

**MONTGOMERY-OTSEGO-SCHOHARIE SOLID WASTE MANAGEMENT  
AUTHORITY  
GOVERNANCE COMMITTEE MEETING**

**DATE:** November 30, 2006

**LOCATION:** MOSA Administrative Complex, Howes Cave

**MEMBERS PRESENT:**

Edward Wesnofske  
Olga Podmajersky  
Meredith McNeil

**ABSENT:**

**OTHERS PRESENT:**

Joan Bent  
Rudolph Laguna  
Gilbert L. Chichester

**1. Opening**

Chairperson Wesnofske opened the meeting at 10:30 a.m.

**2. Ethics Policy**

Mr. Chichester explained that he had reviewed the existing Ethics Policy with the Authority's General Counsel and she felt uncomfortable being the Ethics Officer. She did not feel that she could facilitate all the provisions of the policy and serve her role as General Counsel to the Governing Board at the same time.

To that end, Mr. Chichester indicated that some form of an Ethics Committee needed to be established. Mr. Wesnofske felt that it would be appropriate to have either the Audit or Governance Committee serve as the Ethics Committee. Joan Bent felt it was more appropriate for the Governance Committee. All Committee members agreed and felt that the name of the Governance Committee should be made to reflect this additional role. It was agreed that the Governance Committee should become the Governance and Ethics Committee.

Olga Podmajersky indicated that she had reviewed the existing policy in the Governing Board Handbook and found that it did not include provisions for the Public Authorities Law and the Public Officers Law regarding ethical conduct. Mr. Chichester indicated that he would review those sections as he developed a new policy for Committee review.

Joan Bent indicated that she felt that attention should be brought to the Ethics Policy for staff and Board members, especially when newly hired or appointed. The Committee felt that there should be written acknowledgement of the receipt of the Ethics Policy by both new Board members and new staff.

**3. Expense and Reimbursement Policy**

Mr. Wesnofske indicated that he had done research as to similar types of policies in existence and also reviewed concerns of the NYS Comptroller in audits of public entities as he drafted the version placed in front of the Committee.

Ms. Podmajersky indicated that she thought that there should be separate policies for Board members and staff. Additionally, she thought that the restriction for Board member attendance of multi-day conferences within New York State involving overnight lodging was somewhat restrictive. The Committee felt that one policy was appropriate for both the Board members and staff. The other Committee members felt that there was provision for Board members to be able to go to other conferences with Board approval.

Ms. Podmajersky felt that the Authority should not pay for any refreshments or meals. All Board members and staff should be responsible for their own. She did feel that the rates in the "Schedule A" attached to the draft policy, for meal reimbursement, were reasonable.

Without any changes, the Committee agreed that the policy should be sent to the full Governing Board for consideration.

**4. Whistleblower Protection Policy**

Mr. Wesnofske introduced the policy and summarized how the process would be handled.

The Committee recommended that the policy be sent to the full Governing Board for consideration.

**5. Other Business**

Mr. Wesnofske indicated that Section 2824 of the Public Authority Accountability Act of 2005 requires that the Governance Committee also advise the appointing Authorities on the skills and experiences required of potential Board members. This was a topic to be brought up at the next meeting of the Committee. He also felt that there should be some record created as to the service provided by Board members by reporting meeting attendance and participation, i.e. some indication of diligence and accountability.

Ms. Podmajersky felt that this should be reported directly to the Counties as opposed to being put in a formal report.

The Committee felt that there should be a process/schedule for appropriate Committees to review the various policies that have been established so as to refresh the memory of Board members and to be sure they are reviewed for completeness in light of changes in laws, rules, regulations and good business practices. It was felt that the various Committees should identify what needs annual review and update.

Ms. Podmajersky indicated that there was also a requirement to address defense and indemnification for Board members and staff.

Ed Wesnofske indicated that he would prepare a generic advisory statement relative to skills and abilities of new Board members along with a format for reporting attendance and participation.

**6. Adjournment**

Edward Wesnofske motioned to adjourn the meeting. The motion was seconded by Meredith McNeil, which was unanimously approved at 11:45 a.m.

Respectfully submitted,

Gilbert L. Chichester  
Executive Director