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**STN GOVERNANCE COMMITTEE MEETING
MINUTES**

February 11, 2021

Zoom Meeting

9:00 AM – 10:00 AM

ATTENDANCE

COMMITTEE: Marcia Weber, Howard Zingler, Dave Hopkins, Jim Osborn, Carl Hayden

MANAGEMENT: Steve Manning

1. APPROVAL OF MINUTES

The January 14, 2021 meeting minutes were approved by the committee on a motion from Carl Hayden, seconded by Jim Osborn, and carried.

2. Review 2021 Annual Meeting Items

Board Evaluation Summary Review – the committee reviewed the summary of the responses from 12 of the 15 directors who completed the survey by February 10th. Management will request the remaining 3 surveys. The committee asked for a longitudinal view of the responses to each question for the surveys completed over the past 5 years.

Election of Officers – Marcia reported that no new nominations for officer positions were submitted to her. The current officers expressed interest in retaining their positions. Therefore, the following will be nominated for 2021 officers:

Chair:	Marcia Weber
Vice Chair:	Timothy O’Hearn
Secretary:	Jack Wheeler
Treasurer:	Mark Rogus

Election of Directors – The board terms for Mark Rogus, Dave Hopkins, Jim Osborn, and John Sharkey expire February 2021. Marcia said that each has expressed interest in renewing for another term. The committee unanimously agreed to nominate the four members for another term to the board.

Mission Statement – The committee reviewed the current STN Mission Statement and unanimously agreed to recommend that the board of directors adopt the Mission Statement for 2021.

Organizational Chart – The committee reviewed the STN Organizational Chart and unanimously agreed that the chart accurately represents the organization; they will recommend the board adopt the Org Chart for 2021.

The committee briefly discussed the need for the board to complete the Assessment of Effectiveness, Sexual Harassment Training, and a Fiduciary Statement.

- 3. Review and Discuss Overlash Agreement** – Steve reviewed the final version of the Overlash Agreement as edited by Hage & Hage. Committee members discussed multiple aspects of the agreement and gave approval for moving forward with it.
- 4. Review and Discuss Tompkins County Draft Agreement** -- Steve reviewed with the committee the draft contractual agreement between Tompkins County and STN for the Fujitsu feasibility study. Fujitsu's legal counsel has reviewed the agreement and recommended a few changes. The committee provided suggestions and requested another review by STN's counsel prior to finalizing the draft agreement with the County.
- 5.** There being no other business, the meeting was adjourned at 9:46 AM (Hayden/Osborn).

Respectfully Submitted,
Steve Manning, CEO