

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

DATE: June 3, 2010
LOCATION: MOSA Administrative Complex, Howes Cave

Members Present:

John Mattas (chair)
Olga Podmajersky
Alexander Shields

Others Present:

Dennis Heaton
Barbara Corrigan
Ashley Nightingale (ABO)
Barbara Shields
Josiah Shields

1. Opening

Chairman Mattas called the meeting to order at 11:03 a.m.

2. Approve Agenda

Chairman Mattas advised he would like to change the order of the agenda switching item 4 with item 9, and asked if there were any other changes or additions. Mr. Shields added discussion of a Governance Charter model and Ms. Podmajersky added two items, Defense and Indemnification Policy for Board members and clarification on a letter regarding MWBE received from the NYS Assembly.

Mr. Shields made a motion to adopt the agenda as amended above, Ms. Podmajersky seconded and on voice call the agenda was adopted as amended.

3. Minutes of Prior Meeting – April 21, 2010

Chairman Mattas asked if there were any changes to the minutes; as there were none, he asked for a motion to accept the minutes as written. Mr. Shields so moved, Ms. Podmajersky seconded and on voice call the minutes were accepted. Mr. Shields remarked that minutes should be put on the website on soon as completed and suggested they could be marked as a draft. Ms. Podmajersky stated she did not think minutes required approval as per Robert's Rules of Order.

4. Harassment Policy

Chairman Mattas asked for comments and input on the policy. He asked whether the entire policy needed to be posted at the sites or if a summary of the policy was sufficient.

Mr. Shields suggested a statement that the policy conforms to Federal and State rules and regulations.

Mr. Heaton stated that the entire policy needed to be posted at the sites. He noted that the policy had been drafted with the assistance of Labor Counsel and is appropriate for the activities of the Authority.

Ms. Corrigan noted that staff has been trained, with the exception of new hires, and are aware of how to respond to inappropriate or uncomfortable language or actions.

Ms. Podmajersky noted there are already policies regarding equal employment opportunity, fair treatment and sexual harassment in the handbook and asked why it was necessary to have this separate policy as well.

Ms. Corrigan advised this is a broader policy that covers those policies and more. She noted that this policy would replace those policies.

Mr. Shields remarked that the policy was acceptable to him as written.

Mr. Mattas suggested changing the language under the heading "Reporting Harassment", paragraph 3, number (ii) to "from the date the complaint is received" and in number (iii) adding "calendar" to forty-five days and replacing the word incident with "complaint filing".

Ms. Podmajersky suggested changing the title to include the word "Procedure" as the document includes both a policy and a procedure and including headings of "Policy" to the policy section and "Procedure" to the procedure section.

Mr. Shields made a motion to accept the policy as amended and to recommend it to the full Board for approval. Ms. Podmajersky seconded and on voice call the motion carried.

5. Revisit ABO Questions/Answers

Mission Statement

Chairman Mattas read the current Mission Statement and his interpretation of its four parts. (see attached hand-out for details)

Ms. Podmajersky noted that consensus of the Board was necessary in order to change the Mission Statement and suggested discussing it at a Board meeting.

Chairman Mattas questioned whether the Mission Statement should be developed by the Planning Committee or the full Board and noted the needs of the stakeholders should be addressed in the mission; he was inclined to forward the task of developing the Mission Statement to the Planning Committee.

Mr. Shields suggested management by objectives and goals; from the top down, not the bottom up. Chairman Mattas questioned what management he was referring to, the Executive Director, the Board or the Stakeholders and noted that the responsibilities for each were mandated by the bylaws.

Mr. Heaton remarked that the purpose of the Authority establishes the mission; therefore, the purpose needs to be established first. He suggested providing evaluation of the options for the Authority and an updated Solid Waste Management Plan (SWMP), tying them to the Mission Statement and presenting them to the Board and the Member Counties. This may involve the Planning Committee, the full Board and outside consultants. He suggested moving forward with a fresh view.

Ms. Podmajersky believes this should be a Planning Committee function.

Performance Goals/Performance Measurements

Chairman Mattas reviewed the four performance goals. (see attached hand-out for details)

✓ Financial efficiency

Chairman Mattas questioned whether a business or public service model was appropriate. He noted that "more tons collected and disposed of for less money per ton" was in direct conflict with

“reducing waste”. Ms. Podmajersky stated that we are “reducing” by removing wood, metal and C&D from the waste prior to disposal.

