

Preserving the environment through integrated recovery and disposal.

GOVERNANCE COMMITTEE MEETING MINUTES DECEMBER 18, 2017

Committee Members Present: Committee Chair Barbara Freeman, Jim Williams and Nancy Novak

Others Present: Board Chairman Ken Long, Executive Director William Rabbia and Principal Accounting Supervisor Joseph Artessa

The December 19, 2016 Governance Committee meeting began at 3:30 PM.

The Committee followed the Chair's agenda of December 18, 2017, reviewing each of the Board Policies.

The Committee began with a discussion related to the Procurement Policy. The initial discussion was focused on piggyback purchases. Principal Accounting Supervisor Joe Artessa next reviewed purchase requisitions and internal review of such with the Committee. Executive Director Bill Rabbia reported that there had been no instances of unauthorized purchases during the last year. No modifications to the Procurement Policy were discussed. The Committee will recommend to the full board approval of current policy.

The Committee next discussed the Procedure for Disposition of Property and the Authority's successful use of Oneida County's eBay site and other public auction sites (i.e. Auctions International) for sale of surplus equipment, as authorized in the policy. The Committee discussed the pending filing for the Board-approved land swap with GLDC at the Authority's Rome facility. Discussion continued related to the Authority's "Whistleblowers" Report of Fraud Policy, Ethics Policy, Board of Directors Evaluation, and Authority Mission Statement and Performance Measures.

The Committee discussed a modification/clarification to the Ethics Policy to include "Board members" in the policy related to confidential information. Although this may be redundant, the Committee agreed to recommend the modification to the full Board for action at its March 2018 Board meeting. They will also recommend approval of the Board's current "whistleblower" report of fraud, Board of Directors Evaluation, and Authority Mission Statement and Performance Measures, without modifications.

Related to the Authority's Ethics and "Whistleblowers" Report of Fraud Policies, there were no reports of fraud in the past year, nor violations of the Ethics Policy. The Committee emphasized the importance of annual posting and delivery of each policy with employee paychecks. The Executive Director described employee "suggestion" boxes that continue to be used at each Authority location. He noted that all suggestions received are reviewed. Many of the suggestions received have been useful and many have been acted upon. The use of "suggestion" boxes for reporting fraudulent activities was discussed.

The Committee discussed and reviewed ABO Policy Guidance No 17-01 on Board member training which requires "continuing training". As a best practice, the ABO recommends that directors participate in refresher training upon re-appointment for the Board, or at least every three years. The Committee agreed that the Committee Chair send the Board members a memo related to continuing training with information on how to sign up for online training.

BOARD OF DIRECTORS

Kenneth A. Long
Chairman

Harry A. Hertline
Treasurer

James M. D'Onofrio

Nancy A. Novak

William A. Rabbia
Executive Director

Vincent J. Bono
Vice Chairman

Neil C. Angell

James A. Franco

Robert J. Roberts, III

Jodi M. Tuttle
Authority Board Secretary

Barbara Freeman

James M. Williams

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The Committee finally discussed the number of Committee meetings required. The Committee Chair asked that ABO Model Governance and Audit Committee Charter be sent to Committee members for review.

The meeting adjourned at 4:26 PM.

Meeting minutes prepared by:

William A. Rabbia
Executive Director