

**HUDSON RIVER-BLACK RIVER REGULATING DISTRICT
GOVERNANCE COMMITTEE MEETING**

November 2, 2011

Saratoga County Offices
Cornell Cooperative Extension Building
50 West High Street
Ballston Spa, NY 12020

CALL TO ORDER

Acting Committee Chairman Hayes called the meeting to order at 10:02 A.M.

PLEDGE OF ALLEGIANCE

ROLL CALL

Present: Board Chairman David W. Berkstresser; Acting Committee Chairperson Albert J. Hayes; Committee member: Thomas Stover and Board Members Mark M. Finkle; and Philip W. Klein; Executive Director Michael A. Clark; General Counsel Robert P. Leslie; Chief Fiscal Officer Richard J. Ferrara and other Regulating District staff.

Excused: Michael Astafan

MOTION TO ADOPT COMMITTEE MEETING AGENDA

A motion was made by Mr. Hayes to adopt the meeting agenda. Mr. Stover seconded it and the motion was unanimously approved.

COMMITTEE BUSINESS

(A) Old Business – None

(B) New Business

a. 3rd Reading Revision to Management Exempt Guidelines

Mr. Hayes led a discussion of the Committee with staff regarding the proposal to revise the Management Exempt Guidelines to excise language regarding 'Flex-Time'. The Committee noted that the proposed revisions had been presented to the full board at the Board's September 2011 meeting and that the Board had subsequently considered such revisions at the October 2011 Board Meeting. Hearing that no further revisions have been offered, Mr. Stover made a Motion to move the proposed revision of the Guidelines to the full Board with the Committee's recommendation for adoption. Mr. Hayes seconded and the motion passed unanimously.

b. 1st Reading Whistleblower Policy

Mr. Hayes led a discussion with staff regarding a model Whistleblower Policy recently presented on the Authorities Budget Office's website. General Counsel explained that on October 17, 2011, the NYS Authorities Budget Office issued a "Model Whistleblower Access and Assistance Program"

including therewith a recommended governance practice bulletin delineating 'best practices' to be considered by the management and oversight committees of each public authority. Mr. Leslie noted that the adoption of a new Whistleblower Policy would likely necessitate revisions to the Regulating District's Code of Ethics where the current whistleblower language currently resides. Mr. Hayes requested that the proposed policy be tabled in committee for additional study before it is moved to the full board.

c. 1st Reading Code of Ethics

Mr. Hayes led a discussion with staff noting that the adoption of a new whistleblower policy would excise language from the current Code of Ethics. The Committee acknowledged that the District's current Code of Ethics would benefit from revision to simplify its terms. Mr. Leslie presented a draft model Code of Ethics prepared by the Authorities Budget Office. Mr. Hayes requested that the proposed code be tabled in committee for additional study before it is moved to the full board.

d. 1st Reading of Committee Charters

Mr. Hayes led a discussion with staff regarding the number of standing committees required by the Regulating District's By-Laws and, noting the complexity of such system, suggested that the board consider a revision to the committee structure. Mr. Leslie presented model committee charters for the three required committees: Audit; Finance; and Governance. Following a discussion including Mr. Stover and Mr. Finkle, the Acting Committee Chair proposed that the consideration of a revision to the By-Laws and the adoption of new Committee Charters be tabled pending further consideration; with the expectation that such revisions would be complete and ready for the Board's consideration at the annual organizational meeting in January of 2012.

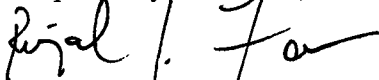
e. 1st Reading of Revisions to the By-Laws

Mr. Hayes noted that additional revisions to the Regulating District's By-Laws may be warranted beyond the designation of an agency head and revision of the committee structure. The committee asked staff to prepare a comprehensive list of proposed changes with the expectation that such changes would render the By-Laws more durable and thus less subject to frequent revision. As noted earlier, the committee tabled further action on the By-Laws.

ADJOURNMENT

There being no further business to come before the Governance Committee, Mr. Stover moved to adjourn the meeting. Mr. Hayes seconded it. The motion was unanimously approved. The committee meeting adjourned at 11:05 P.M.

Respectfully submitted,



Richard J. Ferrara
Secretary/Treasurer