Mr. Heaton noted that each site should be evaluated for the best operating threshold for that particular site.

Mr. Shields asked if the Governance Committee was responsible for the other committees doing their jobs. Chairman Mattas responded that it was; however, the Mission Statement belongs to the entire Board. Mr. Shields suggested making up a Mission Statement and presenting it to the Board.

Chairman Mattas read the remaining goals and his thoughts about them. (see attached hand-out for details)

- ✓ Environmental improvement
- ✓ Public opinion
- ✓ Employee safety record

Chairman Mattas noted that Ms. Corrigan had supplied him with data from PESH reports on annual injuries over the last three years and stated MOSA had a phenomenally safe work environment with a low number of incidents.

Ms. Corrigan advised that PESH was Public Employee Safety and Health.

Mr. Shields noted that MOSA’s worker’s compensation policy was handled through Montgomery County and asked if we were receiving the lowest price. Ms. Corrigan remarked that she would check it out and advise the committee of her findings.

Chairman Mattas stated that he would contact the Planning Committee regarding the development of a new Mission Statement.

6. Review of Code of Ethics and Conflict of Interest

As noted on page 2, Code of Ethics, paragraph #4, Chairman Mattas disclosed that he and several other Board members had received a meal at the last three County meeting and he believed the cost of each meal was \$10.00 or less.

Ms. Podmajersky suggested a language change on page 2000-3, paragraph #2, section d., removing the word “Board” and inserting the word “County”.

Mr. Shields made a motion to recommend the policy to the Board for approval and Ms. Podmajersky seconded. Ms. Corrigan advised the policy was already in effect and had been accepted by the Board in 2007. She suggested the change in language could be noted and copies of the updated policy distributed to the Board. The committee agreed to her suggestion.

7. Review policy on Board member visitation to sites

Chairman Mattas handed out a draft of a proposed policy regarding Board visitation to sites, in response to the June 2008 Governance minutes, a copy of which is attached to these minutes.

Mr. Shields questioned why the statement in item #3 was necessary. Chairman Mattas responded that he believed it was prudent in order to deter rogue behavior by a Board member. Mr. Shields disagreed, noting

the sites are public places and it is the constitutional right of the public and/or press to report on a public facility.

Chairman Mattas asked if there were any other specific modifications to the proposed policy. Ms. Podmajersky remarked item #3 should be deleted.

Mr. Heaton asked if a Board member discovers an issue at a site, they have the courtesy to advise him and not just notify the media. This will allow him to rectify the issue.

Ms. Podmajersky made a motion to amend the proposed policy by deleting item #3; Mr. Shields seconded and on voice call the motion carried with Ms. Podmajersky and Mr. Shields voting aye and Mr. Mattas voting nay.

In further discussion of the proposed policy, Mr. Shields remarked that he would like the words “if necessary” added to item #1 with regard to wearing a safety helmet and vest during site visits. Mr. Heaton advised wearing a safety helmet and vest is required of staff and it should remain required by any visitors to the sites as a matter of personal safety.

Mr. Shields remarked that item #6 was redundant and not necessary. Chairman Mattas noted that this type of situation has come up in the past and believed it should be left in the policy as is.

Mr. Shields made a motion to accept the policy as amended by the deletion of item #3 and recommend the policy to the full Board for approval. Ms. Podmajersky seconded and on voice call the motion unanimously carried.

8. Develop criteria for auditing other committees

Chairman Mattas asked for suggestions of criteria from committee members.

Ms. Podmajersky suggested requesting each committee establish/develop goals and then have members of the Governance Committee monitor the committees for their progress in attaining these goals.

Chairman Mattas suggested members audit the committees assigned to them by attending a minimum of two committee meetings per year.

Chairman Mattas will monitor the Audit and Finance Committees, Ms. Podmajersky will monitor the Personnel and Planning Committees and Mr. Shields will monitor the Governance and Operations Committees.

Chairman Mattas noted that further discussion will determine what to audit on the committees.

Mr. Shields suggested sending a memo to the committees outlining the goals set by the Authority Budget Office’s (ABO) new 2009 regulations and auditing them on these goals.

