

County of Chautauqua Industrial Development Agency (CCIDA), Chautauqua Region Economic Development Corporation (CREDC) & Chautauqua County Capital Resource Corporation (CRC)

**AUDIT & FINANCE COMMITTEE MEETING**

201 W Third, Jamestown, NY

August 22, 2023

9:10 a.m.

**CCIDA Staff Present:**

Mark Geise, CEO

Richard Dixon, CFO

Kayla Strandburg, Controller

Nate Aldrich – CCIDA Staff

Rosie Strandburg – CCIDA Staff

Jeanette Lo Bello – CCIDA Staff

**Committee Members Present:**

Gary Henry

Sagan Sheffield-Smith

**Also Present:**

Julie Marshall – Harris Beach

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Gary Henry

Good Morning. I would like to call to order the Audit & Finance Committee meeting for the CCIDA, CREDC and CRC. We are at the BWB Building, 201 West Third Street, Jamestown NY and also electronically via livestream. It is approximately 9:10 a.m. on August 22, 2023. We would like to start with approval of the minutes from the February 21<sup>st</sup> meeting which we should have had a chance to review ahead of this meeting. I will make a motion to approve the meeting minutes. Do we have a second?

Sagan Sheffield-Smith

I'll second Gary.

Gary Henry

All in favor say Aye.

Board

Aye. Unanimous.

Gary Henry

Opposed? Motion carried. We will start right in with our Policy Review. It's going to be presented by Julie.

Mark Geise

I can say a few words if you want –to key it up Julie.

Julie Marshall

Yup. Go ahead.

Mark Geise

Obviously we are all aware that the ABO did a review of the IDA's internal policies. They found a number of policies that we needed to revise or amend or new policies that we needed to approve for the Board. So, we have been working with Harris Beach for over a year now but I would say working on these policies for the last five or six months and getting them reviewed and tuned up. Today, we are going to just talk at a high level about them. All of the committee members have copies of the policies and we are not going to do anything today at the board meeting. We are not going to approve them. We are just going to talk about them. It will give the committee members a full month to review them, ask questions and for us to make any revisions, etc. - before the next board meeting in September. For the Audit & Finance Committee we have one amended and restated policy-that's the Investment & Deposit Policy. We actually have five new policies- The Committee Charter, the Credit Card Policy, the Board Member Compensation Reimbursement & Attendance Policy and the Accounting Policy. Is there any more than that? The one we were just talking about earlier Rich, or is that the Accounting Policy?

Rich Dixon

That's the Accounting Policy.

Mark Geise

I just wanted to make sure. So, there are four new ones and one amended and restated one. With that Julie if you want to talk about them more the floor is yours.

Julie Marshall

So, the first thing is the Audit & Finance Committee Charter. Those are required charters for both Audit & Finance & Governance. We will talk about Governance later. So, we have in front of you an Audit & Finance Committee Charter for your review- comments, questions. This pretty much sets forth what the responsibility and the charges of the committee are. Generally Audit and Finance handles those fiduciary related activities that should come before the board. So, you're going to appoint the auditor, you will be responsible for reviewing the Audit and recommending its approval to the full board if you so choose. You will also be responsible for reviewing any policies that come before you or policy changes that have to do with the fiduciary responsibility of the agencies. I will say agencies collectively for all three entities. That's how in the policies we've structured things-so that all three entities will have the same policy. It's easier, it's more consistent. You're pretty much doing the same thing just wearing different hats for different days. Questions on the charter?

Mark Geise

You'll notice that we have also included the mission statements and the performance evaluation metrics right up front in our packets that we're looking at. I want to invite the committee members to look at those and see if

there is anything that jumps out that you would like to change as well. I should have said that up front-so the committee charter.

Rich Dixon

The only thing I would like to say about the charter was that previously Julie, while we didn't have a charter, we had two separate committees- an Audit Committee & a Finance Committee. The sole mission of the Finance Committee was review proposals for the issuance of debt. That is included in this now. That should streamline things.

