

**MINUTES**  
**County of Oswego Industrial Development Agency**  
**Governance Committee**  
**December 18, 2012**  
**County of Oswego IDA Office**

**PRESENT:** Kunzwiler, Rush and Toth

**Absent:** Schick

**Also Present:** Kevin C. Caraccioli and L. Michael Treadwell

Chair Rush called the meeting to order at 2:00 p.m. at the offices of the County of Oswego IDA in Oswego, NY.

**Annual Board of Directors Evaluation**

Mr. Treadwell reviewed the guidelines of the NYS ABO that requires the Governance Committee to review the Evaluations and to file a summary report to the ABO.

Following a review of the Evaluations, the Summary Results of Confidential Evaluation of Board Performance was finalized and authorized to be reported to the Agency and filed as required by the ABO. A copy of the Summary Results is attached and made an official part of the minutes.

**Performance Evaluation of CEO/CFO**

Following a review of the CEO/CFO Performance Evaluations, it was agreed that both were doing an "Outstanding" job.

**NYS ABO – Policy Governing the Use of Authority Discretionary Funds**

Following a review of the ABO's Recommended Practice dated November 2012, on a motion by Mr. Kunzwiler, seconded by Mr. Toth, counsel was authorized to review the ABO recommendations and prepare a draft policy for review at the January 2013 IDA meeting.

On a motion by Mr. Kunzwiler, seconded by Mr. Toth, the meeting was adjourned at 2:45 p.m.

Respectfully Submitted,



L. Michael Treadwell  
CEO

**Summary Results of Confidential Evaluation of Board Performance**

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
	#	#	#	#
Board members have a shared understanding of the mission and purpose of the Authority.	7			
The policies, practices and decisions of the Board are always consistent with this mission.	6	1		
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	7			
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	7			
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	5	2		
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.	7			
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	5	2		
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	5	2		
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.	7			
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	7			
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	7			
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	4	3		
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	7			
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	6	1		
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	5	2		
Board members demonstrate leadership and vision and work respectfully with each other.	7			

Name of Authority: County of Oswego IDA

Date Completed: 12/18/12