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**STN GOVERNANCE COMMITTEE MEETING
MINUTES
May 14, 2020
Remote Meeting Using Web/Telephonic Medium
9:00 AM – 10:00 AM**

PRESENT: Marcia Weber, Jim Osborn, Howard Zingler, Dave Hopkins, Carl Hayden
GUESTS: JK Hage; Gabriel Hage
MANAGEMENT: Steve Manning

1. APPROVAL OF MINUTES

- a. The April 9 and April 29, 2020 meeting minutes were approved by the committee on a motion from Dave Hopkins, seconded by Jim Osborn.

2. REVIEW STN CERTIFICATE of INCORPORATION (COI)

- a. **Review Session with General Counsel** – Hage & Hage (JK and Gabriel) walked the committee through STN's original and amended Certificate of Incorporation documents. Committee members confirmed that the original board and the founding counties intended assets of STN to be transferred to the member counties in the event of a dissolution of the Southern Tier Network. The committee requested that the COI language reflect this intention. JK explained that the law prescribes how assets should be distributed in case of an organization's dissolution. JK said that the current COI for STN tracks the law for a 501(C)(3), and the NYS Attorney General's office and a judge would be involved in the process. The STN board and the counties would also be involved, with negotiations among all parties.
The committee also discussed updating its original business plan. The committee requested that Hage & Hage draft a response to Yates County's request for amending its IRU with STN for review at the June committee meeting.

- 3. REVIEW PROPOSED DRAFT MISSION/VISION STATEMENTS** – Steve reviewed with the committee members draft options for new Mission and Vision Statements. Committee members discussed the value and merits of each option and selected specific Mission and Vision Statements for the board's consideration and approval.

4. REVIEW DIVERSITY GRANT AWARD

- a. **Summary of Award and Requirements** – this topic was pushed to the board meeting in order to have the full board present for the review.

- 5. PROFESSIONAL SERVICE CONTRACT** – The Committee held a telephonic meeting on April 29th to discuss the contract. Both parties agreed to continue working through the formulation of a new contract.
- 6.** There being no other business, the meeting was adjourned at 9:56 AM (Hopkins/Osborn).

Respectfully Submitted,
Steve Manning, CEO