

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

DATE: July 8, 2010
LOCATION: MOSA Administrative Complex, Howes Cave

Members Present:
John Mattas (Chair)
Olga Podmajersky

Members Absent:
Alexander Shields

Others Present:
Dennis Heaton
Barbara Corrigan

1. Opening

Chairman Mattas called the meeting to order at 11:09 a.m.

2. Approve Agenda

Chairman Mattas noted that he would like to amend the agenda by adding two additional items for discussion under "Other Business"; Defense and Indemnification and Expense and Reimbursement Policy. As there were no objections, Chairman Mattas made a motion to adopt the agenda, Ms. Podmajersky seconded and on voice call the agenda was adopted.

3. Minutes of Prior Meeting – June 3, 2010

Chairman Mattas asked for a motion to approve the June 3, 2010 minutes. Ms. Podmajersky so moved, Chairman Mattas seconded and on voice call the agenda was adopted.

4. Identify competencies and personal attributes required of Board Members

Chairman Mattas reviewed a letter Mr. Wesnofske had written in 2007 to Thomas DiMezza who was the Chairman of the Montgomery County Board of Supervisors at that time. The letter outlined desired traits for new Board members; a copy of which is attached to these minutes.

Chairman Mattas remarked that he had no problem or changes to item #s 1, 2 and 3. He suggested rewriting item #4 to include computer literacy, familiarity with word processing and spreadsheet programs, internet access, etc. and striking the second sentence in item #5.

Ms. Podmajersky made note that all the dates and terms within the document would need to be updated. She suggested that an emphasis be made on the amount of time one has to put in as a Board member.

Ms. Corrigan suggested highlighting a Board member's Fiduciary Responsibility as noted in the Authorities Budget Office Policy Guidance that is attached to the letter. Ms. Podmajersky agreed and suggested that be made item #4 and renumber the other two items.

Chairman Mattas made a motion to accept the letter with the above mentioned changes. Ms. Podmajersky remarked that she would prefer to do a draft and review the updated letter at the next committee meeting. Chairman Mattas agreed and thanked her for volunteering to redo the letter with the changes discussed.

Mr. Heaton noted that ultimately it is each County's decision as to its choice of Board members; however, it is our responsibility to advise appointing authorities on the skills and experiences required of potential Board members.

5. Develop criteria for auditing other committees

Chairman Mattas advised that he had audited the Finance Committee's meeting on June 9, 2010 and read from his report, a copy of which is attached to these minutes. He offered the format of the report as criteria for auditing other committees. Chairman Mattas noted that he had checked on the Governance Committee's authority to audit other committees in MOSA's current Committee Responsibilities, in which it lists one of the responsibilities as "Recommend to the Board on performance evaluations of the Board and its Committees. Chairman Mattas remarked that he interprets that responsibility as the authority to do so.

Mr. Heaton commented that he believed the question was not whether or not the Governance Committee had the authority to audit the other committees, but which committees were actually necessary.

Chairman Mattas noted that the Audit, Finance and Governance committees are mandated by the ABO. He added that he was ok with the other three committees as well.

Ms. Podmajersky asked if the other three committees were meeting regularly. Mr. Heaton advised that they were not; however, there are not really any issues for them to handle at this time.

Ms. Corrigan noted that operations issues are handled day to day by Management and in the past, when any significant issues were brought before the Operations Committee, the whole Board has attended the meetings. She went on to say that planning issues usually involve the full Board as well and the Personnel Committee would be handling the Union contract shortly but there are no other issues at this time.

Mr. Heaton remarked that the question is what brings value – what is needed. He noted that the Chairman of the Board appoints members to the committees but questioned who creates the committee.

Ms. Podmajersky checked the by-laws and advised that the Board creates committees by resolution and the Chairman appoints members to the committees as well as deciding the number of member on a committee.

6. Governance Charter

Chairman Mattas asked Ms. Podmajersky what she thought about the sample Governance Charter. Ms. Podmajersky remarked that it was pretty good as is; only requiring minor changes and perhaps shortening up.

Chairman Mattas asked the secretary to type up the sample Governance Charter in Word format and e-mail it to committee members so they can incorporate their changes to the document. He noted that it would need to be compared to the by-laws. The revised document can then be reviewed and discussed at the next committee meeting.

7. Other Business

a. Defense and Indemnification

Mr. Heaton advised the committee that the Authority recently changed insurance companies, which resulted in a savings of \$13,000 with the new company providing equal or better coverage.

Chairman Mattas asked if the coverage for Defense and Indemnification has been increased from \$1 million to \$1.5 million. Ms. Corrigan advised that it had not but noted that Defense and Indemnification is also included under the \$3 million General Liability and the Umbrella limit of \$5 million.

Ms. Corrigan noted that Crime coverage had been increased from \$85,000 to \$1 million and computer fraud coverage fell under this category.

Chairman Mattas asked if insurance was bid each year. Ms. Corrigan advised that in the past, it has not been put out to bid each year. Mr. Heaton noted that due to the limited time frame this year, a Request for Proposals had not been done; however, he does plan on putting one together next February. He noted that the proposal would probably be a three year plan, which is typical for this type of service.

Ms. Podmajersky remarked that there is a Defense and Indemnification policy in the by-laws and in Public Authorities Law and asked if a MOSA policy was needed as well. She believes a MOSA policy should be established and noted that she would check out the requirements and report back to the committee.

b. Expense and Reimbursement Policy

Ms. Podmajersky remarked that she was not satisfied with the recently revised policy and noted that she would like to have separate policies for the Board and Staff. Chairman Mattas agreed and made a motion to table discussion for now. Ms. Podmajersky seconded and on voice call the motion carried.

Chairman Mattas asked if there was any other business.

Ms. Corrigan remarked that she had looked into the Workers Compensation insurance as requested and reported that the Authority had received a 40% savings in 1992, the rate had been \$63,650 in 2000 and was currently down to \$44,000. She noted that the rates are decent and she is checking into and comparing the rates with the State Insurance Fund and several others

Chairman Mattas asked if telephone service costs had been reviewed for cost savings. Ms. Corrigan advised telephone services had been researched and the cost has been reduced. She noted there are a minimum number of telephone/fax lines with most sites having only one line for both services and the use of cell phones instead of land lines was a safety issue at times when the power is out.

Chairman Mattas asked if it were possible to have faxing capability through computers instead of fax machines. Ms. Corrigan advised that the transfer station supervisors do not have e-mail due to concerns about problems with the availability of the internet.

8. Closing

Chairman Mattas asked for a motion to adjourn; Ms. Podmajersky so moved, Chairman Mattas seconded and on voice call the meeting adjourned at 11:53 a.m.

Respectfully Submitted,

Judith Beeler,
Confidential Secretary