



**CAPITALIZE ALBANY**  
CORPORATION

**Friday, December 12, 2014**

21 Lodge St.

9:00 a.m.

Capitalize Albany Corporation  
Governance/Nominating Committee

## Agenda

1. Review of minutes from November 19, 2014 meeting
2. President's Report
  - At-Risk Compensation Policy
3. Review Attainment of 2014 CAC Performance Goals via 2014 metrics reporting
  - Resolution 1-2014
  - 2015 Goals and Metrics Reporting spreadsheet
4. Review CAC Performance Goals 2015
  - 2015 Proposed Goals
5. Review Conflict of Interest Policy Declaration Forms Submitted
  - Conflict of Interest Declarations

Draft not approved

**Capitalize Albany Corporation  
Governance Committee Meeting  
MINUTES  
Wednesday, November 19, 2014**

The meeting of the Capitalize Albany Corporation Governance Committee was held at 9:00a.m., Wednesday, November 19, 2014 at 21 Lodge Street, Albany, NY.

The following were in attendance:

**Committee Members:**

Mark Sullivan, John Harris & David Parente

**Other:**

**Staff:**

Sarah Reginelli, Brad Chevalier, Mark Opalka and Amy Gardner.

Chairman Mark Sullivan called the meeting of the Capitalize Albany Corporation Governance Committee to order at 9:05a.m.

**Approval of Minutes for June 13, 2013 Governance Committee Meeting**

The Committee reviewed the minutes of the June 13, 2013 meeting. John Harris made a motion for approval. David Parente seconded. The Committee agreed unanimously to approve the minutes.

**Discussion of Board and Committee Appointments**

The Committee discussed the Board members with terms expiring at the end of 2014. The Committee agreed that the Board members with expiring terms should be asked to continue to serve. The attendance policy was discussed. Adding members to the Audit Committee and the Governance Committee was deliberated with the Committee recommending that one additional member be added to each Committee. Susan Pedo was recommended to serve on the Audit Committee and John Vero was recommended to serve on the Governance Committee. Staff advised the Committee that they would discuss the Committees' recommendations with Board Chair Michael Castellana who would ultimately make the appointments. The Committee also recommended that the membership of the Committees be periodically reviewed.

**Discussion of Compensation Policy**

Staff reviewed the metrics developed to measure staff performance for 2014 with the Committee. The Committee was of the opinion that the metrics were lacking and did not fully capture the successes of staff and the Corporation as a whole throughout the year. The Committee reviewed the staff-prepared suggested revisions of the metrics and recommended that the metrics for 2014 be updated and adopted by the Board. Staff advised the Committee that they would report out to the whole Board on 2014 using the revised metrics.

Draft not approved

**Other Business**

None.

There being no further business the Capitalize Albany Corporation Governance Committee meeting was adjourned at 10:15a.m.