

**QUONSET DEVELOPMENT CORPORATION
GOVERNANCE COMMITTEE MEETING**

October 17, 2005

A meeting of the Governance Committee of the Quonset Development Corporation was held at 4:00 p.m. on Monday, October 17, 2005 at the offices of the Corporation located at 30 Enterprise Drive, North Kingstown, Rhode Island, pursuant to notice to all members of the Governance Committee and a public notice of the meeting as required by applicable Rhode Island law.

The following directors constituting a quorum were present and participated throughout the meeting as indicated: Kas R. DeCarvalho, John A. Patterson, Sav Rebecchi and M. Paul Sams. E. Jerome Batty, Secretary of the Corporation, was also in attendance.

1. CALL TO ORDER

The meeting was called to order by the Chair, Mr. DeCarvalho, at 4:00 p.m.

2. APPROVAL OF MINUTES

Upon motion duly made by Mr. Sams and seconded by Mr. Rebecchi, the Committee:

VOTED: To approve the minutes of the meeting of August 15, 2005 as presented to the Committee.

Voting in favor were: Mr. DeCarvalho, Mr. Patterson, Mr. Rebecchi and Mr. Sams.

Voting against were: none.

Unanimously Approved.

The Committee discussed the process for approving minutes and reached an understanding that minutes would be prepared by the Secretary, Mr. Batty and distributed to members for review and comment. Unofficial minutes will be posted with the Secretary of State's office once the members have reviewed the minutes. Minutes will be approved at the next scheduled meeting of the Committee.

3. COMPLIANCE WITH RHODE ISLAND'S OPEN MEETINGS ACT A GUIDE FOR LOCAL OFFICIALS

Members of the Committee reviewed and discussed the COMPLIANCE WITH RHODE ISLAND'S OPEN MEETINGS ACT A GUIDE FOR LOCAL OFFICIALS. The members of the Committee concurred that it would be appropriate to distribute the Guide to other members of the Board of Directors.

4. DISCUSSION OF OPEN MEETINGS REQUIREMENTS

The Committee reviewed requirements with respect to minutes of Board meetings. Under the Open Meetings Law, the record of every vote taken at a meeting listing how each member voted on each issue must be available to the public at the public body's office within two (2) weeks of the date of the vote. In addition, the "unofficial minutes" must be available within thirty-five (35) days of the meeting or by the next regularly scheduled meeting, whichever is earlier. With respect to board minutes, since there are monthly meetings, it is anticipated that the minutes would be approved and filed with the Secretary of State's office within the thirty-five (35) day period.

5. PRIVACY AND CONFIDENTIALITY ISSUES

The Committee discussed the appropriate procedure for marking documents "confidential" and the use of executive sessions. To the extent that materials relating to an executive session are delivered to members of the Board, those materials should be marked "confidential".

6. CONFLICTS OF INTEREST

The Committee discussed various aspects of conflicts and appropriate manners in which to address potential conflicts. The Committee felt it would be appropriate to contact the State Ethics Commission and the Attorney General's Office to inquire as to what materials are available for distribution to members of the Board. The Committee also discussed the possibility of having a representative of the Attorney General's office address the Board.

The Committee reviewed the appropriateness of providing for a code of confidentiality and ethics which would be adopted by the Board and signed by each Board member. Mr. Patterson pointed out that these issues were addressed in the documents adopted by the working group which developed the legislation for Quonset Development Corporation.

7. MOTION TO EXTEND THE TIME PERIOD FOR VOTING ON COMMITTEE MINUTES

Based upon the Committee's agreement that it would not hold another Committee meeting until December:

Upon motion duly made by Mr. Patterson and seconded by Mr. Rebecchi, the Committee:

VOTED: To extend the period of time for voting on the Committee minutes until the next scheduled meeting of the Governance Committee. The unofficial minutes will be available at the Corporation within thirty-five (35) days of the meeting.

Voting in favor were: Mr. DeCarvalho, Mr. Patterson, Mr. Rebecchi and Mr. Sams.

Voting against were: none.

Unanimously Approved.

8. MOTION TO ADJOURN

There being no further business to come before the Governance Committee, upon motion duly made by Mr. Rebecchi and seconded by Mr. Patterson the meeting was adjourned at 5:00 p.m.

Respectfully submitted by:

By: 
E. Jerome Batty, Secretary