

**CIVIC CENTER MONROE COUNTY
GOVERNANCE COMMITTEE MEETING MINUTES
March 30, 2011**

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; M. Townsend

1. CALL TO ORDER

The meeting was called to order by A. Sperano at 10:15 A.M.

2. APPROVAL OF PREVIOUS MEETING MINUTES

H. Stuart made a motion to approve the January 20, 2011 meeting minutes. Seconded by R. DiRaddo. Motion Passed 5-0.

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

D. Mackey presented the Annual Report 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.

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

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

Seconded by H. Stuart. Motion Passed 5-0.

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 5-0.

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 5-0.

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. **Code of Ethics**
- b. **Freedom of Information**
- c. **Internal Controls and Financial Accountability**

- d. **Investment Policy**
- e. **Policy for Tracking Inventory and Disposal of Assets**
- f. **Public Comment Period**
- g. **Purchasing Policy**
- h. **Responsibilities of Members and Officers**
- i. **Whistleblower Policy**

Seconded by R. DiRaddo. Motion Passed 5-0.

10. AMENDED AND NEW POLICIES

a. Business and Travel Expense Policy

D. Mackey presented the Business and Travel Policy. It combines the existing Travel Policy with additional recommendations from the County.

H. Stuart made a motion to recommend to the Board that the Business and Travel Policy be Adopted. Seconded by R. DiRaddo. Motion Passed 5-0.

b. Credit Card Policy

D. Mackey presented a Credit Card Policy to the Committee. This is a new policy and is submitted at the request of the County. The Corporation does not currently have credit cards but in the event that they are used in the future their use will be governed by the policy.

H. Stuart made a motion to recommend to the Board that the Credit Card Policy be adopted. Seconded by R. DiRaddo. Motion Passed 5-0.

11. DESIGNATIONS

a. Contracting Officer

R. DiRaddo made a motion to recommend Hank Stuart or Dick Mackey to serve as Contracting Officers. Seconded by A. Sperano. Motion Passed 5-0.

b. Check signing

A motion was made by H. Stuart to recommend that Dick Mackey and Tony Feroce sign all checks. Seconded by R. DiRaddo. Motion Passed 5-0.

c. Contracts and amendments

R. DiRaddo made a motion 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. Seconded by M. Townsend. Motion Passed 5-0.

d. Records Access Officer

H. Stuart made a motion to recommend that D. Mackey be designated as the Records Access Officer. Seconded by A. Sperano. Motion Passed 5-0.

e. Invoice Approvals

R. DiRaddo made a motion 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. Seconded by A. Sperano. Motion Passed 5-0.

12. AMENDED BY LAWS

D. Mackey reviewed the revisions to the By Laws with the Committee.

H. Stuart made a motion to recommend the adoption of the amended By Laws to the Board. Seconded by R. DiRaddo. Motion Passed 5-0.

13. ADJOURNMENT

The meeting was adjourned at 10:20 A.M.