

ERIE COUNTY WATER AUTHORITY  
AUTHORIZATION FORM  
For Approval/Execution of Documents  
(check which apply)

**Contract:** \_\_\_\_\_ **Project No.:** \_\_\_\_\_  
**Project Description:** Amendments to Section 7 (Meeting Minutes) of OML Policy & Procedures  
and amendment to Article V, Section 1 of Code of Ethics & Conflicts of Interest Policy

**Item Description:**

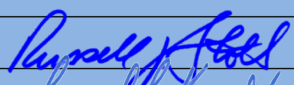
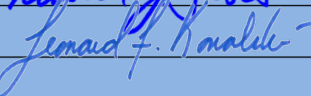

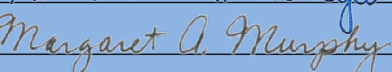
- |  |  |   |                                       |
|--|--|---|---------------------------------------|
| <input type="checkbox"/> Agreement                                 | <input type="checkbox"/> Professional Service Contract | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Change Order |
| <input type="checkbox"/> BCD                                       | <input type="checkbox"/> NYSDOT Agreement              | <input type="checkbox"/> Contract Documents | <input type="checkbox"/> Addendum     |
| <input type="checkbox"/> Recommendation for Award of Contract      | <input type="checkbox"/> Recommendation to Reject Bids |   |                                       |
| <input type="checkbox"/> Request for Proposals                     |  |   |                                       |
| <input checked="" type="checkbox"/> Other <u>Policy Amendments</u> |  |   |                                       |

**Action Requested:**

- |  |  |
|--|--|
| <input type="checkbox"/> Board Authorization to Execute                        | <input type="checkbox"/> Legal Approval                              |
| <input type="checkbox"/> Board Authorization to Award                          | <input type="checkbox"/> Execution by the Chairman                   |
| <input type="checkbox"/> Board Authorization to Advertise for Bids             | <input type="checkbox"/> Execution by the Secretary to the Authority |
| <input type="checkbox"/> Board Authorization to Solicit Request for Proposals  |  |
| <input checked="" type="checkbox"/> Other <u>Approval of Policy Amendments</u> |  |

**Approvals Needed:**

**APPROVED AS TO CONTENT:**

- |   |  |                         |
|---|--|-------------------------|
| <input type="checkbox"/> Other (if Applicable)              | _____  | Date: _____             |
| <input checked="" type="checkbox"/> Chief Operating Officer |   | Date: <u>1/14/2021</u>  |
| <input checked="" type="checkbox"/> Executive Engineer      |   | Date: <u>1/14/2021</u>  |
| <input type="checkbox"/> Director of Administration         | _____  | Date: _____             |
| <input type="checkbox"/> Risk Manager                       | _____  | Date: _____             |
| <input checked="" type="checkbox"/> Chief Financial Officer |  | Date: <u>01/13/2021</u> |
| <input checked="" type="checkbox"/> Legal                   |  | Date: <u>1/13/2021</u>  |

**APPROVED FOR BOARD RESOLUTION:**

- |  |  |                       |
|--|--|-----------------------|
| <input checked="" type="checkbox"/> Secretary to the Authority |  | Date: <u>01/14/21</u> |
|--|--|-----------------------|

**Remarks:** \_\_\_\_\_  
\_\_\_\_\_

**Resolution Date:** \_\_\_\_\_ **Item No:** \_\_\_\_\_



**ERIE COUNTY WATER AUTHORITY**  
**INTEROFFICE MEMORANDUM**

To: Jerome D. Schad, Chair  
Mark S. Carney, Vice Chair  
Peggy A. LaGree, Treasurer

Cc: Terrence D. McCracken, Secretary  
Karen A. Prendergast, Chief Financial Officer  
Russell J. Stoll, Chief Operating Officer  
Leonard F. Kowalski, Executive Engineer

From: Margaret A. Murphy, General Counsel

Date: January 12, 2021

Subject: Amendments to Open Meeting Law Policy and Code of Ethics &  
Conflicts of Interest Policy

Following up a discussion held by members of the Ethics Committee meeting, the Secretary of the Authority requested the Legal Department to draft a resolution directing that committee minutes be promptly reviewed and approved.

The Legal Department is recommending amendments to Section 7 (Meeting Minutes) of the Open Meeting Law Policy & Procedures. The Legal Department is also recommending an amendment to Article V, Section I of the Code of Ethics & Conflicts of Interest Policy. Accompanying this memorandum are the tracked changes showing the proposed amendments to both policies.

Please review these proposed changes. If you have any questions or suggestions, please do not hesitate to contact me prior to the January 21, 2021 Governance Committee meeting.

