

MINUTES of the **GOVERNANCE COMMITTEE MEETING** of the **ERIE COUNTY WATER AUTHORITY** held in the office, 295 Main Street, Room 350, Buffalo, New York, on the 24th day of January 2019.

PRESENT: Jerome D. Schad, Chairman
Mark S. Carney, Vice Chairman
E. Thomas Jones, Treasurer
Terrence D. McCracken, Secretary to the Authority
Margaret A. Murphy, Attorney
Robert J. Lichtenthal, Jr. Deputy Director
Russell J. Stoll, Executive Engineer
John J. Mogavero, Chemist/Chief WTPO
Joseph T. Burns, Deputy Administrative Director
Karen A. Prendergast, Comptroller
Daniel J. NeMoyer, Director of Human Resources
Jacqueline Mattina, Deputy Associate Attorney
Sabrina Figler, Director of Water Quality
Steven V. D'Amico, Business Office Manager
Anthony Alessi, Claims Rep/Risk Manager
Matthew Barrett, Security Officer

CALL TO ORDER AT 9:30 A.M.

PLEDGE TO THE FLAG

I. - ROLL CALL

II. - READING OF MINUTES

Motion by Mr. Carney seconded by Mr. Jones and carried to waive the reading of the Minutes of the Governance Committee Meeting held on December 20, 2018.

DISCUSSION

None

VOTE

Ayes: Three; Commrs. Schad, Carney and Jones

Noes: None

III. - APPROVAL OF MINUTES

Motion by Mr. Carney seconded by Mr. Jones and carried to approve the Minutes of the Governance Committee Meeting held on December 20, 2018.

DISCUSSION

VOTE

Ayes: Three; Commrs. Schad, Carney and Jones

Noes: None

IV. – REPORTS

V. - UNFINISHED BUSINESS

T-2 ADOPTION OF POLICY NO. 96.0 (ITEM NO. 15 4/19/18)

Motion by Mr. Schad seconded by Mr. Carney to remove from the Table

DISCUSSION

Mr. Schad advised this is a moot point because of the Authority's Open Meetings.

VOTE

Ayes: Three; Commrs. Schad, Carney and Jones

Noes: None

T-11 AMENDMENT TO THE AUTHORITY'S CODE OF ETHICS RELATING TO CONDUCT OF COMMISSIONERS AND FORMER COMMISSIONERS ITEM NO. 7 6/28/18)

GT1 AMENDMENT OF BY-LAWS

Motion by Mr. Schad to suspend this matter as it is addressed in Item 3 below

DISCUSSION

None

VOTE

Ayes: Three; Commrs. Schad, Carney and Jones

Noes: None

VI. - NEW BUSINESS

1. Resolution to Rescind of Any and all Prior Resolutions Purporting to Delegate Certain Final Employment Decisions to Various Management Staff (Item 22 – 12/2018)

DISCUSSION

Mr. Schad requested to suspend the rules on Item 1 in order to have a discussion on Item 2 as it addresses the same topic. There were no objections.

2. Proposed Policy No. 92

DISCUSSION

Ms. Mattina distributed a proposed amended Policy No. 92, Employment Opportunity Posting and Hiring and advised that this amendment breaks down the hiring process by position, competitive/non-competitive/exempt, and this would be the procedure used to hire each position depending on classification.

Mr. Schad advised that he asked Legal to research this matter to address the issue that was raised by Mr. Jones by a policy change

Mr. Jones thanked Mr. Schad for merging the two items. Mr. Jones advised he has many issues, one being the perception of behind the scenes kinds of thing going on instead of an open process. Mr. Jones advised that this policy does not address promotions, terminations and demotions, but only covers the hiring aspects.

Mr. Jones suggested getting input from the Authority's new executive director. He did note that Mr. McCracken has been very good about keeping him updated on the people that have been appointed by senior staff.

Mr. Carney advised that as far as promotions and firing he has faith in the Authority's staff and does not feel the Commissioners should be getting that involved, but that the Commissioners should be informed. Mr. Carney further advised if anyone is going to sit in front of the Legislature, it is going to be the three commissioners or any commissioners that come after us. He added that at no point should the Staff of the Erie County Water Authority have to worry about anything with the Erie County Legislature because the Authority's staff does not work for them, does not control our staff and they do not finance our staff.

