

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 26th day of March 2019.

PRESENT: Jerome D. Schad, Chairman
Mark S. Carney, Vice Chairman
E. Thomas Jones, Treasurer
Terrence D. McCracken, Security to the Authority
Robert J. Lichtenthal, Jr. Deputy Director
Margaret A. Murphy, Attorney
Karen A. Prendergast, Comptroller
Steven V. D'Amico, Business Office Manager
Daniel J. NeMoyer, Director of Human Resources
Russell J. Stoll, Executive Engineer
Sabrina Figler, Director of Water Quality
Joseph T. Burns, Deputy Administrative Director
Matthew Barrett, Security Officer

ATTENDEE: Brian Gould

CALL TO ORDER AT 9:50 A.M.

PLEDGE TO THE FLAG

I. - ROLL CALL

II. - READING OF MINUTES

Motion by Mr. Carney seconded by Mr. Jones and carried to waive the reading of the Minutes of the Governance Committee Meeting held on March 7, 2019.

DISCUSSION

VOTE

Ayes: Three; Commrs. Schad, Carney and Jones

Noes: None

III. - APPROVAL OF MINUTES

Motion by Mr. Carney seconded by Mr. Jones and carried to approve the Minutes of the Governance Committee Meeting held on March 7, 2019.

DISCUSSION**VOTE**

Ayes: Three; Commrs. Schad, Carney and Jones

Noes: None

IV. – REPORTS**V. - UNFINISHED BUSINESS****VI. - NEW BUSINESS****A. Terms of Use and Privacy****DISCUSSION**

Ms. Murphy stated that an update of our Terms of Use and Privacy Policy was done for our new website. It has been designed to define how to use the information when one comes into the website and the terms that one must accept by accessing and using the website.

Ms. Murphy indicated that if the Governance Committee recommends the Resolution to adopt the Internet Privacy Policy and Terms of Use to the full Board for approval today.

Motion by Mr. Jones, seconded by Mr. Carney and carried to recommend the Resolution to adopt the Internet Privacy Policy and Terms of Use.

VOTE

Ayes: Three; Commrs. Schad, Carney and Jones

Noes: None

B. Defense and Indemnification Policy

DISCUSSION

Ms. Murphy stated that as part of the PARIS Report, the Board has to adopt a Defense and Indemnification Policy. The Public Officers Law provides protection, but there is nothing in any current Board policy or resolution specifically stating that the Authority will pay for the defense of anyone. We are now going to adopt by resolution the Public Officer Law provision, which will fulfill that obligation.

Motion by Mr. Carney, seconded by Mr. Jones and carried to recommend that the Board adopt the new Defense and Indemnification Policy.

VOTE

Ayes: Three; Commrs. Schad, Carney and Jones

Noes: None

DISCUSSION

C. Annual PARIS Filing with the Authority Budget Office

DISCUSSION

Ms. Prendergast stated that there are four reports that the Authority's Budget Office requires us to file every year, which come under the umbrella of PARIS:

- Certified Financial Audit, which was presented today by Drescher & Malecki.
- Procurement Report, which is a summary of all of the vendors with whom we do business and have made purchases with over \$5,000 throughout 2018.
- Annual Investment Report, which the Board will be looking at in the general meeting, to review and approve the Investment Guidelines as modified, as well as the Investment Report that is included in our Financial Audit.
- Annual Report, which is a summary of our Financials.

Ms. Prendergast indicated that we are looking for the Governance Committee to recommend to the full Board that we be given permission to upload these reports in their entirety to PARIS. The deadline is April 1, 2019.

Mr. Jones asked if the questionnaire the Commissioners had to complete regarding whether or not they had reviewed reports was referring to these reports, because at the time the questionnaire was completed, these reports had not been reviewed.

Ms. Murphy responded that every year the Board does review the PARIS Report as well as all other reports that come before you. The internal controls that the Board has a responsibility to review and only they can approve, that question was all encompassing. However, the questionnaire does say that you have always done it and we had to make a note indicating that two of you did not know what happened in the past. All you can do is know what you are doing now.

Motion by Mr. Carney, seconded by Mr. Jones and carried to recommend that the Board approve the PARIS filing.

VOTE

Ayes: Three; Commrs. Schad, Carney and Jones

Noes: None

VII. – ADJOURNMENT

Motion made by Mr. Carney seconded by Mr. Jones and carried that the meeting adjourn at 10:00 A.M.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'T. D. McCracken', written in a cursive style.

Terrence D. McCracken
Secretary to the Authority

*lmb