

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 24th day of March 2020.

PRESENT: **Jerome D. Schad, Chairman**
Mark S. Carney, Vice Chairman
Terrence D. McCracken, Secretary to the Authority
Karen A. Prendergast, Chief Financial Officer (via teleconference)
Margaret A. Murphy, General Counsel (via teleconference)
Russell J. Stoll, Chief Operating Officer
Leonard F. Kowalski, Executive Engineer (via teleconference)
Daniel J. NeMoyer, Director of Human Resources (via teleconference)
Lavonya C. Lester, Director of Administration (via teleconference)
Sabrina A. Figler, Director of Water Quality (via teleconference)
Matthew W. Barrett, Security Officer (via teleconference)
Jeffrey Schlierf, Acting Manager of Information Technology (via teleconference)
Richard J. Deren, Network Specialist

ATTENDEES:

PLEDGE TO THE FLAG

I. CALL TO ORDER/ROLL CALL

The meeting was called to order at 9:47 a.m. A quorum was present with two Commissioners.

II. READING OF MINUTES

Motion by Mr. Carney seconded by Mr. Schad and carried to waive the reading of the Minutes of the Meeting held on October 3, 2019.

DISCUSSION

None

VOTE

Ayes: Two; Commrs. Schad and Carney

Noes: None

III. APPROVAL OF MINUTES

Motion by Mr. Carney seconded by Mr. Schad and carried to approve the Minutes of the Meeting held on October 3, 2019.

DISCUSSION

None

VOTE

Ayes: Two; Commrs. Schad and Carney

Noes: None

IV. – REPORTS**V. - UNFINISHED BUSINESS****VI. - NEW BUSINESS****A. Annual PARIS Filing with the Authorities Budget Office****DISCUSSION**

Karen Prendergast advised the Commissioners that in accordance with the Public Authorities Law, the Authority is required to annually file an Annual Report which reflects the 2019 results of operations and other supporting information; a Procurement Report of the Authority's activity for the year; the Authority's audited Investment Report; and the Certified Financial Audit report. Ms. Prendergast requested that the Governance Committee recommend to the full Board the approval of the 2019 PARIS filing. If approved, Ms. Prendergast will certify and file by March 31, 2020. Chairman Schad asked if the fiduciary statement that the Commissioners sign is a term filing or an annual filing. Ms. Prendergast replied that it is a term filing.

Motion by Mr. Carney, seconded by Mr. Schad and carried to recommend that the Board approve the filing of the Public Authority Reporting Information System (PARIS) 2019 Reports to the NYS Authorities Budget Office.

B. Data Security Policy**DISCUSSION**

Karen Prendergast informed the Board that she prepared a Data Security Policy which outlines what type of information the Authority requests from vendors, employees and customers in addition to how we are collecting that information. The policy is an attempt to ensure we have an accurate inventory of the information we gather and to ensure we have a policy in place to notify individuals in case of a breach. Ms. Prendergast requested that the Governance Committee recommend to the full Board the approval to adopt the Data Security Policy.

Motion by Mr. Carney, seconded by Mr. Schad and carried to recommend that the Board approve the adoption of a Data Security Policy.

C. Recommendations from the Independent Ethics Panel

DISCUSSION

Margaret Murphy reported that Paul Wolf and Maureen Krause of the Authority's Independent Ethics Panel have reviewed the financial disclosure statement form and the in-house financial disclosure statement form. Ms. Murphy noted that the most significant change was zero tolerance on all gifts. They believe that no matter what the monetary value of the gift is, it should not be accepted by the Authority. Vice Chairman Carney remarked that the Commissioners empaneled this group to give advice and agrees to accept their advice and motion to adopt the suggestion of the Independent Ethics Committee that the Authority follows a zero tolerance on all gifts.

Motion by Mr. Carney, seconded by Mr. Schad and carried to recommend that the Board approve the authorization to revise and adopt the Erie County Water Authority's Code of Ethics & Conflicts of Interest Policy and adopt the 2019 Financial Disclosure Statement Form and 2019 Vendor List.

VIII. - ADJOURNMENT

Motion by Mr. Carney seconded by Mr. Schad and carried that the meeting adjourn

DISCUSSION

None

VOTE

Ayes: Two; Commrs. Schad and Carney

Noes: None



Terrence D. McCracken
Secretary to the Authority

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