

**Ballston Spa Country Club
Executive Committee Meeting Minutes**

Held: 11/25/2013

Meeting Commenced: 9:00 AM at the Malta Diner.

Members Present: Harry Talmon, Mike Zegarelli, Paul Steves, Dave Runyon and Bill Tucker

Members Absent: Mark Cacozza,

Others Present: None

Minutes from the Oct 21 Executive Committee meeting had been approved previously by internet vote and posted to the website.

Continued the discussion from the last meeting on the Executive Committees responsibility to establish a Code of Ethics that would govern the BOD. The Code of Ethics is to be signed by each Officer and Director as a condition of accepting the position. Bill had provided three examples of online examples of a Code of Ethics that we could use as a guide after the last meeting for members to review. Discussed each of the examples and the consensus was that they may be too voluminous. Harry provided a scaled down version that he developed from the guides provided. After review the Executive Committee approved adopting the Code of Ethics for the Officers and Directors. Harry will present at the next meeting of the BOD.

Committee moved to Executive Session to discuss compensation reviews and the recommendations to the BOD on compensation recommendations.

Dave brought up the fact that this Committee shall also serve the Board in the capacity of an Internal Controls Committee, and as such maintain adequate separation of duties with the Finance Committee. An ad-hoc Audit Committee established last year was supposed to address some of the internal control concerns but it never got off the ground. More work needs to be done in this area to insure compliance with the by-laws.

Next meeting date will be established once the BOD sets there schedule. The Executive Committees intent is to meet the week prior to the BOD.

Meeting was adjourned at 9:45 AM.

Respectfully Submitted,
Paul Steves