**ERIE COUNTY WATER AUTHORITY  
HR Policies/Procedures**

<b>Re:</b>	<b>CODE OF ETHICS &amp; CONFLICTS OF INTEREST POLICY</b>	<b>Policy No.</b>	<b>11.8</b>
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**Application:** All Employees

**Adopted:** 06/16/05

**Amended:** 05/11/06

04/03/08

05/21/09

01/26/12

08/22/13

03/26/19

03/24/20

01/21/21

**ARTICLE I  
DEFINITIONS**

**Section 1: Definitions.**

- (a) “Ad hoc member” means a committee member who is not a duly appointed Commissioner and who is appointed to serve as a non-voting committee member pursuant to the Authority’s By-laws.
- (b) “Authority” means the Erie County Water Authority.
- (c) “Board” means the Authority’s Board of Commissioners.
- (d) “Chief Operating Officer” means the individual whose position is defined under the job specifications for Executive Director.
- (e) “Code” means this Code of Ethics and Conflicts of Interest Policy.
- (f) “Employee” includes any Authority employee holding either a full-time position or a regular, part-time position.
- (g) “Ethics Committee” means a standing committee of the Board, as described in Article IV, section 4 of the Authority’s By-Laws.
- (h) “First-degree family members” mean parents, step-parents, children, step-children, and siblings, including half- and step-siblings.

- (i) “General Counsel” means the individual whose position is defined under the job specifications for Attorney.
- (j) “Immediate family” means any first-degree family member related by blood or marriage.
- (k) “Interested Person” means any member, ad hoc member, officer, or employee who has a direct or indirect personal financial interest in any matter pending before the Authority.
- (l) “Independent Ethics Panel” or “IEP” means the entity whose powers are proscribed in Article VI, section 4, sub-section (e) of the Authority’s By-Laws.
- (m) “Members” mean the Authority’s Commissioners, duly appointed pursuant to Public Authorities Law § 1053(1).
- (n) “Officers” mean the Chair, Vice Chair and Treasurer and other officers as may be appointed pursuant to Public Authorities Law § 1053(3), including but not limited to the Secretary to the Authority.
- (o) “Personal financial interest” means a financial interest benefiting a member, ad hoc member, officer, or employee, and/or his/her immediate family.
- (p) “Personal loan” means a loan to the member, ad hoc member, officer, or employee, or member of his/her immediate family.

## **ARTICLE II CODE OF ETHICS**

### **Section 1: Purpose.**

As a public benefit corporation, the Authority must conduct its operations in a manner that best serves the interests of its customers and the general public. Its mission is to provide the Authority’s customers with a plentiful supply of safe, high quality and affordable drinking water through reliable infrastructure.

The Authority expects its members, ad hoc members, officers, and employees to observe high ethical standards of conduct in the performance of their duties, and in compliance with all laws and regulations governing the Authority’s operation. This Code of Ethics shall serve as a guide for official conduct and is intended to enhance the ethical and professional performance of the Authority’s members, ad hoc members, officers, and employees and to preserve the public confidence in the Authority’s mission.

### **Section 2: Policy.**

Members, ad hoc members, officers, and employees shall perform their duties with transparency and without favor, and shall refrain from engaging in outside matters of personal financial interest or of personal interest, including other employment, that could impair their independence of judgment, or prevent the proper exercise of one's official duties.

This Code is in addition to any and all other laws, restrictions, standards and provisions applicable to the conduct of the Authority's members, ad hoc members, officers, and employees.

### **Section 3: Standard of Conduct.**

- (a) The Authority's members, ad hoc members, officers, and employees shall:
  - (1) Endeavor to perform the duties of their position to the best of their ability and in a spirit of service to all persons and concerns for which the Authority was created;
  - (2) Uphold the high standards of dedicated public service rendered over the years by Authority members, ad hoc members, officers, and employees;
  - (3) Support and encourage fellow employees in the proper execution of their duties;
  - (4) Address any question of conduct or regulation that may occur to either the Authority's General Counsel, or the Chair of the Independent Ethics Panel (IEP).
- (b) Members, ad hoc members, officers, and employees shall conduct themselves at all times in a manner that avoids an appearance that they can be improperly or unduly influenced, that they could be affected by the position of, or relationship with, any other party, or that they are acting in violation of the public trust.
- (c) Members, officers, and employees shall manage all matters within the scope of the Authority's mission independent of any other affiliations or employment. Members, including ad hoc members, officers, and employees shall strive to fulfill their professional responsibility to the Authority without bias and shall support the Authority's mission to the fullest.

