

**CIVIC CENTER MONROE COUNTY  
BOARD OF DIRECTORS  
ANNUAL MEETING MINUTES  
March 29, 2012**

Time & Place: 9:30 A.M.  
Watts Conference Center  
Fitzhugh Street  
Rochester, New York

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

Others Present: M. Pettinger; D. Mackey; K. Pink; Members of the Public.

**1. CALL TO ORDER**

Attendance was taken and the meeting was called to order at 10:05 A.M. by President Hank Stuart.

**2. PUBLICATION OF MEETING**

Notification of the meeting was published in the Rochester Business Journal on February 10, 2012.

**3. APPROVAL OF PREVIOUS MEETING MINUTES**

**A motion was made by A. Sperano to approve the January 19, 2012 meeting minutes. Seconded by R. DiRaddo. Motion Passed 3-0.**

**4. PUBLIC COMMENT PERIOD**

H. Stuart indicated that no one had signed up to address the Board and asked if there was anyone wishing to do so. There were no speakers.

**5. ELECTION OF OFFICERS**

- a. **President – R. DiRaddo nominated H. Stuart for the position of President. Seconded by A. Sperano. No other nominations were made and H. Stuart was unanimously elected President.**
- b. **Vice President – H. Stuart nominated R. DiRaddo for the position of Vice President. Seconded by A. Sperano. No other nominations were made and R. DiRaddo was unanimously elected Vice President.**

- c. **Treasurer – R. DiRaddo nominated H. Stuart for the position of Treasurer. Seconded by A. Sperano. No other nominations were made and H. Stuart was unanimously elected Treasurer.**
- d. **Secretary – H. Stuart nominated A. Sperano for the position of Secretary. Seconded by R. DiRaddo. No other nominations were made and A. Sperano was unanimously elected Secretary.**

**6. COMMITTEE APPOINTMENTS**

**a. Governance Committee**

H. Stuart appointed A. Sperano Chairman of the Governance Committee and, R. DiRaddo, T. Feroce, M. Townsend and H. Stuart as committee members.

**b. Audit Committee**

H. Stuart appointed R. DiRaddo as Chairman of the Audit Committee and A. Sperano, T. Feroce and H. Stuart as committee members.

**c. Finance Committee**

H. Stuart appointed T. Feroce as Chairman of the Finance Committee and A. Sperano, R. DiRaddo and H. Stuart as committee members.

**7. DESIGNATION OF OFFICIAL PUBLICATIONS**

**R. DiRaddo made a motion to designate The Rochester Business Journal and/or The Daily Record as the official publications of the Corporation. Seconded by A. Sperano. Motion Passed 3-0.**

**8. RECESS FOR COMMITTEE MEETINGS**

**H. Stuart made a motion to recess for Committee meetings. Seconded by A. Sperano. Motion Passed 3-0.**

**9. RECONVENE**

The meeting was called back to order by H. Stuart.

## **10. REPORT FROM MANAGEMENT**

### **a. Garage Revenue**

D. Mackey reviewed the monthly and year to date garage revenue with the Board. Revenue was up approximately \$26,000 in 2011 but is down slightly in 2012.

### **b. Repairs**

Repairs to the garage are progressing as expected and will continue into 2013. The drainage repairs are near completion.

### **c. First Niagara Bank**

HSBC is currently designated as a banking service provider. It has been acquired by First Niagara and therefore an authorization from the Board is required to continue the banking relationship.

**R. DiRaddo made a motion to approve First Niagara to provide banking services to the Corporation. Seconded by A. Sperano. Motion Passed 3-0.**

## **11. REPORT FROM COUNSEL**

D. Mackey indicated that he had spoken with M. Townsend and no legal actions were pending.

## **12. AUDIT COMMITTEE REPORT**

### **a. 2011 Audit**

R. DiRaddo reported that the Audit Committee had met earlier and received a presentation from the Auditor for the 2011 Annual Audit. There were no issues of concern and the Corporation received an “unqualified audit opinion”. The Auditor indicated that Civic Center does not have the type of investments that require separate reporting under PAAA and therefore a separate audit was not performed. The Committee recommended that the Board approve the Audit Report.

**H. Stuart made a motion to approve the 2011 Annual Audit. Seconded by A. Sperano. Motion Passed 3-0.**

**b. Business and Travel Expense Policy**

R. DiRaddo reported that the Audit Committee reviewed the Business and Travel Expense Policy and recommends its re-adoption to the Board.

