

**Minutes of the Greater Mohawk Valley Land Bank's Governance/Policies & Procedures Committee Meeting Held 9/14/18 at GMVLB Offices, 500 E Main St., 2<sup>nd</sup> Floor, Little Falls NY**

Present: Margaret Kennedy ("MK"), Chair; Shane Nickle ("SN"); Christina Brown ("CB")

Committee was called to order at 2pm by MK, and agenda was adopted: namely, possible revisions to bylaws; spending thresholds for Executive Director; conflict disclosure form/policy; review of and work on policies/procedures (Internal Controls; Credit Card policy; Email policy; document retention policy); proposed offer for 562-564 E Main St. Little Falls; and other related matters as set forth below.

Committee discussed a potential **conflict disclosure form** for Board members, and reviewed several templates. Committee will continue to work on a draft form and procedure.

**Spending thresholds:** The Committee discussed a question previously raised by a board member as to the adequacy of the spending limits for the Executive Director (ED). The committee has (re)reviewed the provisions of the **Procurement Policy** and shared them with the board member. The committee does not understand the question/objection; has asked board member to clarify but has received no response to requests for clarification. Committee has also conferred with counsels (Sidd and Malone). Barring further information, committee can take no further action on this question.

**Bylaws:** one minor change (typo) needs made to numbering per Rob Malone. In bylaws, Art. IV Section a(v) needs renumbered as (b), as referenced therein with regard to Standing Committees; this change to be made in conjunction with other potential updates in due course.

Committee then discussed potential GMVLB policies and procedures: namely, **email policy** (ready to be voted on at next board meeting); **credit card policy** (discussed draft, further edits to be circulated to committee shortly); and **internal controls policy** (awaiting Joe Marino's input as to whether 2017 audit (recently completed by Bonadio firm) recommended changes to our 2018-adopted IC policy, and if so, what changes need to be enacted).

**Document Retention:** the Committee circulated the lengthy document provided by counsel Sidd. It's our understanding that NY land banks have not yet adopted concrete document retention policies. This may be an area to be best sorted out at the NYS land bank association-level, so that practices are standardized. Recommend to touch base with ED on this issue and see if it's a subject under discussion. For now, we can at least take a couple of steps:

- 1: Assess (at board meeting) what is currently being done? (What documents are being gathered? What if any documents are being discarded, whether individually or as normal automatic processes? Do all staff now have official email addresses? Etc)

2. What else needs to be done? (is there a gap between what we need to collect and what we're collecting? Do we want to ask counsel Sidd to write a specific policy? Might be difficult; no template to follow).

Finally, the Committee reviewed the proposed offer for 562-564 E Main St., Little Falls.

Meeting adjourned approximately 3:20 pm.

Respectfully submitted, CB