

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

Meeting of: April 23, 2019

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

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

Absent: Robert Hutteman

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. Blik moved, Mr. LaGasse seconded and all members present unanimously approved the following resolution:

RESOLVED, that the minutes of the May 24, 2016 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 ABO Whistleblower Access Recommended Practice

Mr. Howard reported that the Authorities Budget Office (“ ABO”) has published some additional guidance consequently he has reviewed the Authority’s Wrongful Conduct, Disclosure of Wrongful Conduct (Whistle Blowing) and Protection from Reprisal Policy. He recommends that some cross-references be added to make the policy current. He will prepare a draft for committee review and approval at a future meeting. It was the consensus of the members to defer the approval of the Policy to a future meeting.

Review Code of Ethics

Mr. Howard advised the committee that he had reviewed the Code of Ethics and recommended that some minor amendments be made. He will prepare a draft of this as well. He noted that the requirement that Board members and staff with policy-making authority file annual disclosure statements with the Wayne County Board of Ethics is unchanged and continues to apply. It was the consensus of the member to defer the approval of the Code to a future meeting.

Review Governance Committee Charter

Mr. Howard advised that there is some language in the charter that he will address before the next meeting to conform with recent ABO guidance. He will prepare a draft of the revised Charter. It was the consensus of the member to defer the approval of the Charter to a future meeting.

Attorney's Review of Governance Trends

Mr. Howard reported that with the revisions to the Policy, Code and Charter that he will draft, they will be current with ABO policy guidance and recommendations. He also reported that conflict of interest rulings are ongoing.

Schedule of Meetings

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

RESOLVED, the next meeting of the Governance Committee be held May 28, 2019 at 3:45 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. LaGasse, seconded by Mr. Humbert, the meeting was adjourned at 3:57 p.m.

Respectfully submitted: _____
Demaris Verzulli, Secretary of the Meeting