

# Montgomery-Otsego-Schoharie Solid Waste Management Authority

## Governance & Ethics Committee Meeting

**Date:** July 12, 2007

**Location:** Howes Cave Administrative Complex

### Members Present

Olga Podmajersky  
Joan Bent  
Martha Clarvoe

### Members Absent

### Others Present

Gilbert Chichester  
Edward Wesnofske

#### 1. Opening

Chairperson Olga Podmajersky called the meeting to order.

#### 2. Minutes of Prior Meeting

Joan Bent moved to accept the minutes of the November 30, 2006 meeting. Olga Podmajersky seconded the motion and all voted in favor.

#### 3. Board & Committee Meeting Attendance

Ed Wesnofske introduced discussion with regard to attendance at board and committee meetings. He felt that this information should be put in the annual report. He did not question the number of allowed misses. He indicated that he felt that it was a matter of informing the County Boards. He did not see the MOSA Governing Board setting any criteria or taking any action.

#### 4. Policies & Responsibilities

Chairperson Podmajersky explained that she had put together a notebook for all committee members in an effort to pull together what applies to each subject. Section 1A related to the Public Authority Accountability Act. It contained the sections that apply to local Authorities. Section 1B related to the Public Authorities Law. Section 1C related to Authority Budget Office policies and Section 1D spoke to the responsibilities of the Governance Committee.

Section 2 related to required training. Section 3 related to the financial disclosure responsibilities. Section 4 contained the policies.

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The committee looked at sample financial disclosure documents and decided that they would reflect on the different policies and discuss them at a future meeting. Any financial disclosure documents required by the Authority would be filed with the Authority and be open for inspection. The committee looked at the policies in place in both Montgomery County and Otsego County. Due to the fact that the Authority is located in Schoharie County it is not required to have financial disclosure due to its low population. The opinion of the Authority Budget Office is that the policy of the County in which the Authority headquarters is located governs.

For the Ethics Policy, the proposed policy replaces the Authority's General Counsel as the Ethics Officer with the Governance Committee.

MOSA is supposed to comply with the Public Officers Law. There were two items that might not be covered. They were Sections 3i and 3j. Olga Podmajersky and Mr. Chichester agreed to review this matter.

The Authority is to have a code of conduct. It was felt that the Employee Handbook related to this requirement.

It was acknowledged that the Authority has an Expense and Reimbursement Policy as well as a Whistleblowers Policy.

Three policies appeared to need development. They would relate to the Procurement of Goods and Services, Acquisition of Real Property, and Disposition of Real and Personal Property. It was agreed that the procedures for procurement needed to be updated. This would be the responsibility of the Director of Finance and Administration.

Relative to the Acquisition of Real Property, an assessment of need and an assessment of value needs to be part of such a policy. The committee felt that the policy should look to a professional management recommendation as to suitability and value. Chairperson Podmajersky indicated that she would work on the wording of a policy for committee consideration.

Olga Podmajersky also indicated that she would look at policies in place in other Authority's regarding the disposition of proceeds.

The committee decided that a legal opinion should be obtained relative to the Defense and Indemnification of Board Members. Mr. Chichester is to work with General Counsel on this policy.

Relative to defining the skill set that should be possessed by Board members, a letter was sent to the Counties in January so as to provide a guide for the appointments due at that time. It was felt that the committee should review the letter.

**5. Authority Web Site**

The committee discussed the requirement for many items to be put on the Authority's web site. It was felt that the skills required to design and update the Authority's web site should be developed in house.

**6. Authority Committees Responsibilities**

The Governance Committee felt that the various committees should review the policies relating to their charge periodically. No timetable was established.

**7. Closing**

The Governance & Ethics Committee adjourned at 11 a.m.

Respectively Submitted

Gilbert L Chichester  
Executive Director