### **Section 4: Prohibited Conduct.**

- (a) The Authority's members, ad hoc members, officers, and employees shall not:

- (1) Directly or indirectly received any compensation or interest, financial or otherwise, or incurred any obligation, which would be a substantial conflict with the proper discharge of their duties with the Authority;
  - (2) Engage in other employment that might impair the independence of their judgment in the execution of their duties with the Authority;
  - (3) Disclose confidential information, acquired in the course of official duties or use such confidential information to further personal financial interests;
  - (4) Directly or indirectly solicit, accept or receive any gift, whether in the form of a promise, money, services, a loan, lodging, meals, entertainment or anything of value.
  - (5) Arrange for the extension of credit or renew an extension of credit in the form of a personal loan from the Authority.
- (b) Unless otherwise permitted by the IEP or the Ethics Committee, no immediate family member of a member, ad hoc member, officer, or employee may directly or indirectly solicit, accept, or receive any other items described in § 4(a)(4) of this Article.
- (c) Unless otherwise permitted by the IEP or the Ethics Committee, no member, ad hoc member, officer, employee nor an immediate family member of a member, ad hoc member, officer, or employee may engage in the following actions:
- (1) Speculating or dealing in equipment, supplies, or materials normally purchased by the Authority;
  - (2) Borrowing money from the Authority, suppliers, significant commercial customers, individuals or firms with whom the Authority does business (loans or mortgages from banks or individuals doing business with the Authority are exempt if the terms are at current rates and the customary collateral for such transactions is provided);
  - (3) Acquiring an interest in real estate in which it is known that the Authority also has a current or anticipated interest;
  - (4) Misusing information to which the individual has access by reason of his or her position, including, but not limited to, disclosing confidential information (of a technical, financial or business

nature) to others outside or inside the business (whether or not a consideration is received), or using such information for one's own interest or the interest of an immediate family member;

- (5) Soliciting funds or other items of value from the Authority's vendors, suppliers or consultants for self-interest or for the benefit of any other organization, club or person, whether such other persons or entities are charitable, religious or profit-making;
  - (6) Serving as an officer, director, manager, consultant, volunteer, or an independent contractor with another company or business organization directly or indirectly related to the Authority without specific authorization from the Authority; and
  - (7) Legally representing, or exerting influence in favor of a current or potential vendor, including but not limited to, assisting in the drafting of applications, plans or proposals for Authority approval or submitting such applications, plans or proposals to the Authority.
- (d) The prohibited actions and activities set forth in this section do not encompass every situation that may lead to a conflict of interest.

### **ARTICLE III CONFLICTS OF INTEREST POLICY**

#### **Section 1: Purpose.**

- (a) The purpose of this Conflicts of Interest Policy is to protect the Authority's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member, ad hoc member, officer, or employee of the Authority. This policy is intended to supplement, but not replace, any applicable state laws governing conflicts of interest applicable to the Authority.
- (b) A conflict of interest is just one example of a violation of ethical conduct. This policy is intended to complement the Authority's Code of Ethics by providing specific procedures to deal with conflicts of interest. To the extent that a matter falls within the scope of both this policy and the Authority's Code of Ethics, the provisions of this Conflicts of Interest Policy shall govern.

**Section 2: Prohibition against Conflicts.**

- (a) Section 1068 of the New York Public Authorities Law sets forth the following requirements with respect to conflicts of interest:

It shall be a misdemeanor for any of the members of the authority, or any officer, agent, servant or employee thereof, employed or appointed by them to be in any way or manner interested directly or indirectly in the furnishing of work, materials, supplies or labor, or in any contract therefor which the authority is empowered by this act to make.

In the event the Authority discovers a violation of the above provision, the Authority shall conduct an investigation and, if warranted, report the offense to the Inspector General of the State of New York.

- (b) This Conflicts of Interest Policy provides additional guidance regarding actual or potential conflicts of interest, including circumstances not within the scope of Public Authorities Law § 1068.

**Section 3: Personal Financial Interest.**

- (a) A person has a personal financial interest if the person has, directly or indirectly, through business, investment or family:
- (1) an ownership or investment interest in, or employment with, any entity with which the Authority has a transaction or business arrangement; or
  - (2) a compensation arrangement with any entity or individual with which the Authority has a transaction or arrangement; or
  - (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Authority is negotiating a transaction or arrangement.
- (b) Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.
- (c) A personal financial interest is not necessarily a conflict of interest. No conflict of interest exists where a personal financial interest arises solely from an immediate family member that holds a clerical, ministerial or low-level management position with an existing or potential vendor, lacks the power to influence the relationship between the business and the Authority and did not obtain his or her position as a means to influence a member, ad hoc member, officer, or employee of the Authority.



- (d) A person who has a personal financial interest may have a conflict of interest only if the Board determines that a conflict of interest exists pursuant to the enforcement and hearing procedures set forth in Article V, § 2 of this Code.

#### **Section 4: Duty to Report.**

- (a) A member, ad hoc member, officer, or employee must immediately report to the Authority's General Counsel or to the IEP Chair gifts of any value, whether in the form of a promise or an offer to give money, services, a loan, or to provide lodgings, meals or entertainment.
- (b) An interested person must disclose the existence of his or her personal financial interest and all material facts surrounding the Financial Interest to the Authority's General Counsel and to the IEP.
- (c) If the Authority's General Counsel or the IEP have reasonable cause to believe an interested person has failed to disclose an actual or possible conflict of interest, they shall inform the interested person of the basis for such belief and afford him/her an opportunity to explain the alleged failure to disclose.
- (d) After disclosure of the personal financial interest, the General Counsel and the IEP will interview the interested person and conduct whatever investigation is warranted by the disclosure.
- (e) After exercising due diligence, the IEP will report its findings and recommendation to the Ethics Committee. The Ethics Committee will review such findings and recommendations. If the Ethics Committee determines further action should be taken, it will forward the matter to the Board.