Julie Marshall

It's common. Most of the other IDA's and local development corporations that we work with here at Harris Beach have an Audit & Finance Committee combined. So, this is not unprecedented.

Mark Geise

That makes sense.

Julie Marshall

Ok.

Mark Geise

The Credit Card Policy.

Julie Marshall

This Credit Card Policy is a result of the ABO – this is a new policy. They want to make sure that you've got all of your receipts that accompany your charges and what the credit card can be used for. That's simply all that policy states-who can use it, what staff members are able to use it, the credit limit authorizations, allowable expenses, not allowed expenses and then just the process for which the cards are going to be paid. I think Rich you worked with your bank to get everything broken out by entity for the credit cards, is that correct?

Rich Dixon

The credit cards are by employee. The statements used to come electronically. Now, they come by mail and we pay by check, not by debit. We are doing that now. We have been reviewing the cost sharing agreement that the Erie County IDA has. It's a very small thing. I think we actually do a better job, but ours wasn't in writing so we are going to review that and have that ready for September. It's a very small document. We will have that done for the cost sharing Julie. We only have one credit card per one person. We can't have three credit cards, CREDC, CRC and IDA – it makes no sense.

Julie Marshall

Yup. Any other comments on that policy? The next policy that is new is the Board Member Compensation Reimbursement and Attendance Policy. This is a new policy. It is a policy that is used by most all IDA's and local development corporations. It is pretty straight forward. It says that you're going to serve- the members

will serve on the IDA, CREDC and CRC at no compensation, no salary but you will receive reimbursement for expenses in accordance with the travel, conference meals and entertainment policy.

Mark Geise

Pretty straight forward.

Julie Marshall

Yup. The Accounting Policy is also a new policy. This is also something that was recommended again as a result of the ABO review. Rich is working on that. I know that will be presented at the September meeting.

Rich Dixon

We will email that to all the board members committee tomorrow or today –Sagan and I.

Mark Geise

I want to review it too.

Rich Dixon

Yes. We will give it to you first Mark.

Mark Geise

In the next few days. Do you want to talk about the Investment and Deposit Policy? I know maybe there was some amendments made- I don't know if you recall what those were exactly. I'm sure it was substantive but...

Julie Marshall

It wasn't substantive and I think it was just that we did an overall review of that particular policy. We didn't have any recommendations for changes. I think we just gave it a review to make sure that it was compliant so no recommended changes on that.

Mark Geise

Ok.

Julie Marshall

So, those are all the policies for the Audit & Finance Committee for review.

Mark Geise

I think maybe what we should do is that we will meet again next month at the same time and the same place and go through them again-one last time to make sure that we are all copasetic and then we will take it to the Board Meeting. I believe there is going to be one resolution for the IDA and the other two affiliated entities. So, one resolution for each one them. I think that is how it's going to go right Julie? Or do you think it will be one resolution at the IDA level?

Julie Marshall

Actually, I think we do it as one omnibus resolution so it covers all there entities and it covers all policies, all charters and its one ginormous, for lack of a better word- one resolution that covers it all.

Mark Geise

Ok. I didn't know if we needed to do it at each entity.

Julie Marshall

I don't believe so. We will double check that one with Bob but it is historically done as one resolution.

Mark Geise

Ok.

Gary Henry

Is that it for the Audit & Finance Committee Meeting? Do you have anything Sagan?

Sagan Sheffield-Smith

I don't.

Mark Geise

Why don't we close the meeting and then shut down and restart it?

Gary Henry

Can we have a motion to close the Audit & Finance Committee Meeting?


Sagan Sheffield-Smith

So moved.

Gary Henry

I'll second it. We will consider the meeting closed and we will continue with another meeting next month.

The meeting is adjourned. This meeting is adjourned at 9:22 a.m.



Secretary



Chairman