

GOVERNANCE COMMITTEE MEETING MINUTES NOVEMBER 18, 2019

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

Others Present: Executive Director William Rabbia

The November 18, 2019 Governance Committee meeting began at 3:30 PM.

The Committee followed the Chair's agenda of October 10, 2019, reviewing each of the Board Policies.

The Committee meeting began with a discussion related to the Procurement Policy. The initial discussion was focused on market purchase dollar limit of \$750. Executive Director Rabbia stated that the limit was still adequate. Managers are encouraged to get three prices when time allows for items under \$750. Mr. 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 the 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. No modifications were discussed or will be recommended.

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. No modifications were recommended by staff or Committee members. The Committee will recommend approval of the Board's current "Whistleblowers" Report of Fraud Policy, 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. 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 the Board of Directors Annual Evaluation form and Authority Mission Statements/Performance Measures. No modifications are being recommended, based upon discussion.

**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

Richard G. Redmond

Jodi M. Tuttle
Authority Board Secretary

Barbara Freeman

James M. Williams

GOVERNANCE COMMITTEE MEETING MINUTES

NOVEMBER 18, 2019

Page 2

Live streaming/video conferencing of Authority Board meetings was next discussed. The Committee reviewed information from Authority Counsel Kevin Martin regarding legal requirements. The Committee also reviewed information from Authority staff regarding costs and ease of implementation and the ABO's *Board Meetings Best Practices Guide for Public Authorities*. Although not currently legally required, the Committee felt that due to ease of implementation and low cost, it's something the Board should consider in the future. Chairwoman Freeman planned to poll the entire Board before making recommendations.

The Committee reviewed information regarding a modification to the Authority Board Bylaws to allow for Board member meeting attendance and voting through video conferencing. The Bylaws currently allow for meeting attendance through teleconferences, although, legally, voting is not allowed. Video conferencing is easy to implement. It was agreed that the Executive Director will draft a modification to the Bylaws to be considered by the Committee.

The Committee next discussed State Legislation to amend Public Authorities Law to provide the power to suspend local Authorities' board members and executive staff in cases of neglect to submit required reporting.

Finally, based upon a question from one Board member, the Committee reviewed information from Authority Counsel Kevin Martin stating that Board members are not required to receive sexual harassment training under current laws.

The meeting adjourned at 4:20 PM.

Meeting minutes prepared by:

William A. Rabbia
Executive Director