

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

**Meeting of:** May 24, 2016

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

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

**Absent:** David Scudder, Dan LaGasse

**Advisors Present:** Michael Howard, Boylan Code

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

In the absence of Chairman David Scudder, Mr. Lyon volunteered to be Chairman pro tem and called the meeting to order at 3:30 p.m.

**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 May 26, 2015 meeting of the Governance Committee of the Wayne County Water and Sewer Authority be accepted with no changes.

Mr. Lyon turned the meeting over to Mr. Howard.

**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. 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 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 24, 2016.

**Review Code of Ethics**

Mr. Howard advised the committee that he had reviewed the Code of Ethics and no changes were necessary this year, but for next year the committee should address and include in the Code of Ethics the Conflicts of Interest policy suggested by the ABO. 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 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 24, 2016.

### **Review Governance Committee Charter**

Mr. Howard advised that nothing has occurred that would require a change in the charter t this time, but that there is some language in the charter that he will address before the next meeting. 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 24, 2016.

### **Attorney's Review of Governance Trends**

Mr. Howard reported that the ABO recently performed a general audit of IDAs and how they have contracted for professional services. The ABO is now recommending that IDA boards establish procurement policies that require the IDA to follow a competitive selection process for awarding professional service contracts. Mr. Howard does not feel this directly impacts the Authority but wanted to make the committee aware of this ABO audit. He also mentioned to the committee that on the state level there has been a concentrated effort to ferret out crime in legislative bodies.

### **Schedule of Meetings**

The committee members would like the next meeting of the Governance Committee of the Wayne County Water and Sewer Authority to 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 23, 2017 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 3:45 p.m.

Respectfully submitted: \_\_\_\_\_  
Demaris Verzulli, Secretary of the Meeting