#### **Section 5: Standard of Review.**

- (a) After exercising due diligence, if the Ethics Committee determines the Authority can obtain an equal or more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest, then it will forward the matter to the Board with its recommendation.
- (b) If the Ethics Committee determines an equal or more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, then it will forward the matter for the Board to determine whether the transaction or arrangement should proceed or be terminated. A Board ruling to proceed

shall include a determination that the transaction or arrangement is in the Authority's best interest, is done for its own benefit and is fair and reasonable to the Authority.

## **ARTICLE IV EMPLOYMENT RESTRICTIONS**

### **Section 1: One-Year Moratorium.**

- (a) No person who has served as a member, officer or employee of the Authority shall within a period of one year after the termination of such service or employment appear or practice before the Authority or receive compensation for any services rendered by the member, officer or employee through or on behalf of any person, firm, corporation or association in relation to any case or transaction with respect to which such person was directly concerned, or participated in, during the period of his or her service with the Authority.
- (b) Notwithstanding the foregoing, the one-year moratorium shall not apply to (i) normal business issues arising as a result of the person's status as a water customer of the Authority and (ii) professional services provided by such person pursuant to a written agreement with the Authority, to the extent such agreement is otherwise consistent with this Code of Ethics.

### **Section 2: Nepotism Policy.**

- (a) In no event shall an immediate family member of a member be hired during the term of the member.
- (b) An immediate family member of an ad hoc member, officer, or employee may be considered for a permanent position only if all of the following conditions are met:
  - (1) The ad hoc member, officer, or employee had no role in approving or appointing the immediate family member, pursuant to HR Policy No. 92 (Employment Opportunities Posting and Hiring); and
  - (2) The immediate family member is an appointment from a Civil Service List; or
  - (3) There will be no supervisory relationship between the immediate family member and the related ad hoc member, officer, or employee, and the immediate family member and the related member, ad hoc member, officer, or employee will not work in the same department.

- (c) If current members, ad hoc members, officers, or employees marry, it may be necessary for the Authority to reassign one or both individuals, particularly in the case of close working, or direct supervisory relationships.
- (d) An immediate family member may be considered for summer or temporary employment only if all of the following conditions are met:
  - (1) There will be no supervisory relationship between the immediate family member and the related ad hoc member, officer, or employee; and
  - (2) The immediate family member and the related ad hoc member, officer, or employee will not work in the same department.
- (e) In no event shall a related ad hoc member, officer, or employee participate in any decision to hire, promote, discipline, or discharge an immediate family member.
- (f) The effective date of this section is March 26, 2019. Immediate family members whose date of hire is before May 1, 2018 may continue in their current position or may be promoted despite the provisions set forth in this section.

## **ARTICLE V IMPLEMENTATION & ENFORCEMENT**

### **Section 1: Distribution.**

The Code shall be reviewed annually by the Board and posted on the Authority's website. All members, ad hoc members, officers, and employees shall be given a copy of this Code upon appointment or commencement of employment and thereafter annually.

### **Section 2: IEP & Ethics Committee.**

- (a) The Board designates the ad hoc members of the IEP as its Ethics Officers, who shall report to the Ethics Committee and Board.
- (b) The Ethics Committee shall prepare, review, update, and approve financial disclosure statements to be filed by members, ad hoc members, officers, and designated employees with the IEP.
- (c) The IEP shall have the following duties:

- (1) Interpret and make recommendations with regard to any questions or purported violations of this Code and any statutory ethical standards affecting members, ad hoc members, officers, employees or their immediate family;
  - (2) Counsel in confidence all members, ad hoc members, officers, employees, and their immediate family, who seek advice about ethical behavior;
  - (3) Receive and investigate complaints about possible conflicts of interest and ethics violations;
  - (4) Recommend the dismissal of any complaint found to be without substance;
  - (5) Prepare an investigation report of its findings and recommendations for the Ethics Committee to consider and to recommend such further action be taken by the Board;
  - (6) Record the receipts of gifts or gratuities of any kind, received by any member, ad hoc member, officer, employee or immediate family member, who shall notify the IEP within 48 hours of receipt of such gifts and gratuities.
- (d) Any reports or recommendations made by the IEP must list those ad hoc members who concur or dissent with the report or recommendation.
- (e) Members, ad hoc members, officers, and employees are required to report possible unethical behavior by a member, ad hoc member, officer, or employee to the IEP and the Authority's General Counsel. Such a complaint may be filed anonymously and protects the reporting member, ad hoc member, officer, or employee from retaliation. Any form of retaliation is prohibited under this Code and constitutes an ethical violation of this Code.
- (f) At its discretion, the Ethics Committee may recommend to the Board appropriate disciplinary action, which may include, but is not limited to, a reprimand, suspension or termination. No disciplinary action may be taken without affording the person due process to be heard and to respond to the complaint of unethical behavior. This hearing may also be subject to the applicable provisions, if any, of Civil Service Law § 75 or any applicable provisions of a collective bargaining agreement.

