

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 23rd day of March 2023.

PRESENT: Jerome D. Schad, Chair
Peggy A. LaGree, Vice Chair
Michele M. Iannello, Treasurer (via videoconference)
Terrence D. McCracken, Secretary to the Authority
Joyce A. Tomaka, Chief Financial Officer
Mark S. Carney, General Counsel
Russell J. Stoll, Chief Operating Officer
Katherine A. Gillette, Associate Attorney
Jessica R. Brown, Comptroller
Jennifer Hibit, Director of Human Resources
Lavonya C. Lester, Director of Administration
Sabrina A. Figler, Director of Water Quality
David W. Aubertine, Director of Cybersecurity and Information Technology
Matthew W. Barrett, Security Officer

ATTENDEES: Brian Gould, e3 Communications

PLEDGE TO THE FLAG

I. CALL TO ORDER/ROLL CALL

The meeting was called to order at 9:42 a.m. A quorum was present with three Commissioners.

II. READING OF MINUTES

III. APPROVAL OF MINUTES

IV. REPORTS

V. UNFINISHED BUSINESS

VI. NEW BUSINESS

A. Annual PARIS Filing with the Authorities Budget Office

DISCUSSION

Joyce Tomaka advised the Commissioners that in accordance with the Public Authorities Law, the Authority is required to annually file an Annual Report which summarizes the financial statements; the Certified Financial Audit report, the Investment Report, the Procurement Report, and additional required documents which include 2022 Accomplishments for each Division, Performance Measurements relative to the Authority's Mission Statement, and Investment Guidelines. Ms. Tomaka noted the listing of the employees will be submitted to the Board prior to the submission of the Paris Filing. Commissioner LaGree inquired if Ms. Tomaka would submit to the Board the updated documents when completed. Ms. Tomaka confirmed that the Board would receive all completed documents prior to submission in order to have time for discussions if necessary. Chairman Schad asked if Ms. Tomaka had verified the measurements required by NYS Authorities Budget Office. Ms. Tomaka stated that everything will be triple checked before submission.

Motion by Ms. LaGree, seconded by Ms. Iannello and carried to recommend that the Board approve the filing of the Public Authority Reporting Information System (PARIS) 2022 Reports to the NYS Authorities Budget Office.

DISCUSSION

None

VOTE

Ayes: Three; Commrs. Schad, LaGree and Iannello

Noes: None

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

DISCUSSION

Mark Carney noted that the Independent Ethics Panel ("Panel") meets each year to review certain items and documents. Mr. Carney reported that the Panel had few recommendations as follows: The only change to the Financial Disclosure Form is to update the form to reflect the year 2022; there will be no change to the Code of Ethics and Conflict of Interest Policy; there will be no change to Policy 16 Whistleblower Protection; there are no recommended changes to the vendor list other than to update the Vendor List to add or omit vendors as needed and removing all total dollar amounts paid to vendors and omitting employee garnishments; the only recommended changes to the employee letter and employee email are adding a sentence clarifying that retirees and/or any employee who worked in the applicable filing year are to file if required to do so per

Policy 11. Also, since the employee designated to accept the disclosure statements at the Service Center had retired, the properly designated in-person drop offs at both Ellicott Square and Service Center were updated in the last paragraph. to contain current vendors, and to make an adjustment to include statements regarding employees who had retired or discharged during the year in question. Mr. Carney noted that they updated the employee who will be responsible for receiving the submissions of the Financial Disclosure Statement. Commissioner LaGree asked for clarification of the delivery method and who receives the statements. Mr. Carney stated the statements are mailed to the employees and clarified who receives the documents. Commissioner LaGree suggested they do not list a particular employee's name to receive the completed documents and instead list the title. It was noted that the Vendor List will be made available to the Commissioners with the Financial Disclosure Package. Mr. Carney asked the Board to adopt the above recommended changes.

Motion by Ms. LaGree, seconded by Ms. Iannello and carried to recommend that the Board adopt the revisions proposed by the Independent Ethics Panel, as amended to include a description of a position and not the person who will receive the completed documents.

C. COVID Policy

DISCUSSION

Jennifer Hibit reported that President Biden is ending the National Covid Emergency on May 11, 2023 and is recommending that the Board rescind the ECWA COVID Policy and return to pre-COVID policies. Commissioner LaGree inquired if the unions would be notified. Ms. Hibit stated she would be having discussions in advance of the May 11, 2023 deadline.

Motion by Ms. LaGree, seconded by Ms. Iannello and carried to recommend that the Board approves rescinding the COVID Policy effective May 11, 2023.

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 9:54 a.m.

DISCUSSION

None

VOTE

Ayes: Three; Commrs. Schad, LaGree and Iannello

Noes: None



Terrence D. McCracken
Secretary to the Authority

ALH