

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

DATE: April 21, 2010
LOCATION: MOSA Administrative Complex, Howes Cave

Members Present:
John Mattas, Chair
Olga Podmajersky

Members Absent:
Alexander Shields

Others Present:
David Parker
Harold Vroman
Edward Wesnofske
Dennis Heaton
Barbara Corrigan

1. Opening

Chairman Mattas called the meeting to order at 12:09 p.m.

2. Minutes of Prior Meeting – June 3, 2008

Chairman Mattas asked for a motion to approve the minutes of the June 3, 2008 meeting. Ms. Podmajersky so moved and Mr. Mattas seconded. On voice call the motion carried. Chairman Mattas stated that he would like to resurrect the policy on site visitation at a future meeting.

3. Approve Agenda

Chairman Mattas asked for a motion to adopt the agenda. Ms. Podmajersky so moved and Mr. Mattas seconded. On voice call the motion carried.

4. Authorities Budget Office

Mission Statement

Chairman Mattas advised MOSA is a local authority as opposed to a State authority and has one year to create a new Mission Statement.

Chairman Mattas read MOSA's current Mission Statement to the group and remarked that in his opinion, it doesn't roll off the tongue and doesn't apply to what is currently being done. He noted that cost effectiveness was being addressed.

Chairman Mattas recommended sending the Mission Statement to the Planning Committee for review and revision.

Performance Measures

Chairman Mattas noted the following ways to measure performance:

- **Financial** – monthly reports
- **Environmental Protection** – increased regulations; monitor compliance
- **Public Opinion** – monitor newspaper articles, review and notate public opinion, which is an important aspect of MOSA's history and future (i.e. landfill siting and Household Hazardous Waste events)
- **Public Safety Records** – Chairman Mattas asked Mr. Heaton to explain the current system for reporting and record keeping with regard to safety and incidents. Mr. Heaton noted that Incident Reports are filled out for all accidents/injuries and reported to the main office. Each incident is reviewed and a determination made as to any necessary action, such as whether it is an insurance issue, equipment issue, etc .

Chairman Mattas asked if the number of incidents was reported to the Board. Mr. Heaton remarked that it has not been reported in the past; however, it could be reported in the future.

Chairman Mattas requested a history of incidents reported in 2008 and 2009 for comparison and monitoring progress purposes. Ms. Corrigan remarked that she would work on a report to be presented at the next committee meeting in June.

- Chairman Mattas set the next committee meeting for Thursday, June 3, 2010 at 11:00 a.m.

Additional ABO Questions/Answers

Chairman Mattas read the questions and gave the answers as follows:

1. Have the Board members acknowledged that they have read and understood the mission of the public authority? Answer: Yes; they have in the past and will continue to do so in the future.
2. Who has the power to appoint the management of the public authority? Answer: The Board of Directors.
3. If the Board appoints management, do you have a policy you follow when appointing the management of the public authority? Answer: Advertise the position, collect resumes, schedule interviews and proceed with the selection process.
4. Briefly describe the role of the Board and the role of management (Executive Director) in the implementation of the mission. Chairman Mattas did not give an answer to this question at this time.
5. Has the Board acknowledged that they have read and understood the responses to each of these questions? Answer: This can be done via a sign off sheet.

Chairman Mattas suggested revisiting the questions at the June meeting as well as referring questions 4 and 5 and the Mission Statement to the Planning Committee. Ms. Podmajersky suggested that all Board members should think about the Mission Statement and believes a new one should be simpler.

5. Addressing Issues

Chairman Mattas noted that as outlined in the Governance and Ethics Committee Responsibilities the following issues should be addressed by the committee. Chairman Mattas' comments on each are noted below as well.

- Transparency
The website is used for posting of notices, agreements, budgets, GAT information, etc. allowing for easy access by the public and Board members.
- Independence
Individual Board members, the Board as a whole and MOSA management all express independent thoughts and ideas without issue. Ms. Podmajersky suggested noting organizations a person belongs to when they are appointed to the Board. Chairman Mattas remarked that the Board has no input on appointees; new members are appointed by the Counties.
- Accountability
 - ✓ The Authority - Chairman Mattas suggested sending a questionnaire to the three Counties' Solid Waste Committees to help determine what each County wants from the Authority and noted that the Board needs a long-term vision and understanding of what will take place beyond the end of the service agreement.

