

**WAYNE COUNTY WATER AND SEWER AUTHORITY
GOVERNANCE COMMITTEE
MEETING MINUTES**

Meeting of: May 26, 2015

Location: Wayne County Water & Sewer Authority Operations Center, Walworth, New York

Present: Raymond Walvoord, Robert Hutteman, David Scudder, David Lyon

Advisors Present: Michael Howard, Boylan Code

Staff Present: Martin J. Aman, Executive Director
Demaris Verzulli, Secretary of the Meeting

Mr. Scudder volunteered to be Chairman pro tem and called the meeting to order at 3:35 p.m.

Discussion of Chairmanship of the Committee

Mr. Scudder agreed to continue as Chairman. After due discussion and deliberation, Mr. Hutteman moved, Mr. Lyon seconded and all members present unanimously approved the following resolution:

RESOLVED, that David Scudder be appointed Chairman of the Governance Committee of the Wayne County Water and Sewer Authority.

Adoption of Minutes

After due discussion and deliberation, Mr. Hutteman moved, Mr. Walvoord seconded and all members present unanimously approved the following resolution:

RESOLVED, that the minutes of the June 24, 2014 meeting of the Governance Committee of the Wayne County Water and Sewer Authority be accepted with no changes.

Review ABO Whistleblower Access Recommended Practice

Mr. Howard reported that he reviewed the Authority's Wrongful Conduct, Disclosure of Wrongful Conduct (Whistle Blowing) and Protection from Reprisal Policy and no changes were necessary. After due discussion and deliberation, Mr. Walvoord moved, Mr. Hutteman seconded and all members present unanimously approved the following resolution:

RESOLVED, that the Governance Committee has reviewed and accepts the Wayne County Water and Sewer Authority Wrongful Conduct, Disclosure of Wrongful Conduct (Whistle Blowing) and Protection from Reprisal Policy as adopted November 23, 2010, and recommends that the same be approved and filed by the Board, effective as of May 26, 2015.

Review Code of Ethics

Mr. Howard advised the committee that he had reviewed the Code of Ethics and no changes were necessary. After due discussion and deliberation, Mr. Hutteman moved, Mr. Walvoord seconded and all members present unanimously approved the following resolution:

RESOLVED, that the Governance Committee has reviewed and accepts the Wayne County Water and Sewer Authority Code of Ethics and Standards of Conduct as adopted September 26,

2006, and recommends that the same be approved and filed by the Board, effective as of May 26, 2015.

Review Governance Committee Charter

Mr. Howard advised that nothing has occurred that would require a change in the charter. After due discussion and deliberation, Mr. Walvoord moved, Mr. Hutteman seconded and all members present unanimously approved the following resolution:

RESOLVED, that the Governance Committee has reviewed and accepts the Wayne County Water and Sewer Authority Governance Committee Charter as adopted November 23, 2010, and recommends that the same be approved and filed by the Board, effective as of May 26, 2015.

Attorney's Review of Governance Trends

Mr. Howard reviewed ABO Policy Guidance 14-02 regarding formation of a subsidiary by a public authority and Guidance 15-01 regarding public authorities making grants and loans. If these powers were not granted in the enabling legislation of an authority, the authority cannot form subsidiaries or make grants or loans. Mr. Howard reviewed Policy Guidance 15-02 regarding board member training. The ABO suggests that all members participate in refresher training when they are re-elected, but it requires that new members receive training within 12 months of their appointment. Mr. Scudder reported that he is signed up for the June 3 webinar. Mr. Fremouw will be notified that he must sign up for training as well. Mr. Howard gave a summary review of the ABO's document *Board Meetings: Best Practices Guide for Public Authorities*. This will be distributed to all board members for their review.

Schedule of Meetings

It was the consensus of the committee that the next meeting of the Governance Committee of the Wayne County Water and Sewer Authority be scheduled preceding the May regular meeting of the full board in order to review certain policies and governance trends. After due discussion and deliberation, Mr. Hutteman moved, Mr. Walvoord seconded and all members present unanimously approved the following resolution:

RESOLVED, the next meeting of the Governance Committee be held on May 24, 2016, at 3:30 p.m. prior to the regular meeting of the full board.

There being no further business to come before it, upon the motion of Mr. Hutteman, seconded by Mr. Walvoord, the meeting was adjourned at 3:55 p.m.

Respectfully submitted: _____
Demaris Verzulli, Secretary of the Meeting