

Montgomery-Otsego-Schoharie Solid Waste Management Authority

Governance & Ethics Committee Meeting

Date: June 3, 2008

Location: Howes Cave Administrative Complex

Members Present

John Thayer
Martha Clarvoe
John Mattas

Members Absent

Others Present

Gilbert Chichester
Edward Wesnofske
Olga Podmajersky
Philip Skowfoe, Jr.
Barbara Corrigan

1. Opening

Chairperson Mr. Thayer called the meeting to order at 2:02 pm

2. Minutes of October 18, 2007 Meeting

No minutes were distributed Mr. Thayer also indicated that there were not enough members to approve the minutes due to changes in the committee members.

3. Communications

A letter to the Governance Committee Chair from the Executive Director pertaining to management issues arising from staff reports on board member site visits was distributed to all board members present.

4. Governance Principles, Policy and Practices

Mr. Thayer noted the hand outs received from Mr. Chichester. Mr. Chichester introduced the handouts with the comment that the Public Authorities Accountability Act requires a governance committee be in place. The MOSA Board incorporated the ethics committee into governance. A responsibility of the committee is to address and develop principles of governance, and establish roles and responsibilities of management. The literature clearly indicates that the CEO (Executive Director) is separate from the Governing Board. The information handed out can be used as a reference. Mr. Chichester expressed his understanding that the committee will need time to read and process the distributed information.

Mr. Thayer asked if there were copies available of the Public Authorities Accountability Act. Mr. Chichester printed copies from the internet and distributed them at the end of the meeting.

Mr. Thayer then stated that the committee would need time to read the distributed literature and that it appeared to be valuable information.

5. Policy relating to Board Member access to Authority Facilities

Mr. Thayer then turned to discussing the policy needed to visit facilities as Board members.

Mr. Mattas shared a discussion he had with Mr. Parker in which Mr. Parker stated that he believed all Board members should have a right to inspect the facilities however management should be notified and that contact should be limited to supervisory personnel.

Mr. Thayer who also spoke with Mr. Parker indicated that he believed Board members should be able to visit without permission but should limit conversation to site supervisors.

Mr. Mattas stated he believed that it was the Board members job to supervise every aspect of the organization. Mr. Thayer corrected him indicating it was their job to oversee the organization not supervise every aspect of the organization.

Mr. Mattas then indicated that the only aspect he saw as a problem was the weigh station where there is an open cash drawer in sight and the Board member could be liable if cash were missing when they visited. He felt a policy should include that weigh station operator secure money when a Board member is in the scale house.

Mr. Skowfoe asked why the cash drawer was open. Mr. Chichester indicated that this would change with the new scale software on July 1st in that a cash drawer linked to the computer will be put in place.

Mr. Thayer, drawing from Chairman Wesnofske's comments regarding his visit to the Oneonta Transfer Station during the tour given new board members, felt that unannounced visits were important to ascertain if staff appropriately related to site security.

Mr. Thayer felt it important for board members to be able to interact with any employees.

Mr. Mattas indicated that he contacted sites today by phone as opposed to visiting the site. His intent was to call to ascertain whether direction had been received regarding

the motion made at the last meeting of the Governing Board for all scrap metal containers to be weighed.

Mr. Mattas reported that from the conversations he had, he found that no directions were in place. He stated the boxes were not being weighed as directed. He indicated that the directive of the board was to become effective immediately.

Mr. Mattas indicated that all conversations with staff were cordial, professional and non-confrontational.

Mr. Thayer asked that the committee stay on track with the task at hand of establishing policy and procedures with regard to board members visiting Authority Facilities.

Mr. Thayer indicated that he felt that board members should be able to go to facilities unannounced but that there should be criteria to address potential hazards to the board members and others. He felt the responsibility was on the board members not to put themselves in a hazardous situation. He felt there was great benefit for the board members to get information from the sites and that the board members had responsibility to oversee while considering safety.

