

**ALBANY CONVENTION CENTER AUTHORITY
GOVERNANCE COMMITTEE MEETING MINUTES
Albany Capital Center
Meeting #2 of 2022 October 27, 2022**

CALL TO ORDER:

The meeting was called to order at 9:00 AM by Michele Vennard, Chair.

Members Present:

Chair Michele Vennard, Daniel C Lynch, Michael Hoffman, Dominick Purnomo, Francisco Calderon

Member joining via ZOOM:

Steven C. Lerner

Others present:

Robert Ryan Esq. ACCA Counsel, Amy Thompson, BST/CFO, Shannon Licygiewicz, Albany Capital Center GM, Craig Liston, ASM Corporate, Craig Gold, Baker PR, Richard Amadon, CHA, Kelly Melaragno, CHA, Duncan Stewart, ACCA Executive Director

Absent: Sarah Reginelli, Jahkeen Hoke, John McDonald

Ms. Vennard calls upon Robert Ryan, ACCA Counsel to review and discuss Board Member Responsibilities and Requirements, noting that in preparation for this meeting the Board has been provided with a summary memo prepared by Counsel along with copies of the applicable forms and directives related to an all-volunteer board that is not compensated for its service.

Mr. Ryan guides the discussion, advising the members on matters related to:

- ABO Fiduciary
- ABO Independence
- ACCA Cert. of Independence
- ACCA Code of Ethics
- ABO Procurement
- ACCA Procurement
- ABO Annual Board Evaluation

9:10 AM: Mr. McDonald joins the meeting.

Mr. Ryan reviews the deadlines for taking the NYS Ethics (formerly JCOPE) course for new members, and for all members, the refresher course requirement and that of the annual financial disclosure filing related to their service on the ACCA Board as policy makers, unless otherwise provided through their full time employment.

Mr. Ryan explains that in advance of the Annual meeting members will be provided the FY 2022 Board evaluation form, along with the copies of the ABO Fiduciary Statement and ACCA independence certificate for FY 2023, requested for return at the Annual Meeting.

Ms. Vennard emphasizes the importance of this form and that if there are any issues or concerns members are encouraged to contact the Chair and are welcome to discuss any at the meeting before completing the form.

Governance Committee FY 2022 Meeting #2

Mr. Ryan reviews meeting frequency, quorum requirements, composition of standing committees and their purposes and highlights the current ACCA policies that are in place and posted to the website.

Any changes in or amendments to ACCA policy as may be required by NYS under PAA (Public Authorities Accountability Act) or other NYS entities/agencies will be presented at the Annual meeting, Thursday, January 26, 2023, when the Board will be asked to consider any policy re-statements or changes identified by Counsel in advance.

Mr. Stewart notes that for the current year, 2022, the ACCA has collected and has on file a signed fiduciary statement and independence certificate from each of the Board Members.

OTHER BUSINESS:

No other business was discussed.

ADJOURN: *A motion to adjourn the Governance Committee meeting was made by Mr. McDonald, seconded by Mr. Lynch; The motion carried unanimously*

The Committee meeting adjourned at 9:20 AM.

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**Next Governance Committee Meeting
Thursday, January 26, 2023
Immediately preceding the ACCA Board Annual Meeting
Location: Albany Capital Center Rm. Location: TBD**