

**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 16<sup>th</sup> day of August, 2018.

**PRESENT:** Jerome D. Schad, Chairman  
Mark S. Carney, Vice Chairman  
E. Thomas Jones, Treasurer  
Terrence D. McCracken, Secretary to the Authority  
Margaret A. Murphy, Attorney  
Robert J. Lichtenthal, Jr. Deputy Director  
Russell J. Stoll, Executive Engineer  
Paul H. Riestler, Director of Administration  
John J. Mogavero, Chemist/Chief WTPO  
Joseph J. Burns, Deputy Administrative Director  
Karen A. Prendergast, Comptroller  
Daniel J. NeMoyer, Director of Human Resources

**ATTENDEES:** Michael Mroziak, WBFO  
Anthony Perna

**ALL TO ORDER AT 9:30 A.M.**

**PLEDGE TO THE FLAG**

**I. - ROLL CALL**

**II. - READING OF MINUTES**

Motion by Mr. Carney seconded by Mr. Schad and carried to waive the reading of the Minutes of the Governance Committee Meeting held on August 2, 2018.

**DISCUSSION**

None

**VOTE**

Ayes: Three; Commrs. Schad, Carney and Jones

Noes: None

**III. - APPROVAL OF MINUTES**

Motion by Mr. Carney seconded by Mr. Schad and carried to approve the Minutes of the Governance Committee Meeting held on August 2, 2018.

**DISCUSSION**

None

**VOTE**

Ayes: Three; Commrs. Schad, Carney and Jones

Noes: None

**IV. – REPORTS**

**V. - COMMUNICATIONS AND BILLS**

**VI. - UNFINISHED BUSINESS**

**T-1            APPROVAL OF THE AMENDMENT TO THE PROPOSED POLICY NO. 94.0 (ITEM NO. 4 4/19/18)**

**T-2            ADOPTION OF POLICY NO. 96.0 (ITEM NO. 15 4/19/18)**

**T-11           AMENDMENT TO THE AUTHORITY’S CODE OF ETHICS RELATING TO CONDUCT OF COMMISSIONERS AND FORMER COMMISSIONERS (ITEM NO. 7 6/28/18)**

Commissioner Jones questioned the three tabled items under unfinished business. A discussion was held regarding the Authority’s Code of Ethics policy. Attorney Murphy updated Commissioner Jones on the Authority’s forms and who files. She informed the Board that Associate Attorney Mineo is currently rewriting the Authority’s ethics policy and will be bringing it to the governance committee for review.

**VII. - NEW BUSINESS**

1. Further Discussion on Executive Director Job Description

**DISCUSSION**

Chairman Schad indicated that David Palmer, Commissioner of the Erie County Dept. of Personnel informed the Authority that preferred minimum qualifications cannot be listed on a job specification – only minimum qualifications. If minimum qualifications are included, it will no longer be in the Exempt Class. Commissioner Jones believes we are defining ourselves out of a candidate if we include too many qualifications. Commissioners Schad and Carney agreed.

Vice Chairman Carney strongly expressed that he would like to move this process along and that he would like to have an Executive Director on Board by budget time. Chairman Schad noted that this raises the question are minimum qualifications included. He would like the position to stay exempt but still have some control over the preferred qualifications. Therefore, there are three options: 1) keep the job spec as is and advertise, 2) stay with same job description but include a statement with additional particulars we are looking for that don't interfere with the job description or 3) a new job description. Chairman Schad would like to go with option 2 and specify the additional preferences that we are looking for. Daniel NeMoyer suggested that instead of using "preferences" use the language "Candidates with the following qualifications are encouraged to apply". The Commissioners would like staff to come up with the additional language and get it posted. Chairman Schad also requested posting the job on various websites. A time frame and hiring process was discussed and determined.

After the discussion above, Commissioner Jones asked if the Authority has a backup plan when key employees are leaving the Authority. Vice Chairman Carney noted that he fully agrees with Commissioner Jones as this has been discussed at prior board meetings. After further discussion, asked that Secretary McCracken and Director of Human Resources NeMoyer formulate a succession plan and report back at a future meeting.

#### **VIII. – ADJOURNMENT**

Motion by Mr. Carney seconded by Mr. Jones carried that the meeting adjourn.

#### **DISCUSSION**

None

#### **VOTE**

Ayes: Three; Commrs. Schad, Carney and Jones

Noes: None

Respectfully submitted,



Terrence D. McCracken  
Secretary to the Authority

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