Mr. Schad added that the Authority is not a municipality and that it has the right under the statute to delegate, which has been done successfully. With regard to the concern about notice, Mr. Schad feels that this procedure gets the Authority.

Mr. Schad advised that the other two Commissioners have made their positions on this matter clear and requested that all three Commissioners individually meet with the Legal Department with their suggestions to improve on Item 1 and Item 2 and bring a revised Policy #92 at the next Governance Committee Meeting.

3. Revised Amended By-Laws

DISCUSSION

Ms. Mattina advised that the Committee was previously given proposed amended By-Laws at a prior meeting and thereafter there was some discussions. She advised that she and Mr. Mineo met with each of the Commissioners individually to see what changes each Committee member would like and advised that those comments are included in this new version on today's agenda.

Mr. Carney asked for an understanding of Article 5 relating to the Chairman as he feels this is open to a lot of interpretation. He does not feel that the Chair should be able to control what goes on each and every Agenda. Mr. Carney also stated that each Commissioner should have the right to add anything to the Agenda.

Mr. Jones advised it was his understanding that the power of the Chairman is to run the meeting and that power lies in his or her authority to rule any item that's on the Agenda out of order and if there is a challenge to that ruling, then there is a vote to either uphold the ruling or the ruling is defeated.

Mr. Schad advised that this was meant to deal with loosening the current rule which is where the Chair has the absolute control of what goes in the Agenda for any meeting to deal with in terms of management in that there may be some meetings where there is too much on or for some reason additional time on an item might be needed before it is cleared to go on a meeting. He feels that is what this language is meant to do.

Mr. Carney requested that there be an amendment put in that if the Chair chooses to remove an item from the Agenda, it must be placed on the next meeting Agenda so that it can't be forever delayed. He feels that this is still giving more control than most organizations have in that the Chairman's power resides in the fact that he or she runs the meeting and if there's something on the Agenda that is improper or too deep to handle in the wrong meeting, the Chair can make the ruling and if the ruling is upheld, then that's the power.

Ms. Mattina suggested that the prior wording of “set the Agenda” and the new language “shall review and approve the Agenda prepared by the Secretary” will suffice.

Mr. Schad suggested giving Legal directions on two issues and report back to the Committee: Make it clear how an item gets on the Agenda and submitted to the Secretary and then on the Robert’s Rules.

Mr. Jones raised a question on whether revision of By-Laws required Bond Holder approval and suggested that committees do not belong in the By-Laws.

Mr. Schad asked the Legal Department to research the matter and report on this at the next Governance Meeting.

4. Resolution Designating Positions to file Code of Ethics with County

Motion made by Carney seconded by Mr. Schad and carried to recommend to the Board the resolution designating positions to file Code of Ethics with the County of Erie, as amended.

DISCUSSION

Ms. Mattina distributed a proposed resolution to identify the titles that will have to file a disclosure statement with the County in May every year. Mr. Jones indicated that the Executive Engineer is not on the list.

VOTE

Ayes: Three; Commrs. Schad, Carney and Jones

Noes: None

Motion made by Carney seconded by Mr. Jones and carried to recommend to the Board the policy changes as amended

5. Recommended Policy Changes Relating to Timekeeping, Bereavement & Travel and Training

Motion made by Carney seconded by Mr. Jones and carried to recommend to the Board the policy changes as amended

DISCUSSION

Ms. Prendergast distributed three policies that need updating. She gave a summary of the changes requested. There was a brief discussion on the timekeeping policy change. Mr. Schad advised to add to the Timekeeping Policy language “except as otherwise provided by the retirement system”.

VOTE

Ayes: Three; Commrs. Schad, Carney and Jones

Noes: None

VII. – ADJOURNMENT

Motion made by Carney seconded by Mr. Jones and carried that the meeting adjourns at 9:46 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "T. D. McCracken", written in a cursive style.

Terrence D. McCracken
Secretary to the Authority

SLZ