

**CIVIC CENTER MONROE COUNTY
GOVERNANCE COMMITTEE MEETING MINUTES
March 29, 2012**

Time & Place: 9:30 A.M.
Watts Conference Center
Fitzhugh Street
Rochester, New York

Committee Present: A. Sperano, Chairman; H. Stuart; T. Feroce; R. DiRaddo

1. CALL TO ORDER

The meeting was called to order by A. Sperano.

2. APPROVAL OF PREVIOUS MEETING MINUTES

A. Sperano made a motion to approve the January 19, 2012 meeting minutes. Seconded by H.Stuart. Motion Passed 4-0.

3. ANNUAL DISCLOSURE STATEMENTS

Annual disclosure forms need to be completed and submitted to the County by mid-April.

4. BOARD TRAINING

The Board of Directors have completed training in accordance with State requirements.

5. ACKNOWLEDGEMENT OF FIDUCIARY DUTIES

Directors have completed the required Acknowledgement of Fiduciary Duties and Responsibilities.

6. ANNUAL REPORT

The Annual Report was presented to the Committee. Among other information the Report includes sections on Operations and Accomplishments, Mission Statement, Performance Measures, Financial Plan, Procurements, Board Self Evaluation, and a Statement on the Effectiveness of Internal Controls. The Audited Financial Statements will be added to the report as an Exhibit. The report

will be placed on the Corporation's web site and used to complete reporting to the State.

H. Stuart made a motion to recommend that the Board adopt the report and the contents therein including the following:

- **Board Self Evaluation Summary Report**
- **Mission Statement**
- **Operations and Accomplishments**
- **Performance Measures Report**
- **Financial Plan**
- **Procurement Report**
- **Audited Financial Statements and Report**
- **Statement on the Effectiveness of Internal Controls**

Seconded by A. Sperano. Motion Passed 4-0.

7 INVESTMENT REPORT

D. Mackey presented the Annual Investment Report to the Committee. It includes the Investment Policy and a statement from the Auditor indicating that that the Corporation does not have the types of investments requiring separate reporting or auditing.

A. Sperano made a motion to recommend that the Board adopt the Investment Report as presented. Seconded by R. DiRaddo. Motion Passed 4-0.

8 PROPERTY REPORT

The Annual Property Report was presented to the Committee.

A motion was made by A. Sperano to recommend that the Board approve the Annual Property Report as presented. Seconded by H. Stuart. Motion Passed 4-0.

9. RE-ADOPTION OF POLICIES AND PROCEDURES

The Committee reviewed the current policies and procedures of the Corporation.

H. Stuart made a motion to recommend to the Board that the following policies and procedures be re-adopted:

- a. **Business and Travel Expense Policy**
- b. **Credit Card Policy**

- c. **Code of Ethics**
- d. **Freedom of Information**
- e. **Internal Controls and Financial Accountability**
- f. **Investment Policy**
- g. **Non Collusion Statement**
- h. **Policy for Tracking Inventory and Disposal of Assets**
- i. **Public Comment Period**
- j. **Purchasing Policy**
- k. **Responsibilities of Members and Officers**
- l. **Whistleblower Policy**

Seconded by A. Sperano. Motion Passed 4-0.

10. DESIGNATIONS

a. Contracting Officer

A motion was made and seconded to recommend H. Stuart or D. Mackey to serve as Contracting Officers. Motion Passed 4-0.

b. Check signing

A motion was made and seconded to recommend that D. Mackey and S. Gleason sign all checks. Motion Passed 4-0.

c. Contracts and amendments

A motion was made and seconded to recommend that contracts and amendments be signed by any two of the following individuals unless otherwise authorized by the Board of Directors: President; Management Consultant (D. Mackey); Legal Counsel (M. Townsend); and Monroe County Controller. Motion Passed 4-0.

d. Records Access Officer

A motion was made and seconded to recommend that D. Mackey be designated as the Records Access Officer. Motion Passed 4-0.

e. Invoice Approvals

A motion was made and seconded to recommend that Invoices be approved for payment by any two of the following individuals: President; Management Consultant (D. Mackey); Legal Counsel (M. Townsend); and Monroe County Controller. Motion Passed 4-0.

11. ADJOURNMENT

R. DiRaddo made a motion to adjourn the meeting. Seconded by H. Stuart.