

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 17th day of May, 2018 as amended August 16, 2018

PRESENT: Jerome D. Schad, Chairman
 Mark S. Carney, Vice Chairman
 Karl J. Simmeth, Jr., Treasurer
 Terrence D. McCracken, Secretary to the Authority and Ad Hoc Member
 Robert J. Lichtenthal, Jr., Deputy Director
 Earl Jann, Executive Director
 Margaret A. Murphy, Associate Attorney and Ad Hoc Member
 Russell J. Stoll, Executive Engineer
 Karen A. Prendergast, Comptroller
 Joseph T. Burns, Deputy Administrative Director
 Daniel J. NeMoyer, Director of Human Resources
 Jacqueline Mattina, Deputy Associate Attorney
 John J. Mogavero, Chemist/Chief WTPO
 Joseph T. Burns, Deputy Administrative Director
 Steven V. D'Amico, Business Office Manager

ATTENDEES: Sandra Tan
 Mike Wymer
 Gerald Summe
 Jeff Preval
 David Morales

CALL TO ORDER

PLEDGE TO THE FLAG

I. - ROLL CALL

Chairman Jerome Schad advised a draft report was received from the ABO. Schad recognized three things in reviewing the report: First, the report was very thorough; second, the draft report is well written; and third, it documents a history past transgressions -- that stops today. Schad sees this report as a blueprint for change, dictating where the Authority should and will go.

II. - READING OF MINUTES

Motion by Mr. Simmeth seconded by Mr. Carney and carried to waive the reading of the Minutes of the Governance Committee Meeting held on Thursday, May 3, 2018.

DISCUSSION

None

VOTE

Ayes: Three; Commrs. Schad, Carney and Simmeth

Noes: None

III. - APPROVAL OF MINUTES

Motion by Mr. Simmeth seconded by Mr. Carney and carried to approve the Minutes of the Governance Committee Meeting held on Thursday, May 3, 2018.

DISCUSSION

None

VOTE

Ayes: Three; Commrs. Schad, Carney and Simmeth

Noes: None

IV. - REPORTS

V. - COMMUNICATIONS AND BILLS

VI. - UNFINISHED BUSINESS

VII. - NEW BUSINESS

A. Board Discussion and Staff Comments on Policy Issues Raised by the confidential, draft ABO Report

Discussion:

Associate Attorney, Margaret Murphy, advised Chairman Schad sent a letter to ABO requesting an extension until June 1, 2018 to respond to the draft report. The ABO granted the extension.

During the Audit Committee, Murphy distributed a binder of ABO policies which was gathered from the ABO website.

<https://www.abo.ny.gov/recommendedpractices/practices.html>

<https://www.abo.ny.gov/policyguidance/policyguidance.html>

She advised the Board and Executive Staff have been scheduled for ABO training on May 23, 2018. A Governance Committee Meeting will be scheduled the later, same day.

Secretary McCracken and the Board have received staff comments on the draft report. McCracken and Murphy will prepare an outline of the topics discussed in the draft report with comments from the staff. The outline will be used to guide the discussion at the next committee meeting.

Murphy commented any deliberative body should have a public record demonstrating the information and documents received and considered prior to making a decision or taking any action. She used the example of a jury to demonstrate her point.

Chairman Schad advised that there needs to be an organized way to move forward and that at the next meeting Associate Attorney Murphy and Secretary McCracken need to have some steps in place as to where the focus will be.

Vice Chairman Carney concurs and advised that the first priority is to acknowledge deficiencies and not to try to explain them away, but rather how to change going forward. The Authority needs to prioritize where to make the changes with the transparency being at the top of the list. Vice Chairman Carney asked Secretary McCracken to reach out to Paul Wolf at Buffalo Niagara Coalition for Open Government for assistance.

Secretary McCracken advised that he did reach out to Paul Wolf and had a great conversation and looks forward to speaking with him again.

Vice Chairman Carney welcomes any voluntary assistance or guidance Mr. Wolf had to offer the Authority. Carney stressed ECWA is a public authority and should act like a public authority.

B. Policy No. 94 Draft FOIL & Policy No. 96 Draft OML

Discussion:

Chairman Schad advised that the Authority needs to end the “minimalist” approach. The Governance Committee needs make it a priority to refine these OML/FOIL policies.

Vice Chairman Carney commented on Policy 94.0 that page 2 the word “may” should be replaced with “shall” and otherwise it looks good.

Murphy has been tasked with the responsibility to outline areas where the committee can offer refinement to the OML/FOIL policy.

Chairman Schad advised that the Authority has put a list of 6 or 7 media outlets to where ECWA will send meeting notices.

Secretary McCracken has spoken to IT about adding to the website a list-serve sign-up for members of the media and public, seeking to receive board and committee notices, agendas, packages and minutes.

Starting with the 2018 Annual Meeting, Chairman Schad noted that the Authority has been posting meeting notices and agendas on its website 7 days prior to any meeting and anticipates that board packages will be posted 7 days prior.

Secretary McCracken advised that he met with a company that provide video/audio to companies and is waiting for the company to get back with pricing.

Associate Attorney Murphy advised the OML requires a room large enough to accommodate the public and the media. She added most public bodies provide the media with a table so they can take notes. Vice Chairman agreed and advised Secretary McCracken to look for alternative sites, perhaps a County Building.

C. Governance Committee May Meeting Schedule

Board members and executive staff will be required to attend ABO training on May 23, 2018 from 9:30 to 11:30 and thereafter a Governance Committee Meeting at 2:00 p.m.

Treasurer Simmeth informed that Board that he is resigning from his position as Treasurer of the Erie County Water Authority.

VIII. - ADJOURNMENT

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

DISCUSSION

None

VOTE

Ayes: Three; Commrs. Schad, Carney and Simmeth

Noes: None

Respectfully submitted,

Terrence D. McCracken
Secretary to the Authority

TDM:slz

5/17/18