

**GOVERNANCE COMMITTEE MEETING MINUTES
DECEMBER 21, 2020**

Committee Members Present via Zoom/Videoconference: Committee Chair Barbara Freeman, Jim Williams and Nancy Novak

Staff Present: Executive Director William Rabbia

The December 21, 2020 Governance Committee meeting began at 3:30 PM.

The Committee followed the Chair's agenda of December 11, 2020, reviewing each of the Board Policies.

The Committee meeting began with a discussion related to the annual review of the Procurement Policy, Procedure for Disposition of Property, "Whistleblowers" Report of Fraud Policy, Ethics Policy, Board of Directors' Evaluation and Board of Directors' Annual Evaluation.

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. Mr. Rabbia gave the Committee an update on 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 consideration of a contest to solicit suggestions to improve operations.

Based upon discussion, the Committee will recommend to the full Board, approval of current policies. There were no suggestions for modifications recommended by staff or the Committee.

The Committee next discussed the Authority Mission Statement/Performance Measures. The Committee agreed to modify the Authority description to include the Authority's Source Separated Organics Processing Facility (Food2 Energy--food waste diversion program and facility]. The Committee further agreed to expand Performance Measures to include compliance with Employee Health and Safety regulations. The Committee asked the Executive Director to draft modifications to the Authority Mission Statement/Performance Measures.

Live streaming/video conferencing of Authority Board meetings was next discussed. The Authority has been livestreaming its meetings since May 2020, after the Board authorized it in March. The Executive Director provided an update on livestreaming to the Authority's YouTube channel and the videorecording of each meeting.

The Committee next discussed 2020 Authority Budget Office Policy Guidance, specifically No. 20-01 related to Enforcement Powers of the Authority Budget Office.

**BOARD OF
DIRECTORS**Kenneth A. Long
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James M. D'Onofrio

Nancy A. Novak

William A. Rabbia
*Executive Director*Vincent J. Bono
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Neil C. Angell

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Barbara FreemanRichard G. Redmond
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Authority Board Secretary

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Finally, the Committee discussed the ethics disclosure by Executive Director Rabbia to the Committee and the full Board, related to his son accepting a full-time job offer by the Authority's consulting engineer, Barton and Loguidice (B&L). The Committee discussed the disclosure and consideration of a new professional services agreement with B&L. The Committee reviewed a Confidential Memorandum from Authority Counsel Kevin Martin which concluded, that although the situation could be perceived as a conflict, the situation would not constitute a conflict since it was fully disclosed, and Mr. Rabbia did not take part in negotiations with B&L on a new agreement. Authority Contracting Officer James Biamonte negotiated the new agreement and will discuss with the full Board of Directors. Committee Chair Barbara Freeman planned to provide the full Board with an overview of the Committee's discussion and conclusion that there is no conflict or issue related to the Authority's Ethics Policy.

The meeting adjourned at 4:10 PM.

Meeting minutes prepared by:

William A. Rabbia
Executive Director