



**CAPITALIZE ALBANY**  
**CORPORATION**

**Monday, November 21, 2016**  
21 Lodge Street, 12:30 p.m.

Capitalize Albany Corporation  
Governance/Nominating Committee

## Agenda

1. Review of minutes from October 20, 2016 meeting
2. Annual Performance & Compensation Review
  - a. Review Attainment of 2016 Performance Goals
  - b. Review 2017 Proposed Performance Goals
  - c. Review Reasonableness of Officer Compensation
3. Review of Conflict of Interest Declarations
4. Other Business
5. Executive Session

**Capitalize Albany Corporation  
Governance Committee Meeting  
MINUTES  
Thursday, October 20, 2016**

The meeting of the Capitalize Albany Corporation Governance Committee was held at 9:00 a.m., Thursday, October 20, 2016 at 21 Lodge Street, Albany, NY.

The following were in attendance:

**Committee Members:**

Mark Sullivan and David Parente

**Excused:**

John Harris

**Other:**

Thomas M. Owens, Esq.

**Staff:**

Sarah Reginelli and Chantel Burnash

Chairman Mark Sullivan called the meeting of the Capitalize Albany Corporation Governance Committee to order at 9:03 a.m.

**Approval of Minutes for December 9, 2015 Governance Committee Meeting**

The Committee reviewed the minutes of the December 9, 2015 meeting. Mark Sullivan made a motion for approval. David Parente seconded. The Committee agreed unanimously to approve the minutes.

**Annual Review of Policies**

**Review of Property Acquisition and Disposition Policies**

Counsel reviewed the current property acquisition policy with the Committee. Counsel informed the Committee that he had reviewed the existing policy against legal requirements, and no change was recommended. A motion to recommend that the Board approve the current policy was made by Mark Sullivan and seconded by David Parente. A vote being taken, the motion passed unanimously.

Counsel reviewed the current property disposition policy with the Committee. Counsel informed the Committee that he had reviewed the existing policy against legal requirements, and no change was recommended. A motion to recommend that the Board approve the current policy was made by Mark Sullivan and seconded by David Parente. A vote being taken, the motion passed unanimously.

Verify Current Public Documents on Website

Staff advised the Committee that Staff has been refreshing and updating the Corporation's website. Staff informed that Committee that it had verified current public documents postings on the Corporation's website.

Review Procurement Policy

Counsel reviewed the current procurement policy with the Committee. Staff informed the Committee that the thresholds of the existing policy are currently deemed appropriate.

Review Mission Statement

The Committee reviewed the current mission statement and proposed having a discussion at the November Board meeting to seek input from the Board of Directors on a revised mission statement.

**Review Board and Committee Appointments**

The Committee reviewed the Board members with terms expiring at the end of 2016. Three members (Susan Pedo, Dorsey Whitehead, and Robert Jones) are up for nomination in 2017. Dr. Robert Jones is not seeking reappointment. The Committee discussed the nomination of Dr. James Stellar, interim President of SUNY Albany, to the Board of Directors. The Committee discussed the importance and value of having the President of SUNY Albany on the Board.

A motion to nominate Susan Pedo and Dorsey Whitehead for election by the Members at the November annual member meeting and a motion to nominate James Stellar for election, pending Board review of his CV, by the Members at the November annual member meeting was made by Mark Sullivan and seconded by David Parente. The Committee also reviewed the membership of the committees.

**Other Business**

None.

There being no further business the Capitalize Albany Corporation Governance Committee meeting was adjourned at 10:04 a.m.