

**CIVIC CENTER MONROE COUNTY
BOARD OF DIRECTORS
MEETING MINUTES
March 21, 2013**

Time & Place: 10:00 A.M.
Watts Conference Center
Fitzhugh Street
Rochester, New York

Board Present: Charles Stuart, President; Ray DiRaddo; Aaron Sperano; Tony Feroce (County Executive Representative).

Others Present: Marilyn Pettinger; Richard Bell, Randy Shepart; Members of the Public.

1. CALL TO ORDER

Attendance was taken and the meeting was called to order at 10:10 A.M. by President Charles Stuart.

2. PUBLICATION OF MEETING

Notification of the meeting was published in the Rochester Business Journal on February 1, 2013.

3. APPROVAL OF PREVIOUS MEETING MINUTES

A motion was made by Ray DiRaddo and seconded by Aaron Sperano to approve the January 2013 meeting minutes. Motion Passed unanimously.

4. PUBLIC COMMENT PERIOD

There were no comments from the public.

5. ELECTION OF OFFICERS

A motion was made by Ray DiRaddo and seconded by Aaron Sperano to elect the following slate of officers for a one-year term:

- (a) President - Charles Stuart
- (b) Vice President - Ray DiRaddo

(c) Secretary - Aaron Sperano

The motion passed unanimously.

6. COMMITTEE APPOINTMENTS

A motion as made by Ray DiRaddo and seconded by Aaron Sperano to appoint the following Committee members:

(a) Governance: Aaron Sperano (Chair), Charles Stuart, Ray DiRaddo, Anthony Feroce

(b) Audit: Ray DiRaddo (Chair), Charles Stuart, Aaron Sperano, Anthony Feroce

(c) Finance: Anthony Feroce (Chair), Ray DiRaddo, Aaron Sperano, Charles Stuart

The motion passed unanimously.

7. DESIGNATION OF OFFICIAL PUBLICATION

A motion was made by Ray DiRaddo and seconded by Ray DiRaddo to designate the Rochester Business Journal and/or The Daily Record as the official publication. The motion passed unanimously.

8. RECESS FOR COMMITTEE MEETINGS

Separate minutes were prepared for each committee meeting.

9. RECONVENE

The meeting was called back to order by Charles Stuart.

10. REPORT FROM MANAGEMENT

a. Garage Revenue

Richard Bell circulated a report to the Board regarding year-to-date garage revenue.

b. Garage Repairs

Richard Bell updated the Board on the status of the renovations to the Civic Center Garage.

11. REPORT FROM COUNSEL

Mr. Townsend reported that he had reviewed the Corporation's website to ensure compliance with State law.

12. AUDIT COMMITTEE REPORT

(a) Ray DiRaddo reported that the Audit Committee met earlier and received a presentation from Bonadio regarding the 2012 audit, noting that there were no issues of concern and that the corporation received an unqualified audit opinion. A motion was made by Charles Stuart and seconded by Aaron Sperano to approve and adopt the 2012 Audit. The motion passed unanimously.

(b) Ray DiRaddo reported that the Committee had recommended the re-adoption of the business and travel expense policy and the credit card policy. A motion as made by Ray DiRaddo and seconded by Aaron Sperano to re-adopt those policies for an additional year. The motion passed unanimously.

11. FINANCE COMMITTEE REPORT

Anthony Feroce reported that he presented the budget and financial report to the Committee indicating that the corporation was operating within budget. A motion was made by Ray DiRaddo and seconded by Charles Stuart to accept the Finance Committee Report. The motion passed unanimously.

12. GOVERNANCE COMMITTEE REPORT

Aaron Sperano reported that the Governance Committee met earlier and discussed the following:

(i) Annual Disclosure Statements. Annual disclosure statements needed to be completed by all Board Members by April 15, 2013.

(ii) Annual Report. Mr. Bell presented the Annual Report to the Committee which included the following contents:

- Board Self Evaluation
- Mission Statement
- Operations and Accomplishments
- Performance Measures Report
- Audited Financial Report
- Financial Plan (Budget)
- Procurement Report
- Effectiveness of Internal Controls

A motion was made by Charles Stuart and seconded by Ray DiRaddo to approve and adopt the Annual Report and all of its contents therein. The motion passed unanimously.

(iii) Investment Report. Mr. Sperano reported that the Committee had reviewed the Annual Investment Report and recommended its adoption. A motion was made by Charles Stuart and seconded by Ray DiRaddo to approve and adopt the Investment Report. The motion passed unanimously.

(iv) Property Report. Mr. Sperano indicated that the Committee had reviewed the annual Property Report and recommended its adoption. A motion was made by Charles Stuart and seconded by Ray DiRaddo to adopt and approve the Property Report. The motion passed unanimously.

(v) Re-Adoption of Policies and Procedures. The Committee reviewed the current policies and procedures and recommended the re-adoption of the following:

- Business and Travel Expenses
- Credit Card Policy
- Code of Ethics
- Freedom of Information
- Internal Controls and Financial Accountability
- Investment Policy
- Non-Collusion
- Policy for Tracking Inventory and Disposal of Assets
- Public Comment Period
- Purchasing Policy
- Responsibilities of Members and Officers
- Whistleblower Policy

A motion was made by Charles Stuart and seconded by Ray DiRaddo to re-adopt the aforementioned policies and procedures. The motion passed unanimously.

(vi) Re-adoption of By-Laws. Mr. Sperano indicated that the Committee had recommended the re-adoption of the corporation's By-Laws. A motion was made by Charles Stuart and seconded by Ray DiRaddo to re-adopt the corporation's By-Laws. The motion passed unanimously

13. MEETING DATES

Mr. Stuart indicated that Board meetings had been scheduled for the remainder of 2013 as follows:

July 18, 2013 – 9:15 A.M.

October 10, 2013 – 9:15 A.M.

14. OTHER BUSINESS

There was no other business before the Board.

15. ADJOURNMENT

A motion was made by Ray DiRaddo and seconded by Aaron Sperano to adjourn the meeting. The meeting was adjourned at 10:35 a.m.