

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

January 10, 2012

Mayfield Municipal Complex,
28 North School St.
Mayfield, NY 12117

CALL TO ORDER

Committee Chairman Michael Astafan called the meeting to order at 10:15 A.M.

PLEDGE OF ALLEGIANCE

ROLL CALL

Present: Committee Chairman Michael F. Astafan; Committee member Albert J. Hayes; and Board Chairman as Ex Officio Committee member David W. Berkstresser; and Board Member Mark M. Finkle; Executive Director Michael A. Clark; General Counsel Robert P. Leslie; Chief Engineer Robert S. Foltan; Chief Fiscal Officer Richard J. Ferrara; Hudson River Area Administrator John Hodgson; Black River Area Administrator Carol L. Wright; and other Regulating District staff.

Excused: Thomas Stover

MOTION TO APPROVE DECEMBER 13, 2011 COMMITTEE MEETING MINUTES

A motion was made by Mr. Hayes to approve the Minutes of the Committee's December 13, 2011 Meeting. Mr. Astafan seconded it and the motion was unanimously approved.

MOTION TO ADOPT COMMITTEE MEETING AGENDA

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

COMMITTEE BUSINESS

(A) Old Business – None

(B) New Business

- a. Mr. Astafan brought the Committee up to speed on efforts to restructure the Board's committee structure from nine to three committees (Governance, Audit & Finance); including the possible addition of a fourth committee (Operations).
- b. **3rd Reading of Committee Charters and Revision to the By-Laws**

Mr. Astafan 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. Astafan asked Mr. Leslie to briefly explain the changes proposed to address comments on the model committee charters advanced at the committee's last meeting for each of the three required committees: Audit; Finance; and Governance. Mr. Leslie noted the few changes necessary to finalize committee charters for Audit, Finance and Governance. Mr. Astafan asked that Mr. Leslie and the balance of Senior Staff begin preparing a fourth committee charter (Operations).

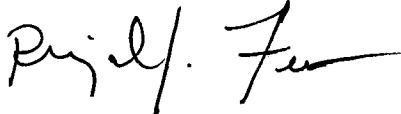
c. Discussion of revised By-Laws pursuant to adoption of committee charters

Committee Chairman Astafan asked Mr. Leslie to detail the changes to the By-Laws contemplated by the potential revisions to the Board's committee structure. Mr. Leslie asked if the Board would like to see committee duties enumerated within the By-Laws or whether the Committee felt that a reference in the By-Laws to the committee charters would be more appropriate. In accordance with Committee member comment, Mr. Astafan asked Mr. Leslie to prepare a revision to the By-Laws reflecting a reference to the proposed committee charters. Mr. Astafan then proposed that the consideration of a revision to the By-Laws and the adoption of all four new Committee Charters be tabled pending further consideration and input from senior staff; with the expectation that such input and revisions would be complete and ready for the Board's consideration at the March or April 2012 meeting.

ADJOURNMENT

There being no further business to come before the Governance Committee, Mr. Hayes moved to adjourn the meeting. Mr. Astafan seconded it. The motion was unanimously approved. The committee meeting adjourned at 10:30 A.M.

Respectfully submitted,



Richard J. Ferrara
Secretary/Treasurer