**R. DiRaddo made a motion to re-adopt the Business and Travel Expense Policy. Seconded by A. Sperano. Motion Passed 3-0.**

**c. Credit Card Policy**

R. DiRaddo indicated that the Audit Committee reviewed the Credit Card Policy and recommends its re-adoption to the Board.

**R. DiRaddo made a motion to re-adopt the Credit Card Policy. Seconded by A. Sperano. Motion Passed 3-0.**

**13. FINANCE COMMITTEE REPORT**

T. Feroce reported that the Finance Committee met earlier and were provided an interim budget report. Results are within the Budget plan.

**14. GOVERNANCE COMMITTEE REPORT**

A. Sperano reported that the Governance Committee had met earlier and discussed the following:

**a. Annual Disclosure Statements**

Annual disclosure statements need to be completed and submitted by mid-April.

**b. Board Training**

Members of the Board of Directors have completed training in accordance with State requirements.

**c. Acknowledgement of Fiduciary Duties and Responsibilities**

Directors have completed the required Acknowledgement of Fiduciary Duties and Responsibilities.

**d. Annual Report**

The Annual Report was presented to the Committee. Among other information the Report includes sections on Operations and Accomplishments, Mission Statement, Performance Measures, Financial

Plan, Procurements, Board Self Evaluation, and a Statement on the Effectiveness of Internal Controls. The Audited Financial Statements will be added to the report as an attachment. The report will be placed on the Corporation's web site and used to complete reporting to the State. The Committee recommended that the Board adopt the Annual Report.

**A. Sperano made a motion to adopt the Annual Report and the contents therein including the following:**

- **Board Self Evaluation Summary Report**
- **Mission Statement**
- **Operations and Accomplishments**
- **Performance Measures Report**
- **Financial Plan**
- **Procurement Report**
- **Audited Financial Statements and Report**
- **Statement on the Effectiveness of Internal Controls**

**Seconded by R. DiRaddo. Motion Passed 3-0.**

**e. Investment Report**

The Committee reviewed the Annual Investment Report and recommended its adoption.

**R. DiRaddo made a motion to adopt the Investment Report. Seconded by A. Sperano. Motion Passed 3-0.**

**f. Property Report**

The Committee reviewed the Annual Property Report and recommended its adoption.

**R. DiRaddo made a motion to adopt the Property Report. Seconded by A. Sperano. Motion Passed 3-0.**

**g. Re-Adoption of Policies and Procedures**

The Committee reviewed the current policies and procedures and recommended the re-adoption of the following:

- a. Code of Ethics
- b. Freedom of Information
- c. Internal Controls and Financial Accountability
- d. Investment Policy
- e. Non Collusion

- f. Policy for Tracking Inventory and Disposal of Assets
- g. Public Comment Period
- h. Purchasing Policy
- i. Responsibilities of Members and Officers
- j. Whistleblower Policy

**R. DiRaddo made a motion to re-adopt the policies as listed. Seconded by A. Sperano. Motion Passed 3-0.**

**h. Designations**

The Committee recommends the following designations;

- a. Contracting Officer – Hank Stuart or Dick Mackey
- b. Check signing – Dick Mackey and Tony Feroce (2 signatures required).
- c. Contracts and amendment signatures – Any two of the following individuals unless otherwise authorized by the Board of Directors: President; Management Consultant (D. Mackey); Legal Counsel (M. Townsend); and Monroe County Controller.
- d. Records Access Officer – Dick Mackey
- e. Invoice Approvals - Any two of the following individuals: President; Management Consultant (D. Mackey); Legal Counsel (M. Townsend); and Monroe County Controller.

**A. Sperano made a motion to authorize the designations as listed. Seconded by R. DiRaddo. Motion Passed 3-0.**

**15. CONTRACTS**

The Directors and Officers Liability Insurance is due for renewal on July 17, 2012. It was requested that the Board authorize an expenditure of \$114 to extend the coverage to August 1, 2012.

**R. DiRaddo made a motion to authorize the expenditure on \$114 to extend the Directors and Officers Liability Insurance to a renewal date of August 1, 2012. Seconded by A. Sperano. Motion Passed 3-0.**

**16. MEETING DATES - 2012**

Board Meetings have been scheduled for the remainder of 2012.  
Each will include Governance, Finance and Audit Committee Meetings.

July 12, 2012 - 9:30 A.M (**Revised Date**).  
October 18, 2012 - 9:30 A.M.

**17. OTHER BUSINESS**

There was no other business

**18. ADJOURNMENT**

**R. DiRaddo made a motion to adjourn. Seconded by A. Sperano.** The meeting was adjourned at 10:35 A.M.