

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

Meeting of: May 28, 2019

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

Present: David Scudder, Dan LaGasse, Mark Humbert, LaVerne Blielik

Absent: Robert Hutteman

Board Members Present: Donald Ross, William Hammond

Advisors Present: Michael Howard, General Counsel

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

Chairman David Scudder called the meeting to order at 3:45 p.m.

Adoption of Minutes

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

RESOLVED, that the minutes of the April 23, 2019 meeting of the Governance Committee of the Wayne County Water and Sewer Authority be accepted with no changes.

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

Review of Whistleblower Policy, Code of Ethics and Governance Committee Charter

Mr. Howard discussed the recommended amendments he has made to the Authority's Governance Committee Charter, the Whistleblower Policy, and the Code of Ethics. Scott Mooney of Boylan Code also reviewed these documents. Drafts of these policies had been previously sent to the committee members for review. The amendments to the Governance Committee Charter were made to conform to recommendations by the Authorities Budget Office (ABO) and do not substantially change the Charter. The ABO also made specific recommendations for amendments to the Whistleblower Policy, and the Code of Ethics now includes cross-references to the Whistleblower Policy. Mr. Howard noted that the form of the financial disclosure statement referenced in and attached to the Code of Ethics (applicable to Board Members and senior staff with policy-making authority) had been updated and simplified by the Wayne County Board of Ethics. After due discussion and deliberation, Mr. Humbert moved, Mr. LaGasse seconded and all members present unanimously approved the following resolution:

WHEREAS, it is the responsibility of the Governance Committee to review certain policies and guidelines and recommend their approval to the Board of Directors of the Authority, NOW,
THEREFORE BE IT

RESOLVED, to recommend for adoption and approval by the Authority Board amendments to the Governance Committee Charter in the form prepared by the Authority's counsel; and

FURTHER RESOLVED, to recommend for adoption and approval by the Authority Board amendments to the Code of Ethics and Standards of Conduct in the form prepared by the Authority's counsel; and

FURTHER RESOLVED, to recommend for adoption and approval by the Authority Board amendments to the Wrongful Conduct, Disclosure of Wrongful Conduct (Whistle Blowing) and Protection from Reprisal Policy in the form prepared by the Authority's counsel.

Schedule of Meetings

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

RESOLVED, the next meeting of the Governance Committee be held May 26, 2020 prior to the regular meeting of the full board, at a time to be determined later.

There being no further business to come before it, upon the motion of Mr. Bliet, seconded by Mr. LaGasse, the meeting was adjourned at 4:00 p.m.

Respectfully submitted: _____
Demaris Verzulli, Secretary of the Meeting