

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY
Minutes of the Governance Committee Meeting
December 15, 2015 – 8:30 am
Agency Office, 4287 Main Street

PRESENT: Fredrick A. Vilonen
 Edward F. Stachura
 Aaron J. Stanley
 Steven Sanders
 Michele Marconi
 James Allen, Executive Director
 David Mingoia, Deputy Director
 Nathan Neill, Esq.

Mr. Vilonen opened the meeting at 8:30 am to review several Governance Committee items, including a request by the AIDA Board of Directors to adopt Robert’s Rules of Order and two policies: Good Standing and Conflict of Interest.

The Authority Budget Office issued guidelines and a suggested draft policy for Board Member Conflict of Interest. The new guidelines expand upon the AIDA’s current Conflict of Interest Policy. It was agreed that the Governance Committee would take up his issue as it performs its annual review of all policies in 2016.

Mr. Allen discussed the Good Standing Tax Policy, which is expected to be approved at the ECIDA December Board Meeting and would require applicants to disclose if they owe outstanding property taxes on any property that their ownership interest is at least 25%. The policy would apply to properties owned in Erie County unless other counties reciprocate the same agreement.

After discussion, it was agreed to place this item on the Governance Committee’s agenda for 2016.

Mr. Stachura started the discussion on Robert’s Rules and its applicability to the AIDA. He indicated that his research showed that for small agencies and organizations, Robert’s Rules encumbers decision making and was created for large legislative bodies. The AIDA follows the spirit of Robert’s Rules and follows State prescribed best practices and legal requirements in conducting meetings. Staff research found that no IDA’s or economic development organizations incorporate Robert’s Rules of Order as its governing rules, but operate in their spirit in accordance with state law.

Mr. Sanders noted that the Town of Amherst has a rules of order document and that this may be an option if the AIDA by-laws do not effectively cover deficient areas of meeting protocols.

Ms. Marconi mentioned that she brought up this item due to a lack of discussion on important items, such as “but for” language in resolutions and as a requirement of Agency approving projects. She continued that review of projects should require additional review time by the Board and what constitutes an Annual Meeting.

Mr. Vilonen noted that each Board Member has input into the Board Agenda and is welcome to attend all committee meetings. There was also discussion on establishing a process for interested Board members for AIDA officer positions and committees to be established in 2016.

On a motion by Mr. Stanley, seconded by Mr. Vilonen, the Governance Committee agreed to suggest the Board of Directors review AIDA by-laws and modify them or adopt a separate Rules of Order document to clarify any identified deficiencies.