

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 25th day of March 2021.

PRESENT: **Jerome D. Schad, Chairman**
Mark S. Carney, Vice Chairman
Peggy A. LaGree, Treasurer (via videoconference)
Terrence D. McCracken, Secretary to the Authority
Margaret A. Murphy, General Counsel (via teleconference)
Karen A. Prendergast, Chief Financial Officer (via teleconference)
Russell J. Stoll, Chief Operating Officer
Leonard F. Kowalski, Executive Engineer (via teleconference)
Daniel J. NeMoyer, Director of Human Resources (via teleconference)
Joyce A. Tomaka, Comptroller (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 C. Schlierf, Acting Manager of Information Technology (via teleconference)

ATTENDEES:

PLEDGE TO THE FLAG

I. CALL TO ORDER/ROLL CALL

The meeting was called to order at 9:54 a.m. A quorum was present with three Commissioners.

II. READING OF MINUTES

III. APPROVAL OF MINUTES

IV. REPORTS

V.

VI. 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 2020 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 2020 PARIS filing. If approved, Ms. Prendergast will certify and file by March 31, 2021.

Motion by Mr. Carney, seconded by Ms. LaGree and carried to recommend that the Board approve the filing of the Public Authority Reporting Information System (PARIS) 2020 Reports to the NYS Authorities Budget Office.

B. Communicable Disease Preparedness Plan

DISCUSSION

Margaret Murphy informed the Board of Commissioner that Executive staff is recommending to the Board to adopt a Communicable Disease Plan (Plan) at the regular board meeting. The Plan has been circulated not only among the executive staff, but also any senior members of the staff, any management level of staff to get their input and review. Commissioners' comments were received and followed up with them with outside counsel Barclay Damon to get their input. Most importantly, the legislation requires that the matter be given to both of our collective bargaining units. The Brotherhood made a comment, and the CSEA had no questions.

Motion by Mr. Carney, seconded by Ms. LaGree and carried to recommend that the Board approve adopting a Communicable Disease Preparedness Plan.

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

Margaret Murphy distributed the Minutes of the Independent Ethics Panel (IEP) from February 15, 2021. Ms. Murphy reported that Paul Wolf and Maureen Krause of the Authority's Independent Ethics Panel have decided to step down, so at the Annual meeting, replacements for Mr. Wolf and Ms. Kraus will need to be made. After discussing the annual review of ECWA Financial Disclosure Statement, Vendor List, related Policies and Procedures and Employee Communications, it appears that there were no real changes that was needed to the policy. In the past, the Acknowledgement attesting to a receipt of all required documents/policies was a separate document that was not always returned. The IEP members are recommending that the Acknowledgement be included as part of the last page of the ECWA Financial Disclosure Statement. IEP did indicate that any vendors who are at a level of \$500 or more, be included on the vendor list. Ms. Murphy noted that the Legal department, however, has added a couple changes to, the Code of Ethics and Conflict of Interest Policy being a position that had been

inadvertently left out of the list along with a new position that falls within the parameters. Due to Covid, the bid openings are only conducted with one person in the room. Therefore, it was determined the individual conducting the bid opening, should be subject to the financial disclosure statement, as well. Vice Chairman Carney asked is the Board going to adopt IEP's recommendation to have a date by which financials disclosure statements are to be returned. Ms. Murphy explained that a date is already part of the Policy.

Motion by Mr. Carney, seconded by Ms. LaGree 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 2020 Financial Disclosure Statement Form and 2020 Vendor List including the recommended changes by the Independent Ethics Panel.

VIII. - ADJOURNMENT

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

DISCUSSION

None

VOTE

Ayes: Three; Commrs. Schad, Carney and LaGree

Noes: None



Terrence D. McCracken
Secretary to the Authority

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