- ✓ Chairman of the Board - Subcommittees should provide outlines of what they plan on doing throughout the year and submit them to the Governance Committee for auditing purposes and presentation to the Chairman.
- ✓ The Governance Committee - Needs to formulate criteria by which to monitor committees and should audit them a minimum of two times per year; reporting on audit results to the Board at the end of the year. The Governance Committee will meet five times this year, April, June, August, October and December; it will address committee responsibilities and will transition the Board as a whole to forward thinking in a more structured manner.
- Fiduciary Responsibility
 - ✓ The Authority itself.
 - ✓ The responsibility to the three Counties – Chairman Mattas remarked that in his tenure on the Board, responsibilities to the Counties have been ambiguous and noted there is nothing in writing stating what they may be.
 - ✓ The Board.
 - ✓ Board member responsibility – Ethics Statements and Acknowledgements of Fiduciary Duties and Responsibilities documents are signed annually and kept by the confidential secretary.
- Management Oversight

Chairman Mattas noted that the Executive Director’s five-year plan will be reviewed and progress monitored throughout the year. The Executive Director’s performance is also monitored through the Personnel Committee and the Board through reports, etc. Mr. Wesnofske remarked that the Personnel Committee monitors salary, time off, etc. only and noted that historically, written evaluations had not been done for a variety of reasons. Mr. Vroman, Chairman of the Personnel Committee, remarked that it is important for the Executive Director to know what is expected of him; he cannot be fairly evaluated unless he knows what is expected of him. After further discussion, it was the consensus that the Governance Committee would provide oversight of the Executive Director and would get started on the process at its June meeting.
- Monitor Governance Trends

Chairman Mattas remarked that there were not many options open and noted the Carver program had not been well received by the Board.

6. Board Education

Chairman Mattas noted the following:

- Need to monitor and document required Board training.
- Suggested sponsoring other training programs such as Cost Benefit Analysis or other topics such as Solid Waste, Business Management, Finance, etc. via local colleges or through Public Authorities.

7. Charges of Governance Committee:

Chairman Mattas’ remarks on the charges of the Governance Committee as listed below:

- 1) Develop Authority’s governance. As noted above, the committee will transition the Board as a whole to forward thinking in a more structured manner
- 2) Identify competencies and personal attributes required of Board Members. Chairman Mattas remarked that he had written up some suggestions in November 2009 and Mr. Wesnofske had written a letter to the three County chairmen regarding establishing guidelines and requirements for Board members about three years ago. Chairman Mattas asked him to provide a copy if possible. Ms. Podmajersky remarked

that she had a copy. Chairman Mattas asked where these guidelines and requirements came from. Ms. Podmajersky noted that some requirements come from Public Authorities Law.

- 3) Develop Board member education. Suggestions as discussed above.
- 4) Recommendations to Board on performance of Board and committees. The members of the Governance Committee will audit the other five committees throughout the year as discussed earlier in the meeting; criteria to be determined at the June meeting.
- 5) Code of ethics and conflict of interest. It is the responsibility of the committee to review, update and develop these items, which can be discussed at the June meeting.
- 6) Authority Policy review of: complaints/whistleblowers; equal opportunity and affirmative action; procurement of goods and services, and; disposition of real and personal property. Chairman Mattas noted that the Policy Regarding Discrimination and Harassment was included in this meeting's packet. Ms. Podmajersky asked if the policy was in the handbook; Chairman Mattas responded that it was not as it was a draft by the previous Governance Committee that had not yet been approved.
- 7) Bylaws and daily operational procedures review. It is the responsibility of the committee to review, and update these items as well; they will be discussed at a future meeting.

8. Old Business

a. Policy Regarding Discrimination and Harassment

Chairman Mattas advised he had reviewed the policy and had the following comments:

- II. Policy – Chairman Mattas noted that he was surprised that the Authority does not discriminate on the basis of “arrests/criminal record”.
- III. Scope of Application – It is noted in this section that the policy applies to the conduct of non-Authority personnel in a contractual relationship with the Authority; such as subcontractors. Chairman Mattas suggested that the policy should be posted conspicuously at each site.
- IV. Responsibility – Chairman Mattas suggested that this section needs to include the Board itself, not just the Executive Director or his/her designee and remarked that the “Authority” is ambiguous and needs to be more specifically identified.
- A. Reporting Harassment – Chairman Mattas noted that the last sentence of the second paragraph should include “and/or the Board Chairman” as well as the Executive Director, in case the issue includes the Executive Director. Chairman Mattas suggested that the complainant be kept apprised of the status of the complaint every week to ten days throughout the process.

9. Closing

Ms. Podmajersky made a motion to adjourn the meeting at 1:00 p.m.; Mr. Mattas seconded and on voice call the meeting adjourned.

Respectfully Submitted,

Judith Beeler,
Confidential Secretary