

**MINUTES of the GOVERNANCE COMMITTEE MEETING of the ERIE COUNTY WATER AUTHORITY** held in the office, 295 Main Street, Room 350, Buffalo, New York, on the 22<sup>nd</sup> day of February 2024

**PRESENT:** Jerome D. Schad, Chair  
 Peggy A. LaGree, Vice Chair (via videoconference)  
 Michele M. Iannello, Treasurer  
 Terrence D. McCracken, Secretary to the Authority  
 Joyce A. Tomaka, Chief Financial Officer  
 Mark S. Carney, General Counsel  
 Jen Hibit, Director of Human Resources  
 Leonard F. Kowalski, Executive Engineer  
 Michael W. Wymer, Senior Production Engineer  
 Sabrina A. Figler, Director of Drinking Water Quality  
 Lavonya C. Lester, Director of Administration  
 Katherine A. Gillette, Associate Attorney  
 David W. Aubertine, Director of Cybersecurity & IT  
 Matthew W. Barrett, Security Officer

**ATTENDEES:**  
 Rebecca Slabaugh, Arcadis of New York (via videoconference)  
 Aman Tuteja, Arcadis of New York (via videoconference)  
 Karen Caseloes, Arcadis of New York (via videoconference)

**PLEDGE TO THE FLAG**

**I. CALL TO ORDER/ROLL CALL**

The meeting was called to order at 9:30 a.m. A quorum was present with three Commissioners.

**II. READING OF MINUTES**

Motion by Ms. LaGree seconded by Ms. Iannello and carried to read the Minutes of the Meeting held on Thursday, January 18, 2024.

**DISCUSSION**

None

**VOTE**

Ayes: Three; Commrs. Schad, LaGree and Iannello

Noes: None

**III. APPROVAL OF MINUTES**

Motion by Ms. LaGree seconded by Ms. Iannello and carried to approve the Minutes of the Meeting held on Thursday, January 18, 2024.

**DISCUSSION**

None

**VOTE**

Ayes: Three; Commrs. Schad, LaGree and Iannello

Noes: None

**IV. REPORTS**

**V. UNFINISHED BUSINESS**

**VI. NEW BUSINESS**

**A. Annual Review of ECWA Financial Disclosure Statement, Vendor List, Related Policies and Procedures and Employee Communications**

General Counsel Carney reported that the Independent Ethics Panel (the “IEP”) held a meeting on February 6, 2024 to review the following:

- i. ECWA Financial Disclosure Form for Calendar Year 2023;
- ii. Proposed Amended Policy No. 11 Code of Ethics & Conflict of Interest Policy;
- iii. Policy No. 16 Whistleblower Protection Policy;
- iv. 2023 Vendor List;
- v. Proposed employee letter sent via regular mail; and
- vi. Proposed employee mail.

Mr. Carney reviewed IEP’s recommendations based on their review to the Board. A discussion was then held regarding the proposed changes.

Motion by Ms. LaGree, seconded by Ms. Iannello and carried to recommend the adoption of the revisions proposed by the Independent Ethics Panel.

**DISCUSSION**

None

**VOTE**

Ayes: Three; Commrs. Schad, LaGree and Iannello

Noes: None

**VIII. - ADJOURNMENT**

Motion by Ms. LaGree seconded by Ms. Iannello and carried that the meeting adjourn at 9:35 a.m.

**DISCUSSION**

None

**VOTE**

Ayes: Three; Commrs. Schad, LaGree and Iannello

Noes: None

A handwritten signature in black ink, appearing to read 'T.D. McCracken', with a long horizontal flourish extending to the right.

Terrence D. McCracken  
Secretary to the Authority

ALH