

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

**Meeting of:** June 23, 2020

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

**Present:** Dan LaGasse, LaVerne Blik, Robert Hutteman

**Board Members Present:** William Hammond

**Participating via Conference Phone:**  
David Scudder, Mark Humbert

**Advisors Participating via Conference Phone:**  
Michael Howard, General Counsel

**Staff Present:** Martin J. Aman, Executive Director  
Derek Ceratt, Technical Director  
Jessica Freling, Administrative Assistant  
Demaris Verzulli, Secretary of the Meeting

Pursuant to the Governor's Executive Order No. 202 of March 7, 2020, declaring a State disaster emergency to address the threat that COVID-19 poses to the health and welfare of New York State residents and visitors, this meeting of the WCWSA Governance Committee was held via conference phone and recorded in accordance with the Public Officers Law, Article 7, Open Meetings Law, as amended.

Roll call was taken and Chairman David Scudder called the meeting to order at 3:30 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 28, 2019 meeting of the Governance Committee of the Wayne County Water and Sewer Authority be accepted with no changes.

Mr. Hutteman entered the meeting.

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

**Review/Discuss Governance Committee Charter**

Mr. Howard reported that the Governance Committee Charter was reviewed and changes were made last year and thus he does not see any need to revise it at this time.

**Discuss Recent ABO Guidance and Governance Trends**

Mr. Howard referred to several ABO Policy Guidance and best practices items that were previously distributed to the Committee members. He touched briefly on the article in *Crain's New York Business* which discussed the influence of elected officials on independent boards and concluded that through

effective collaboration board members could be both responsive to appointing officials, but also exercise independent judgment.

Mr. Howard then referred to ABO Guidance 07-02 regarding financial disclosure by public authority board members. Such disclosure is required by statute. He reminded Authority Board members of the need to annually submit the form, which is now a simple two-page form as promulgated and adopted by Wayne County. Discussion ensued. Ms. Verzulli will be responsible for distributing and collecting the forms, asking the county to clarify what is ultimately done with the completed forms, and if the county deems such information to be subject to FOIL.

Mr. Howard then referred to ABO Guidance 07-01 regarding the independence of board members. By statute, a majority of the board is required to be comprised of "independent directors" as defined by the statute. By way of example, while board members may be an employee of the county or a town and still be independent, if such an employee holds a policymaking position with the town, that board member would not be independent if the Authority pays the town \$15,000 or more annually for goods and services that are provided to the Authority by the Town. Non-independent directors should be recused from any board discussion or decision involving transactions with that director's employer; thus, Mr. Hutteman, newly appointed as the Village of Newark Superintendent of Public Works, should be recused from discussions in regard to the water supply contract the Authority has with the Village.

Mr. Hammond entered the meeting.

### **Schedule of Meetings**

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

RESOLVED, the next meeting of the Governance Committee be held at 3:30 p.m. on May 25, 2021 prior to the regular meeting of the full board.

There being no further business to come before it, upon the motion of Mr. Humbert, seconded by Mr. Hutteman, the meeting was adjourned at 3:58 p.m.

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