

**CORTLAND COUNTY BUSINESS DEVELOPMENT CORP.
DIRECTOR ATTENDANCE POLICY
APPROVED DECEMBER 2015**

Governing Boards have certain legally required duties, including duties of care, loyalty and obedience. Boards should ensure strong, effective organizations, ethical operations and approaches to corporate governance

Duties of a director of the Business Development Corp. include:

- To represent the organization's point of view through interpretation of its programs and services, and advocacy for them
- Govern the organization by establishing a mission, as well as broad policies and objectives, including the implementation of programs and services, and ensuring the organization's capacity to carry out programs by reviewing its work
- Acquire sufficient resources for the organization's operations to ensure that programs and services are adequately financed
- Account to the public for the programs and services of the organization and expenditures of its funds, including fiscal accountability for the budget, and oversight of spending
- Assess the Corporation's own performance, as well as that of staff

To properly govern, the director is expected to attend meetings. An attendance problem occurs if any of the following conditions exist concerning a director's attendance at meetings of the Corporation:

- A director has two un-notified absences in a row ("un-notified" means the director did not call ahead to a reasonable contact in the organization before the upcoming meeting to indicate they would be absent from the upcoming meeting).
- The director misses one third of the total number of meetings of the Corporation in a twelve-month period.

If an attendance problem exists regarding a director, the Chairman will contact the director to discuss the problem. The director's response will be shared by the Chairman with the entire Corporation, which will decide what actions to take regarding the director's participation with the Corporation. If the Corporation decides that a director should be asked to resign, the Chairman will request a letter of resignation from the director. If the director resigns, the Corporation will promptly initiate a process to begin recruiting a new director.