

MINUTES OF THE RIDA

GOVERNANCE COMMITTEE MEETING

February 27, 2012

PRESENT: Tom Cruso

Dawn Thomas

Tracy Stark- James, ED

ABSENT: Paul Thompson

I. Annual Board Evaluation

The committee reviewed the compilation of the Annual Board Evaluations that are submitted anonymously. They discussed three areas of potential concern. It was determined that the evaluation was based on 2011 performance and a strategy workshop attended by the board has already addressed these matters and they should be re-evaluated in the next year.

II. Annual review of Mission Statement, Ethics, Procurement, Whistleblower, Disposition of Real Property and Indemnification Policies.

The committee reviewed the above policies and recommend re-adoption of the Mission Statement, Ethics Policy, Whistleblower Policy, Disposition of Real Property and Indemnification Policies. The committee makes the following recommendations for amendments to the Procurement Policy:

- A. *This Procurement Policy shall apply to the goods and services ~~which are not required to be made pursuant to the competitive bidding requirements of GML Section 103 or any other general, special or local law.~~ of the Agency. This Procurement Policy shall not apply to projects undertaken by agents of the Agency where the Agency has held proceedings to provide financial assistance for such project. Nor shall this Procurement Policy apply to alter any Agency contractual obligations regarding such projects.*

II. Operative Policy

- A. *When the cost of the supply, equipment or material being procured should reasonably be expected to total:*
1. *in excess of \$10,000, the item to be purchased shall be formally bid and the purchase made from the lowest responsible bidder.*
 2. *in excess of \$3,000 but not more than \$10,000, written price quotations shall be obtained from ~~not fewer than three (3) vendors~~ **at least two (2) vendors, three (3) vendors is preferable when possible** and the purchase made after all such quotations are evaluated by the Agency.*

3. *in excess of \$1,500 but not more than \$3,000, written price quotations shall be obtained from not fewer than two (2) vendors and the purchase made after all such quotations are evaluated by the Agency.*

4. *in excess of \$500 but not more than \$1,500, oral price quotations shall be obtained from not fewer than two (2) vendors and the purchase made after all such quotations are evaluated by the Agency.*

B. *Circumstances under which the Executive Director may, in his or her sole discretion, decide that competitive bidding/solicitation is not required include:*

1. *when the cost of the supply, equipment or material involved is \$500 or less;*

2. *when the purchase is from a sole source provider or ~~of~~ professional and/or creative services;*

3. *when the purchase is necessitated by a bona fide emergency, which emergency is described in writing by the Agency member or employee*

III. Performance Evaluation review recommendations for senior management

a. Review process – the committee discussed the review process and determined it to be sufficient.

b. Review schedule – the committee discussed the review process and determined to keep the deadline for submission of the evaluation Nov 30th, but that the personnel committee review and board review deadline be moved to Jan 31st. Further discussion will be based on contract renewal.

IV. Review of compensation and benefits package for senior management - tabled

V. By Law review for IDA

a. Consideration of annual meeting date – the committee determined that the annual meeting should be moved to March and will make recommendation to the board to update the bylaws to reflect same.

b. Policy consistency with By-Laws – the committee noted that the bylaws need to be updated to be consistent with the policies and their most recent approval dates. They will recommend to amend the bylaws .

VI. Consideration of annual administrative fee policy – the committee discussed annual administrative fee policies and recommend the ED create a schedule for recommendation to be adopted by the board subject to review by the finance committee.

VII. Any other written policies that may need review – the committee will review all other board policies during their next meeting.

Meeting adjourned at 1:45pm