

**Tioga County Industrial Development Agency Governance Committee
Self-Evaluation Performance Summary of 2025**

2025 Governance Committee Members Jon Ward, Eric Knolles

The purpose of the Tioga County Industrial Development Agency (TCIDA) Governance Committee is to keep the Board of Directors informed of current best practices in corporate governance, to review corporate governance trends for the applicability to the TCIDA, to update the TCIDA on corporate governance principles and governance practices and to advise those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

The TCIDA Governance Committee is comprised of three independent members who are appointed by and serve at the discretion of the TCIDA Board of Directors. The committee consists of the Chairperson of the TCIDA Board of Directors, as chair, and two other directors nominated by the committee chair and confirmed by the Board of Directors. Mari Townsend was appointed by the board of directors to serve on the governance committee in February of 2023. Mari Townsend resigned the board February 1st 2025. In the year 2025, none of the Governance Committee members have engaged in any private business transactions with the TCIDA or received compensation from any private entity that has a material business relationship with the TCIDA. Nor has any immediate family member of the Governance Committee engaged in private business transactions with the Agency or received compensation from an entity that has material business relations with the TCIDA. None of the Committee members are employed by the Agency or have an immediate family member who is an employee of the Agency. Barbara Case was appointed to the TCIDA Board of Directors September 13, 2025, by the Tioga County Legislature. Martha Sauerbrey resigned from the IDA Board of Directors Effective December 31st, 2025.

The TCIDA Governance Committee made reports on its actions and recommendations to the TCIDA Board of Directors. The By-Laws, Code of Ethics, Defense & Indemnification Policy, Procurement Policy, Property Disposition Policy, Whistle Blowers Protection Policy, the Employee Handbook, Conflict of Interest Policy and Governance Committee Charter were reviewed. The TCIDA Governance Committee recommended modifications to the TCIDA Bylaws which included adding the term “consultant” to all sections where “Business Administrator” is listed. Committee meetings were changed to be held annually instead of quarterly. The Governance Committee self-evaluation was provided to the Board of Directors prior to the January regular meeting and scheduled for approval at the January 2025 annual meeting.

The Governance Committee has developed the TCIDA governance practices addressing transparency, independence, accountability, fiduciary responsibilities and management oversight. The Committee has provided to the Tioga County Legislature the competencies and personal attributes required of the Directors in order to assist the Legislature in appointing members to the TCIDA who are qualified individuals.

The following policies, charter & slate of officers and committee members were reviewed by the Governance Committee in December 2025 with any recommendations for changes to be approved at the January 2026 annual and regular board meeting.

- 2026 Slate of Officers & Committee Members
- By-Laws – Recommends modifying the definition of contracting officer. Article Bylaw articles will be reviewed to ensure the corresponding articles and references are correct in section 4-7.
- Code of Ethics – No changes
- Defense & Indemnification Policy – No changes
- Procurement Policy – It was recommended to modify the procurement policy to increase purchase limit of \$500.00 to \$999.00 and \$501 to \$1000.00.
- Property Disposition Policy – Recommends the definition of 'contracting officer' to be modified.
- Whistle Blowers Policy – No changes
- Employee Handbook – No changes
- Governance Committee Charter – No changes
- Project Policy Manual – No changes
- Conflict of Interest – No changes
- TCIDA Sexual Harassment Policy – No changes

In summary, the Governance Committee of the TCIDA has acted in accordance with the purpose and responsibilities outlined in the Governance Committee Charter.