### **Section 3: Records of Proceedings.**

The IEP shall keep records of all proceedings, including:

- (a) Names of the persons who disclosed or otherwise were found to have a personal financial interest in connection with an actual or possible conflict of interest, the nature of the personal financial interest, any action taken to determine whether a conflict of interest was present, and the Board's ruling, if any, as to whether a conflict of interest in fact existed.
- (b) Names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken or written rulings made in connection with the matter.

## **ARTICLE VI**

### **FINANCIAL DISCLOSURE STATEMENTS**

#### **Section 1: Erie County Board of Ethics.**

- (a) Pursuant to Public Authorities Law § 2825 (3) and Article 18 of the General Municipal Law, members, officers, and designated employees must file an [annual financial disclosure statement](#) with the Erie County Board of Ethics on or before the fifteenth day of May with respect to the preceding calendar year.
- (b) A member, officer, or designated employee who has timely filed an application for automatic six-month extension with the Internal Revenue Service ("IRS") may file a supplemental statement of financial disclosure seven days after the expiration of the six-month automatic extension with the IRS. This six-month extension does not extend the May 15<sup>th</sup> deadline but does allow an individual to file a supplemental financial statement, correcting any representations made in the initial financial statement.
- (c) The following members, officers, and employees are required to file annual disclosure statements with the Erie County Board of Ethics: Commissioners, the Secretary of the Authority, the Chief Operating Officer, the Chief Financial Officer, the General Counsel, and Executive Engineer.
- (d) The following members, officers, and employees are required to file an [Employee Disclosure](#) Form with the Erie County Board of Ethics within 10 days of appointment: Commissioners, the Secretary of the Authority, the Chief Operating Officer, the Chief Financial Officer, the General Counsel, and Executive Engineer.

#### **Section 2: In-House Financial Disclosure Statements**

- (a) The members, ad hoc members, officers, and designated employees are required to file an in-house financial disclosure statement with the

Authority's IEP within ten days of appointment or commencement of employment and thereafter annually.

- (b) In-house financial disclosure statements shall be filed by all members, all employees holding an "exempt" job title, and other employees holding certain job titles:

(1) Exempt Job Titles

- i. Associate Attorney;
- ii. Associate Attorney RPT;
- iii. Chief Financial Officer
- iv. Chief Operating Officer
- v. Comptroller;
- vi. Comptroller (Part time);
- vii. General Counsel
- viii. Executive Engineer;
- ix. Secretary to the Authority.

(2) Designated Job Titles

- i. Administrative Assistant;
- ii. Assistant Business Office Manager;
- iii. Assistant Manager of Accounting Services;
- iv. Automotive Mechanic Crew Chief;
- v. Business Office Manager;
- vi. Cash Manager;
- vii. Chemist and Chief Water Treatment Plant Operator;
- viii. Chief Business Officer Manager-Budget Director;
- ix. Chief Customer Service Representative;
- x. Claims Representative-Risk Manager;
- xi. Construction Inspector;
- xii. Coordinator of Employee Relations;
- xiii. Deputy Associate Attorney;
- xiv. Deputy Director/Chief Financial Officer;
- xv. Director of Administration;
- xvi. Director of Employee Relations;
- xvii. Director of Equal Employment Opportunity (ECWA);
- xviii. Director of Human Resources;
- xix. Director of Purchasing & Inventory Management;
- xx. Director of Operations;
- xxi. Director of Water Quality;
- xxii. Distribution Engineer;
- xxiii. Electrical Engineer;
- xxiv. Employee Benefits Specialist;
- xxv. Manager of Accounting Services;
- xxvi. Municipal Liaison ECWA (Part time);

- xxvii. Production Engineer;
  - xxviii. Production Technician;
  - xxix. Security Officer (ECWA);
  - xxx. Senior Distribution Engineer;
  - xxxi. Senior Micro Technical Support Specialist (ECWA);
  - xxxii. Senior Production Engineer;
  - xxxiii. Senior Stores Clerk; and
  - xxxiv. Any other position designated by Board resolution.
- (c) The General Counsel or the Independent Ethics Panel may direct any other employee who procures goods and services on the Authority's behalf to file a financial disclosure statement.
- (d) All members, ad hoc members, officers, and designated employees have the ongoing obligation to immediately report any conflict of interest that may arise for them or for any of their immediate family members.
- (e) Members, ad hoc members, officers, and designated employees must annually file an in-house financial disclosure statement with the IEP on or before the fifteenth day of May with respect to the preceding calendar year. In-house financial disclosure statements shall be placed in a sealed envelope and addressed to the Independent Ethics Panel, c/o Legal Department, 295 Main Street, Room 350, Buffalo, New York 14203.
- (f) The Authority shall retain all in-house financial disclosure statements for a period of seven years from the required filing date.