Ms. Podmajersky remarked the committees may not need goals and she would like to read the law first before asking them to do so.

9. Identify competencies and personal attributes required of Board Members

Chairman Mattas reviewed Mr. Wesnofske's 2007 letter to Chairman DiMezza outlining desired traits for new Board members. He noted that he had come up with some ideas as well but was having trouble locating them. He went on to say that even though it is an ABO requirement the Board to come up with desired traits for new Board members, each County Board chooses Board members by their own methods.

Mr. Heaton remarked he believed Mr. Wesnofske's letter has good coverage of the attributes necessary for selecting appropriate members for the Board. He suggested making a list of items the Authority deals with and manages on a regular basis as help in establishing the skills and experience beneficial in new Board members.

Chairman Mattas asked if there were any specific recommendations from committee members and if not, discussion could be tabled and revisited at the next meeting.

Item #4 states "A helpful attribute is the ability to use e-mail and access MOSA Board documents in MS Word and Acrobat PDF files to facilitate Authority member's communication over the regional service area"; Ms. Podmajersky suggested adding the following language, "utilize the internet to access information from the MOSA website and to" and insert this language after the word and.

10. Other Business

a. Governance Charter model

Chairman Mattas asked Ms. Nightingale if a Governance Charter is required. Ms. Nightingale responded it is not required; however, it is recommended.

Chairman Mattas remarked that he would like to review the model charter and discuss it at the next committee meeting.

Mr. Shields asked Ms. Nightingale for clarification/definition of what constitutes an "independent member" under the heading of **Composition and Selection**. Ms. Nightingale noted that "independent" means the member does not receive compensation, is not employed by the Authority, now or in the last two years, and is not involved in lobbying.

Ms. Podmajersky asked if a member of a County's Legislature was considered independent and remarked that she didn't think they were. Ms. Nightingale advised that she would check on her question and get back to the committee with an answer.

Mr. Shields noted that under **Committee Structure and Meetings**, the last sentence in the first paragraph allows for committee members to attend meetings via telephone or videoconference. He would like that possibility to be considered for the convenience of committee members.

Chairman Mattas tabled further discussion on the Governance Charter until the next committee meeting.

b. Defense and Indemnification Policy for Board Members

Ms. Podmajersky stated section 2824, item #1 (f) of the 2005 Public Authorities Law calls for authorities to "adopt a defense and indemnification policy and disclose such plan to any and all prospective Board members". She made note that she believes this policy requirement is satisfied by the

By-laws, Article VI, Section 6.1, Public Authorities Law 2041-r and the Service Agreement, Section 19.1 and asked the committee if an additional policy was necessary. She remarked that she was not making a recommendation regarding this at this time.

Mr. Shields asked if the Authority had insurance to cover Board members; Ms. Podmajersky advised that it did; however, she did not know the exact numbers.

Mr. Shields stated that more importantly, due to the 2009 changes in Public Authorities Law, he wanted to know if the policy covered Board members from personal liability. He noted that he had gotten a general opinion from his County's attorney on the Authority's coverage of risk for Board members and has retained a personal attorney to be on call in case he found himself in a position of possible personal liability due to his membership on the Authority's Board.

Mr. Shields advised that he had questioned Mr. Heaton on this coverage but had not yet received the information. Mr. Heaton remarked that the information was forthcoming.

Chairman Mattas tabled further discussion on this item until the next meeting.

c. Letter regarding Minority and Women Owned Business Enterprises (MWBE)

Mr. Heaton noted that a letter previously sent to Board members in March 2010 by the State Assembly regarding complying with MWBE (Minority and Women Owned Business Enterprises) requirements, was sent to them in error. Since that time, the State Assembly has sent a second letter dated May 21, 2010, in which it advises disregarding the previous letter of March 17, 2010 as it applies only to State authorities and not to local authorities.

11. Closing

Chairman Mattas advised that the next meeting will be held on Thursday, July 8, 2010 at 11:00 a.m. Ms. Podmajersky made a motion to adjourn the meeting, Mr. Shields seconded and on voice call the meeting adjourned at 1:03 p.m.

Respectfully Submitted,

Judith Beeler,
Confidential Secretary