

## MONROE COUNTY WATER AUTHORITY

Governance Committee Meeting  
Thursday, December 1, 2016  
8:30 a.m.

### Attending:

#### Committee:

Wendy Bleier-Mervis, Chairperson  
Scott A. Nasca  
Sheryal A. Volpe

#### Staff:

Nicholas Noce  
Kathleen Prestidge  
Richard Metzger  
Kathleen Eisenmann  
Kathleen Lomb

#### Others:

Gregory Coughlin, Esq. of HS&E

The meeting of the Governance Committee was called to order by Chairperson Bleier-Mervis at 8:45 a.m.

1. **Review and Approve Revised Policy Regarding the Acquisition of Interests in Real Property** – Mr. Nicholas Noce informed the Committee that this policy needed one minor revision to more accurately reflect the deadline requirement imposed by the New York State Authorities Budget Office. The Governance Committee proceeded as follows:

Motion was made by Mr. Nasca, seconded by Ms. Volpe, and passed unanimously to approve the revised Policy Regarding the Acquisition of Interests in Real Property as presented and to forward to the full Board for its approval.

2. **Review and Approve Revised Procurement Disclosure Policy** – Mr. Nicholas Noce explained there were two changes recommended for this policy that were related to a state law requirement, and the others were minor housekeeping changes. The Governance Committee proceeded as follows:

Motion was made by Mr. Nasca, seconded by Ms. Volpe, and passed unanimously to approve the revised Procurement Disclosure Policy as presented and to forward to the full Board for its approval.

3. **Review and Approve Revised Internal Controls and Financial Accountability** – Mr. Nicholas Noce explained the minor housekeeping changes recommended for this policy. The Governance Committee proceeded as follows:

Motion was made by Mr. Nasca, seconded by Ms. Volpe, and passed unanimously to approve the revised Internal Controls and Financial Accountability as presented and to forward to the full Board for its approval.

4. **Review and Readopt Professional Services Policy** – Mr. Nicholas Noce informed the Committee that this policy has only been in effect for a few years and that there were no revisions recommended. The Governance Committee proceeded as follows:

Motion was made by Ms. Volpe, seconded by Mr. Nasca, and passed unanimously to approve the Professional Services Policy as presented and to forward to the full Board for its approval.

5. **Review and Approve Revised Responsibilities of Members and Officers** – Mr. Nicholas Noce stated that this policy needed revision in order to incorporate the changes to the Authority's Mission Statement from August of 2016. After reviewing those revisions, the Governance Committee proceeded as follows:

Motion was made by Ms. Volpe, seconded by Mr. Nasca, and passed unanimously to approve the revised Responsibilities of Members and Officers as presented and to forward to the full Board for its approval.

6. **Review and Readopt Software Code of Ethics Policy** – Mr. Nicholas Noce stated that there were no revisions recommended for this policy. The Governance Committee proceeded as follows:

Motion was made by Mr. Nasca, seconded by Ms. Volpe, and passed unanimously to approve the Software Code of Ethics Policy as presented and to forward to the full Board for its approval.

7. **Review and Approve Revised Purchasing and Procurement Guidelines** – Ms. Kathleen Prestidge gave a detailed review of the recommended revisions. Following some discussion, the Governance Committee proceeded as follows:

Motion was made by Ms. Volpe, seconded by Mr. Nasca, and passed unanimously to approve the revised Purchasing and Procurement Guidelines as presented and to forward to the full Board for its approval.

8. **Review Performance Appraisal of Executive Director** – The Audit Committee and Governance Committee met earlier this day to review the Executive Director's Annual Performance Appraisal. No formal action was taken on this item.

9. **Approve the Governance Committee Meeting Schedule for 2017** – The Governance Committee unanimously approved the proposed Governance Committee Meeting Schedule for 2017. The next scheduled meeting of the Audit Committee will be Thursday, March 2, 2017 at 8:30 a.m.

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There being no further business to come before the Governance Committee, motion was made by Ms. Volpe, seconded by Mr. Nasca, and approved unanimously to adjourn the meeting at 8:57 a.m.

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Kathleen Lomb  
Secretary to the Governance Committee