

Governance Committee  
Monday August 19, 2018  
9:15 AM  
Suite 701  
200 Broadway  
Troy, NY

Agenda:

- I. Call to Order
- II. Roll Call
- III. By-Law Amendments
- IV. TCLB-City of Troy amended Memorandum of Understanding
- V. 2017 Audit Recommendation
- VI. Adjourn Meeting

I. **Call to Order**

Committee Chair Heather King called the meeting to order at 9:30 AM and conducted attendance roll call.

II. **Roll Call**

Committee Attendees:

Chair Heather King  
Bruce Dee  
John Carmello

Staff Attendees:

Tony Tozzi

III. **By-Law Amendments**

Chair King stated that Attorney Kate Hedgeman will be drafting new and/or revised by-laws for the Board of Director's to consider. Mr. Tozzi stated that he has requested a date to meet with Ms. Hedgeman to begin this work.

Chair King indicated that the next Governance Meeting agenda will include the by-laws drafted.

IV. **TCLB-City of Troy amended Memorandum of Understanding**

Chair Kind asked Mr. Tozzi what the status of the TCLB MOU with the City was. He replied that he met with Steve Strichman, City Planning Commissioner, who indicated that he would speak with the Deputy Mayor. Mr. Tozzi added that it is critical for the MOU to be amended, if only to make some changes that would help to support the Round 4 application.

Mr. Tozzi also stated that when he conducted a presentation to the City Council earlier this year, the MOU issue was raised and that the Deputy Mayor stated that the MOU would be on the City Council's agenda the following month.

**V. 2017 Audit Recommendation**

Mr. Tozzi stated that the audit noted that there was no 'Management's Discussion & Analysis' following the 2016 audit, so a reconstituted Audit Committee may be needed to complete that task. Mr. Carmello suggested that the task could, and probably should, be addressed by the Board of Directors. All meeting attendees agreed with his suggestion.

**VI. Adjourn Meeting**

Chair King stated that all business of the Committee was conducted and asked if someone would like to make a motion to adjourn.

Mr. Carmello motioned to adjourn the meeting.  
Mr. Dee seconded the motion  
Chair King called the vote to act on the motion.  
The motion was unanimously carried.

The meeting was adjourned at 9:40 AM