



**NYS Olympic Regional Development Authority
Governance Committee Meeting Minutes
August 20, 2021**

Present: Chris Pushkarsh, Chair
Stephen Hunt
Diane Munro

Also Present: Michael Pratt, President/CEO
Michelle Crew, General Counsel

Introduction: Chair Chris Pushkarsh called the meeting to order at 11:05 a.m. and welcomed everyone in attendance.

Chris Pushkarsh then asked for a roll call, to confirm who was present.

Chris Pushkarsh explained that the meeting was being videotaped and a link to the recording would be made available on www.orda.org.

New Business: The first item on the agenda was a review of the draft Governance Committee Charter.

Diane Munro inquired about training for the committee members, to keep ORDA board members informed of best practices. Chris Pushkarsh responded that the authority has access to documents and training that are always being updated. He commented that the proposed charter was well-aligned with current issues and best practices, and the committee could research the availability of other resources.

Steve Hunt asked for clarification of an “independent member,” which Michelle Crew explained as a board member that does not have more than \$15,000 dollars a year annual interest in the business of ORDA, either directly or through a company that is doing business with the authority.

Diane Munro commented on her interest in ORDA being competitive in the areas of hiring and staffing, and how that would relate to the Governance Committee. Chris Pushkarsh commended



ORDA's current personnel, and how a plan for the future to maintain that level of quality was important.

Chris Pushkarsh requested a motion that the Governance Committee advise that the ORDA Board of Directors adopt the proposed charter.

On a motion by Diane Munro, seconded by Steve Hunt.

3 in favor, 0 opposed, the motion carries unanimously.

The next Governance Committee agenda item were policy updates relating to Defense and Indemnification and the Code of Ethics.

Steve Hunt made a motion that the Governance Committee advise that the ORDA Board of Directors adopt the Defense and Indemnification Policy as presented.

Seconded by Diane Munro.

3 in favor, 0 opposed, the motion carries unanimously.

Chris Pushkarsh requested a motion to adopt the Code of Ethics as amended, subject to the addition of the word "not" at the end of the last sentence of Section VI, second paragraph.

On a motion by Diane Munro, seconded by Steve Hunt.

3 in favor, 0 opposed, the motion carries unanimously.

Chair:

Chris Pushkarsh announced that the meeting's business had concluded. He noted that ORDA's new Board Secretary Renee Fitzgerald would be in touch about scheduling the next Governance Committee meeting.

Adjournment:

On a motion by Diane Munro, seconded by Steve Hunt, the meeting of the Governance Committee was adjourned at 11:32 a.m.