# **ERIE COUNTY WATER AUTHORITY**

## **Open Meetings Law**

### **Policy & Procedures for Accessing Public Meetings**

#### **Section 1: Public Declaration**

The Erie County Water Authority (the “Authority”) pledges to the public and its customers to operate in an open and transparent manner, by inviting the public and the media to attend and listen to the deliberations, discussions, and decisions of its Board of Commissioners.

The Authority’s board and committee meetings are the public setting in which Commissioners exercise their duties. It is during these meetings that the public can best observe the Commissioners’ performance of their governance responsibilities, their exercise of management oversight, and their decision-making regarding the Authority’s finances and operations. The better informed, engaged and mission-oriented the Commissioners are, the more likely the Authority will operate consistent with its stated purpose, policies and legal obligations.

These procedures are adopted to allow the public, individually and collectively as represented by a free press, to have access to the public records and meetings of the Authority, in accordance with the provisions of Article 7 of the Public Officers Law.

#### **Section 2: Definition.**

(a) The “Authority” means the Erie County Water Authority, a body corporate and politic constituting a public benefit corporation of the State of New York, whose formation and powers are set forth in Public Authorities Law §§ 1050-1073.

(b) The “Blue Sheet” means the Erie County Water Authority Authorization Form for Approval/Execution of Documents, commonly referenced as the “Blue Sheet.”

(c) The “Board” means the Authority’s Board of Commissioners.

(d) “Board Room” means the room designated for board and committee meetings at the Ellicott Square Building, 295 Main Street, Room 350, located in the City of Buffalo.

(e) “Chair” means the Chair of the Board of Commissioners and its Committees.



(f) “Committees” include the Audit Committee, the Ethics Committee, Finance Committee, Governance Committee and such other committee(s) as created and appointed by the Board.

(g) “ECWA Website” means the website controlled and maintained by the Authority at <https://ecwa.org/>

(h) “Executive Session” means that portion of a meeting not open to the public and authorized by a majority vote of the Board or Committee pursuant to a motion identifying one of the enumerated purposes set forth in Public Officers Law § 105.

(i) “Meeting” means the official convening of the Board or its Committees for the purpose of conducting public business.

(j) “Secretary” means the Secretary of the Authority.

(k) “Special Meeting” means a meeting called pursuant to Article III, § 3 of the Authority’s By-Laws.

### **Section 3: Purpose and Scope.**

These procedures govern access to the public records and meetings of the Authority, in accordance with the provisions of Article 7 of the Public Officers Law. These procedures should be read together with Article 7 of the Public Officers Law, which provides additional information about access to records and meetings and when a meeting may be closed to the public and held in executive session. Any conflict governing the access to meetings and records will be construed in favor of the broader access to such meetings and records.

### **Section 4: Open Meeting**

(a) Every Meeting of the Board or its Committees shall be open to the public and media, except those portions of a Meeting lawfully convened in Executive Session, pursuant to Public Officers Law § 105.

(b) Meetings of the Board and its Committees will be held in the Board Room. The Board is also authorized to conduct Meetings at an appropriate facility, adequate to accommodate the members of the public and media and which permits barrier-free physical access to the physically handicapped.

(c) Consistent with the opinions of the Committee on Open Government, Commissioners may, from time-to-time, appear at such Meetings through audio or video-conferencing. No Commissioner may participate in any audio or video

transmission unless the public and media are able to hear or observe the transmission. A Commissioner, whose appearance is made through audio or video-conferencing, may be noted in the minutes as being present for purposes of a quorum and voting, only if the public and media are able to hear such Commissioner whose appearance is made by an audio or video transmission.

## **Section 5: Meeting Notices**

(a) A public notice will be prepared for each Board and Committee Meeting. The notice shall contain the date, time and location of the Meeting, as well as the name of a contact person to whom questions may be directed about the Meeting.

(b) Notices shall be electronically sent to the following media outlet at least one week prior to the Meeting:

[news@wkbw.com](mailto:news@wkbw.com) (WKBW)  
[newsroom@wivb.com](mailto:newsroom@wivb.com) (WIVB)  
[wgrz-newsroom@wgrz.com](mailto:wgrz-newsroom@wgrz.com) (WGRZ)  
[citydesk@buffnews.com](mailto:citydesk@buffnews.com) (Buffalo News)  
[buffalo-news@charter.com](mailto:buffalo-news@charter.com) (Spectrum News)

FAX: 716-832-3080 (WBEN)  
FAX: 716-845-7036 (WNED/WBFO)

The Secretary has the discretion to add the email addresses of specific reporters who regularly attend or cover the business of the Authority.