Mr. Thayer felt the need was to establish the proper decorum to allow for observation and try to find out if things are running as they should. He wanted to nail down a policy regarding visitation by board members.

Safety should be of greatest importance.

He felt he would first introduce himself and point out that he was present to look around. He indicated that there would be times when he would not want to be accompanied. He felt that board members could receive the same training provided to staff to assure safety.

The second item to be considered was put forth to be confidentiality. Mr. Thayer indicated that board members may glean information that is detrimental to MOSA. He felt it to be the duty of the board to share observations with the board instead of with outsiders.

Martha Clarvoe indicated that if board members were to visit, they should go by themselves.

John Thayer indicated he felt that some board members might want to visit together. He definitely felt that board members should not be accompanied by news reporters. He felt that regarding recent visits by Mr. Mattas, he invited a person who had knowledge that he wanted to learn from. He felt that outside input could be helpful.

Mr. Thayer emphasized his concern relative to taking the media, but felt that it would be appropriate to take county legislators. Perhaps the site supervisor should be present under such circumstances.

John Mattas indicated that he felt that there only needed to be an introduction at the scale house.

Mr. Thayer felt that it was natural to gravitate to the scale house. The scale house attendant could then give notice to the site supervisor.

Mr. Skowfoe indicated that he did not see it to be any big deal for someone to stand and observe. He did not feel it to be a problem to stand and talk with the help so long as they were not busy. He did not want to interrupt work or in any way be detrimental to operations. He felt one can learn a lot from observing.

Mr. Wesnofske indicated that there was a need to educate employees regarding their obligation to accommodate board members. He felt that they need to be instructed that they can direct board members and board members need to be comfortable with such direction. He did not feel staff was not oriented to relating to unannounced visits by board members. He felt the staff needs training.

John Thayer spoke to the difference between asking board members to move from a hazardous situation and their being asked to leave the site. He felt board members should be prepared to comply with all reasonable operational and safety requests/needs.

Philip Skowfoe felt that the policy should not be long, but be only a few sentences.

Mr. Wesnofske pointed out that board members also had the opportunity to do business, i.e. bring materials to the transfer station. Such visits give opportunities to make observations. He pointed out the difference between his last visit and what is being sought. He was looking for direction. He was not looking to announce his presence and his need to go anywhere and do what he wanted to do.

Mr. Skowfoe indicated that the board should be offered the opportunity to go to the transfer stations if there is an issue or need. Board members should be able to observe. Many find it advantageous to observe as oppose to simply read a report.

Martha Clarvoe indicated that she felt it appropriate to seek out the supervisor in that she is not comfortable around heavy machinery and feels safer when escorted.

John Mattas spoke to requiring the wearing of a hardhat and vest as well as agreeing that board members should not bring the press to a MOSA facility.

Mr. Mattas then raised the question of how to relate to a board member that over extended his/her authority. He suggested the suspension of their visitation rights for 10 days.

Mr. Wesnofske indicated that such an action would be illegal. He pointed out that the Public Authorities Law speaks to actions that can be brought against board members.

John Thayer asked what was possible.

Mr. Wesnofske indicated that he felt it would be some form of counseling by the board.

Mr. Wesnofske went on to explain that there have been situation where board members have freelanced MOSA business on the side without the knowledge of the Governing Board that created great consternation. Notably a board member tried to negotiate an agreement with another disposal facility after the terms of a contract had been negotiated following the issuance of a Request for Proposals.

In another situation, a change in policy was implemented with regard to the use of trailers at the Northern Transfer Station and a board member unilaterally took steps to try to change the policy without relating to the Governing Board. This created grate consternation with public officials and the public in Otsego County.

Mr. Wesnofske also spoke to the need for board members to be sensitive to providing inappropriate channels of communication for staff. He emphasized the existence of a chain of command as exists in any organization. Board members should not be the conduit for staff to relate to the organization when such communication should be going to and through their supervisor. Board members should reinforce the chain of command within the organization.

