committee members agreed to make one change to “world-class programs and experiences” instead of “exceptional programs and experiences”.

Chris Pushkarsh asked for a motion to recommend that the Board of Directors adopt proposed Resolution #471 with the change noted above.

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

4 in favor, 0 opposed, 0 abstained, the motion carried unanimously.

Chris Pushkarsh noted that the next item on the agenda was review of certain policies and procedures and proposed Resolution #472.

Michelle Crew explained that this Resolution would address two policies for ORDA. The first policy was the Gender-Based Violence and the Workplace Policy. The second was the Background Check Policy.

The Gender-Based Violence and the Workplace Policy was the result of Executive Order No. 17 “(Order)” that was issued by the Governor in April. The Order requires the Office for the Prevention of Domestic Violence (“OPDV”) to strengthen the state’s policies on addressing gender-based and domestic violence. Michelle explained that the policy was submitted to OPDV for review and should be approved by mid-December. The Order requires the policy to be in place by January 1, 2023.

Michelle explained that the Background Check Policy is being amended to address some concerns by ORDA’s insurance carrier for Abuse and Molestation to add two additional categories of employees that will be background checked prior to employment or promotion. This will add employees who work in retail and shuttle bus drivers. There was also an amendment to the definition of “Candidate” to include that retroactive background checks of existing employees will not occur. New employees and employees promoted will be background checked in accordance with the requirements.

Michelle noted that a correction would be made to the draft Background Check Policy. Before going to the Board, it would be updated to include both Category 2 and 3 employees in the ongoing background checks, not just Category 3 employees.

Chris Pushkarsh asked for a motion to recommend that the Board of Directors adopt proposed Resolution #472 with the change noted above.

On a motion by Art Lussi, seconded by Diane Munro.

4 in favor, 0 opposed, 0 abstained, the motion carries unanimously.

Chris Pushkarsh noted the next item on the agenda was discussion of evaluation process.

The committee discussed the board evaluation process. Art Lussi commented that the criteria was effective and that the information should be utilized. Steve Hunt suggested that an opportunity for board members to elaborate on the reasoning for their response would be helpful. The committee will address minor tweaks to the evaluation tool in its next meeting.

The Committee had a general discussion about planning its upcoming year. Mike Pratt commented that future work for the Governance Committee would include updates to ORDA's purchasing guidelines.

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 Steve Hunt, seconded by Diane Munro, the meeting of the Governance Committee was adjourned at 2:11 p.m.

## Confidential Evaluation of Board Performance

Date Completed: \_\_\_\_\_

| Criteria  | Agree | Somewhat Agree | Somewhat Disagree | Disagree |
|---|-------|----------------|-------------------|----------|
| Board members have a shared understanding of the mission and purpose of the Authority.  |       |                |                   |          |
| The policies, practices and decisions of the Board are always consistent with this mission.   |       |                |                   |          |
| Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.  |       |                |                   |          |
| The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.             |       |                |                   |          |
| The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.   |       |                |                   |          |
| The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.               |       |                |                   |          |
| Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.                                  |       |                |                   |          |
| Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.                                   |       |                |                   |          |
| The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete. |       |                |                   |          |
| The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.  |       |                |                   |          |
| Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.  |       |                |                   |          |
| Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.   |       |                |                   |          |
| Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.             |       |                |                   |          |
| The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.          |       |                |                   |          |
| The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.               |       |                |                   |          |
| Board members demonstrate leadership and vision and work respectfully with each other.  |       |                |                   |          |

If you selected Somewhat Disagree or Disagree, please explain:

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