(c) Notices shall also be conspicuously posted near the public entrances to Room 350 at the Ellicott Square Building and the Union Road Service Center, 3030 Union Road, Cheektowaga, New York.

(d) Except for Special Meetings, all notices should be electronically sent and conspicuously posted one-week prior to the meeting.

(e) Individuals who wish to receive [email notices of all Board and Committee Meetings and postings](#) may sign up on the ECWA Website. Notices will be electronically sent to these individuals at least 72-hours prior to the Meeting.

(f) The [ECWA Website Homepage](#) will also post the date and time of the next scheduled Board and/or Committee Meeting(s).

(g) Notices of Special Meetings shall be electronically sent and conspicuously posted immediately.

(h) Once Board and Committee Meetings are streamed live over the Internet, the notice shall inform the public of the Internet address of the website streaming such Meeting.

(i) The EWCA Website should also post a [Schedule of Upcoming Board and Committee Meetings](#).

## **Section 6: Agenda and Meeting Materials**

(a) The agenda is a key document for every Meeting since it identifies the matters and issues that are before the Board or Committee for review, discussion or action. Common items to include in the agenda are the roll call, reading and approval of the minutes from the previous meeting, reports, communication and bills, public expression, unfinished business and new business (including resolutions presented for approval) and adjournment.

(b) Any item to be placed on the agenda for a Board or Committee Meeting must be given to the Secretary by Noon six business days before the Meeting.

(c) Items to be submitted may include the following: management and committee reports, communications and bills, resolutions with associated documentation, and any other business requiring Board approval or a Committee recommendation. If such items are placed on the Board or Committee agenda, such agenda items will be distributed to the Board and/or Committee members at least one week prior to the meeting. Board and Committee materials will also be posted on the ECWA Website five business days before the Meeting.

(d) All resolutions require a Blue Sheet. When an item requires a Blue Sheet to be signed by the Secretary, it must contain all the required signatures and must be submitted to the Secretary by Noon, six business days before the Meeting. If the Blue Sheet is not received by Noon, the item will be held for the next Meeting.

(e) Pursuant to Article V, § 2 of the By-Laws, the Chair shall review and approved the agenda prepared by the Secretary, and when necessary, may adjust the number of items on the agenda so the Meeting can be conducted within a time frame conducive to the schedule of each Commissioner..

## **Section 7: Meeting Minutes**

(a) Minutes are the official record of a Board or Committee Meeting. They contain information about all the action taken during a Board or Committee Meeting, and can be considered legal evidence of the facts they report. For this reason, it is important that the minutes be recorded in a way that clearly and accurately reflects all the business transacted during a Meeting.

(b) Meeting minutes should contain the following information:

- i. the Authority's name and the meeting type (i.e. annual, regular, or special board meeting or meeting of a specific committee);
- ii. the date and time of the meeting;
- iii. Members in attendance, excused or absent (including departures and reentries into a meeting);
- iv. Staff and guests in attendance;
- v. Existence of a quorum;
- vi. Motions made and seconded and by whom;
- vii. Brief objective account of any debate;
- viii. Existence of conflicts of interest and how they were resolved;
- ix. Voting results with names of abstainers and dissenters;
- x. Resolutions adopted;
- xi. Future action steps;
- xii. Time meeting ends; and
- xiii. Signature of Secretary.

(c) Draft Meeting minutes shall be distributed to members of the Board or the Committee at least five business days in advance of review and approval.

(d) Meeting minutes should be made available to the public within two weeks of the Meeting. Minutes should be marked "draft" and made available to the public even if such minutes have not been approved within two weeks of the Meeting.

(e) Minutes do not need to be prepared for a Committee Meeting held solely for the purpose of approving minutes from a prior meeting. A Committee should meet to approve minutes from a prior meeting within one month of the prior meeting.

(f) Meeting minutes must be posted on the ECWA Website and shall remain on the ECWA Website for at least two years.

(g) Official Meetings shall be kept as a permanent record in the Authority's Minute Books.

## **Section 8: Executive Session**

(a) The Board or one of its Committees may conduct a portion of its Meeting in Executive Session, upon the majority vote of the Board or the Committee taken during an open session pursuant to a motion identifying one of the enumerated purposes set forth in Public Officers Law § 105, as listed below:

- (1) Matters which will imperil the public safety if disclosed;
- (2) Any matter which may disclose the identity of a law enforcement agent or informer;
- (3) Information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
- (4) Discussions regarding proposed, pending or current litigation;
- (5) Collective negotiations pursuant to Article 14 of the Civil Service Law;
- (6) The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particulate person or corporation;
- (7) The preparation, grading or administration of examinations; and
- (8) The proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by the Authority, but only when publicity would substantially affect the value thereof.