Mr. Wesnofske advised on board member's duty to not solicit information or discuss employee's grievances or discuss collective bargaining issues or otherwise circumvent the legalities of the labor relationship when visiting facilities.

Additionally, Board members should be sensitive to statements made during any visitation so as to not appear to speak for the board or create dissension within the organization.

Martha Clarvoe felt that if board members come upon something needing attention, that this should be communicated to the supervisor or a management employee so that it receives appropriate and timely attention. She also encouraged communication with management to get additional information.

John Thayer agreed that the intent is not to subvert day to day operations and that care has to be exercised with regard to making any statements as in such statements carry a lot of weight.

Philip Skowfoe spoke to the desire for good working knowledge of operations. He thought that the board members should bring their observations forward. He also commented on the merits of a suggestion box.

John Thayer indicated that he felt that many of the concerns were spoken to in existing policy. The Ethics Policy speaks to confidentiality and the handling of agreements. He does not want the policy to become more than it needs to.

John Mattas indicated that he would write up a policy statement to be distributed to other committee members before it would go to the full board.

Martha Clarvoe asked that the draft be sent by e-mail in the near future.

John Mattas indicated that it would be out prior to the weekend.

6. Other Business

Minutes of the previous meeting were addressed by Olga Podmajersky who was the previous chairperson for the Governance and Ethics Committee. She indicated that all the policies required by the Public Authorities Accountability Act are in place except for the Purchase Order Policy. She also indicated that a list of skills for new board members needs to be developed and formally presented to the Counties.

John Mattas moved to go into Executive Session regarding ethics complaints at 2:59 p.m.

The board came out of Executive Session at 3:45 p.m.

Mr. Skowfoe raised his concern regarding the adjustments reported for management compensation at the last meeting of the governing board held on May 24, 2008. He recommended a motion by the committee to the June meeting of the Governing Board meeting for a request to general legal counsel for an opinion on the authority, or lack thereof, of the Executive Director to have conferred the compensation increases to Steve Rothrock and Glenn Packard. Mr. Wesnofske as Board Chair offered that we didn't have to wait until June 19th and that he was willing to initiate a request now directed to counsel. He requested John Thayer to coordinate with the Executive Director and General Counsel Christine Chale. The committee was agreeable to that course of action.

John Mattas made inquiry of Mr. Chichester as to why the transfer stations had not been provided with direction regarding the weighing of scrap metal.

Mr. Chichester indicated that he did not see any need to issue anything due to the fact that arrangements to ship scrap metal is coordinated by the Director of Operations and Safety and that no shipments were imminent. He further indicated that he did not interpret the board directive to mean that a document had to be issued immediately regardless of an actual need to do so. Additionally, Mr. Chichester indicated that he was contemplating how to address the new procedures given that boxes and scrap were in place at the time the directive was issued, a point that was raised at the time the directive was agreed upon. He indicated that he was ready to escort the trucks to the scrap yard so as to comply with the directive and sought direction from the committee.

Mr. Skowfoe indicated that the current metal should be shipped as it had been in the past and the directive implemented going forward.

Mr. Thayer asked why a call had not been made to inform the board.

Mr. Chichester indicated that he did not understand that to be necessary. He further pointed out that if board members were to be informed of activities that the board needed to provide more detailed direction in that such communication was not past practice.

Mr. Thayer spoke to the need for everyone to be working together.

Mr. Chichester spoke to the fact that with all the site visits having been made and the recent calls to site staff regarding the scrap metal procedure, not one call had been made to him. He indicated that any concern could have been quickly addressed with such a call.

Mr. Chichester indicated that the lack of communication with management and the lack of respect for staff were his greatest concerns with regard to the many visits and phone calls that have taken place.

Mr. Mattas moved to adjourn the meeting at 3:55 p.m.

Martha Clarvoe seconded the motion that was unanimously approved.

Respectfully Submitted

Gilbert L. Chichester,
Executive Director