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**STN GOVERNANCE COMMITTEE MEETING
MINUTES**

February 10, 2022

Zoom Meeting

9:00 AM – 10:00 AM

**ATTENDANCE
COMMITTEE:**

Marcia Weber, Carl Hayden,
Jim Osborn, Dave Hopkins

MANAGEMENT:

Steve Manning

1. Approval Of Minutes

The January 13 and January 20, 2022 meeting minutes were approved by the committee on a motion by Carl Hayden, seconded by Jim Osborn, and carried.

2. Annual Meeting Items

- a) Mission Statement Review: Committee members reviewed the 2021 Mission Statement and recommended board approve for the 2022 fiscal year.
- b) Organizational Chart Review: Committee members reviewed the Org Chart and recommended it for board approval
- c) Election of Officers: Committee reviewed the candidate list for organizational officer positions and will recommend approval of the following to the board:
 - a. Chairperson: Marcia Weber
 - b. Vice Chair: Chelsea Robertson
 - c. Secretary: Jack Wheeler
 - d. Treasurer: Mark Rogus
- d) Board Member Terms: Committee members reviewed the following list of board members whose terms expire in February 2022; it will be a three-year renewal recommendation to the board, new term ending February 2025:
 - a. Judy McIntosh
 - b. Marcia Weber
 - c. Steve Wilber
 - d. Howard Zingler

3. Overlash Procedure Review

Steve walked Committee members through the proposed Overlash Procedure/Policy. Discussion ensued with Committee suggesting penalty language be added. On a motion by Dave Hopkins, seconded by Jim Osborn, the Policy - with penalty language to be added - was approved by all.

4. CEO Search – Next Steps

Marcia presented information based on her interviews of two search firms that would carry out a search for a new CEO. These interviews were a follow-up to the interviews Mark performed in January. Committee engaged in lengthy discussion as to value and merits of each firm. Marcia recommended the ZRG search firm; on a motion by Jim Osborn, seconded by Dave Hopkins, and approved, the Committee recommended board approval of ZRG. Marcia also recommended the formation of an interview committee; all agreed.

5. Other – None.

With no other business to be discussed, the meeting was adjourned at 9:53 AM (Hayden/Osborn).

Submitted by
Steve Manning