

**Tioga County Industrial Development Agency
2018 Governance Committee
Self-Evaluation Performance Summary**

2018 Governance Committee Members

Jenny Ceccherelli

Ralph E. Kelsey

Aaron Gowan

The purpose of the Tioga County Industrial Development Agency (TCIDA) Governance Committee is to keep the Board of Directors informed of current best practices in corporate governance, to review corporate governance trends for the applicability to the TCIDA, to update the TCIDA on corporate governance principles and governance practices and to advise those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

The TCIDA Governance Committee is comprised of three independent members who are appointed by and serve at the discretion of the TCIDA Board of Directors. The committee consists of the Chairman of the TCIDA Board of Directors, as chair, and two other directors nominated by the committee chair and confirmed by the Board of Directors. In the year 2018, none of the Governance Committee members have engaged in any private business transactions with the TCIDA or received compensation from any private entity that has a material business relationship with the TCIDA. Nor has any immediate family member of the Governance Committee engaged in private business transactions with the Agency or received compensation from an entity that has material business relations with the TCIDA. None of the Committee members are employed by the Agency or have an immediate family member who is an employee of the Agency.

The TCIDA Governance Committee made reports on its actions and recommendations to the TCIDA Board of Directors in the months of March, April, June, July, September, October, November, and December 2018. The By-Laws, Code of Ethics, Defense & Indemnification Policy, Procurement Policy, Property Disposition Policy, Whistle Blowers Protection Policy, the Employee Handbook, Conflict of Interest Policy and Governance Committee Charter were reviewed. The Governance Committee self-evaluation was provided to the Board of Directors prior to the January regular meeting and scheduled for approval at the January 2019 regular meeting.

The Governance Committee has developed the TCIDA governance practices addressing transparency, independence, accountability, fiduciary responsibilities and management oversight. The Committee has provided to the Tioga County Legislature the competencies and personal attributes required of the Directors in order to assist the Legislature in appointing members to the TCIDA who are qualified individuals.

The Executive Administrator compensation and benefits were reviewed and recommendation made to the full Board of Directors at the November 2018 board meeting. In November 2018, the Board of Directors voted to hire a new Executive Administrator. Christine Curtis took the role as Executive Administrator in November 2018.

A hard copy of the TCIDA Sexual Harassment Policy was provided to all Board Members at the November 7, 2018 regular monthly IDA meeting.

The following policies, charter & slate of officers and committee members were reviewed by the Governance Committee in December 2018 with any recommendations for changes to be approved at the January 2019 annual and regular board meeting.

- 2019 Slate of Officers & Committee Members
- By-Laws – Revision proposed 1/2019
- Code of Ethics – no changes
- Defense & Indemnification Policy – No changes
- Procurement Policy – No Changes
- Property Disposition Policy – No changes*
- Whistle Blowers Policy – No changes*
- Employee Handbook – Revised 11/2018
- Governance Committee Charter – No changes
- Project Policy Manual – Schedule A – Revised 9/2018
- Conflict of Interest – No changes
- TCIDA Sexual Harassment Policy

**Denotes update job titles only in the policy document.*

In summary, the Governance Committee of the TCIDA has acted in accordance with the purpose and responsibilities outlined in the Governance Committee Charter.