(b) In the agenda for the Meeting, the Chair should give notice to other Board or Committee members, as well as the public, if a motion will be made to move into Executive Session. If such motion is not listed on the agenda, then a motion to move into Executive Session must have unanimous support of the members of the Board or Committee.

(c) Before the Board or Committee recesses the open session of the Meeting to enter into Executive Session, a motion must be made and seconded with sufficient details as to the enumerated purpose requiring the matter to be held in Executive Session. If the motion is carried, the Chair will designate, during the open session, the individuals invited to participate in the Executive Session in addition to members of the Board or Committee. These names are to be recorded in the minutes. The minutes of the open session must reflect the time the Board or Committee enter and exited the Executive Session.

(d) The Chair has the duty to ensure that only the matter(s) identified in the motion will be discussed during the Executive Session.

(e) No motions or formal votes may be taken in Executive Session.

(f) Attendance at the Executive Session shall be limited to the members of the Board or the Committee, and any other persons authorized by the Board or Committee, who have been identified on the record in the open session prior to convening the Executive Session.

## **Section 9: Recording and Broadcasting of Meetings.**

(a) The Authority:

- i. [Audio recordings](#) of the Board and Committee Meetings shall be posted on the ECWA Website and shall remain on the ECWA Website for at least two years.
- ii. Effective as of a date to be determined in 2019, the Authority will stream live all Board and Committee Meetings on the Internet. All audio and visual transmissions will be archived and made available on the ECWA Website for a two-year period.

(b) The Public and the Media:

- i. Any Meeting open to the public may be photographed, broadcast, webcast, or otherwise recorded and/or transmitted by audio or video means by any member of the public or the media.
- ii. Operation of equipment to photograph, record or broadcast a Meeting is permitted unless it is obtrusive, disruptive, or interferes with the deliberative process or the right of persons in attendance to observe or listen to the proceedings.
- iii. Use of equipment necessary to photograph, record or broadcast is permitted without notice to or express permission from the Authority or those in attendance at the meeting.
- iv. Use of special lighting or large equipment necessary to photograph, record or broadcast a meeting is permitted unless it is obtrusive or disruptive.
- v. Personnel who operate equipment necessary to photograph, record and/or broadcast a meeting shall be permitted to move about the room, as long as such movement does not disrupt or interfere with the deliberative process.

- vi. Use of equipment necessary to photograph, record and/or broadcast a meeting shall not be limited to a location from which such equipment is not reasonably capable of photographing, recording and/or broadcasting.
- vii. Persons operating equipment necessary to photograph, record and/or broadcast shall be given a reasonable opportunity to modify their actions in order to avoid interference with the deliberative process.

(c) There is no privacy interest in statements made during the open session of a Board or Committee Meeting. Distaste or embarrassment shall not constitute a basis for prohibiting or limiting the photographing, recording or broadcasting of those present at a Meeting.

## **Section 10: Public Expression**

Members of the public are encouraged to express their views at the regular Meetings of the Board. Individuals who wish to address the Board must submit a written request to the Secretary, containing the name and address of the individual who will be addressing the Board and the subject matter to be raised. Unless the Board approves a motion to suspend the rules, written requests must be received by forty-eight (48) hours prior to time of the regular Board meeting, at the following address or email: Secretary of the Authority, Erie County Water Authority, 295 Main Street, Room 350, Buffalo, New York 14203 or [secretary@ecwa.org](mailto:secretary@ecwa.org). Individuals will be permitted two minutes to address the Board, unless the Board Chair extends the time.

## **Section 11: Conflicts of Interest**

(a) A conflict of interest is a situation in which the personal interest of a Commissioner comes into actual, potential or perceived conflict with his/her fiduciary or public responsibilities as a board member. Commissioners should always serve the interests of the Authority above their own personal interests when conducting public business.

(b) Commissioners are required to disclose any actual, potential or perceived conflict involving any item or matter coming before the Board or Committee for approval. When an actual or potential conflict exists, the Commissioner should recuse himself or herself from any discussion or voting on such item or matter.

## **Section 12: FOIL Appeals**

Any appeal to the Board pursuant to the Authority's Policy & Procedures for Accessing Public Records and the New York State Freedom of Information Law is considered a quasi-judicial proceeding pursuant Public Officers Law § 108 (1) and is not subject to the provisions of the Open Meetings Law.

### **Section 13: Severability**

If any provision of the Policy & Procedures for Accessing Public Meetings ("Policy and Procedures") or its application to any person or circumstances is adjudged invalid by a court of competent jurisdiction, such judgment shall not affect or impair the validity of the other provisions of the Policy & Procedures or its application to other persons and circumstances.

**Adopted on October 18, 2018**

**Amended on May 6, 2019**

**Amended on January 21, 2021**