

**ULSTER COUNTY RESOURCE RECOVERY AGENCY
GOVERNANCE COMMITTEE MEETING
MARCH 11, 2024**

The Ulster County Resource Recovery Agency held a Governance Committee meeting on March 11, 2024.

The proceedings were convened at 6:00 PM. The Governance Committee Meeting was held at the Agency’s Main Office, 999 Flatbush Road, Kingston, New York.

Committee members present: Chair James Gordon, Committee Members Andrew Ghiorse and David Gilmour.

Staff present: Executive Director Marc Rider, and Director of Finance and Administration Timothy DeGraff. Kenneth Gilligan, Agency Counsel and Board Secretary was absent.

From the public: no one was present from the public.

PLEDGE OF ALLEGIANCE

PLUBIC COMMENT-no one was present from the public; no comment made.

APPROVAL OF MINUTES

TABLED to be moved to the end of the meeting.

The Committee did not bring up the November 14, 2023 minutes, for approval, at the end of the meeting.

AGENDA ADJUSTMENT

David Gilmour asked that under “*New Business*” add policy regarding disclosure of one-on-one meetings and add discussion of climate policies of the Agency.

Marc Rider asked that under “*Old Business*” to remove Unsolicited Proposals Policy. Marc Rider was not sure why the previous Interim Executive Director, Anna Roppolo prepared the policy. He didn’t see that this policy was necessary. The Board and staff had a discussion on what the policy was.

Andrew Ghiorse made a motion to take no action of the “Unsolicited Proposals Policy” discussion and David Gilmour seconded to TABLE the “Unsolicited Proposals Policy” indefinitely. 3 in favor, 0 opposed, 0 absent.

ANNOUNCEMENTS

- Governance Committee Meeting is scheduled for Monday, March 18, 2024, at 5:30 PM.
- Governance Committee Meeting is scheduled for Monday, May 6, 2024, at 6:00 PM

OLD BUSINESS

- Review of Rules of Conduct Policy (Recording 13:47-23:24)

The Committee and staff discussed the Rules of Conduct Policy. The points and comments made in the discussion were as follows:

- Andrew Ghiorse was concerned about the Agency being “public property” and what the Agency would be allowed to do
- If there were legal review of the policy
- Legal rights that the Agency had
- Marc Rider, Executive Director looked over the policy and he felt comfortable with the policy passing.

Andrew Ghiorse made a motion to pass the Rules of Conduct Policy as read and it was seconded by David Gilmour. 3 in favor, 0 opposed and 0 absent.

The recording was stopped. No business, discussion or votes were done at this time. The recording was stopped to allow James Gordon time to read the Governance Committee Charter.

- Governance Committee Charter (Recording 24:39-44:02)

The Committee and staff discussed the draft Governance Committee Charter. The points and comments made in the discussion were as follows:

- David spoke to ABO (Authorities Budget Office) about the Charter and the draft Governance Committee Charter seemed to be for corporate arrangements
- Responsibilities of the Governance Committee
 - Develop and continually review Agency policies and procedures
- The Charter was drafted from the ABO model
- There is no deadline to have this Committee Charter done but it is required by the ABO
- Discussion regarding if the Chair is responsible to appoint the committee members of all the committees
- Discussion of the By-Laws
 - Committee and Staff believed the By-Laws needed to be reviewed and updated
 - The By-Laws will be forwarded to Marc Rider, Executive Director and Board to review and edit

James Gordon made a motion that the Governance Committee Charter discussion be TABLED until after the By-Laws have been reviewed and revised; and it was seconded by David Gilmour. 3 in favor, 0 opposed, 0 absent.

The Committee will discuss the By-Laws at the Governance Committee Meeting scheduled for Monday, May 6, 2024, at 6:00 PM.

NEW BUSINESS

- Disclosure of one-on-one Meeting Policy (Recording 48:48-1:01:30)

The Committee and staff discussed the disclosure of one-on-one meetings policy. The points and comments made in the discussion were as follows:

- David Gilmour stated he did try and reach out to legal counsel (three times) regarding the policy for disclosure of one-on-one meetings.
 - Disclosure of meetings being added to the By-Laws
 - Discussion of “independent” board members
 - When should meetings be disclosed
 - Committee believed disclosure of meetings are beneficial and would keep each member informed
 - Marc Rider will draft a list of guidelines
 - Discussion will continue once the By-Laws are updated
- Climate Policies (Recording 1:01:36-1:14:55)

The Committee and staff discussed Agency climate policies. The discussion included the following points and/or comments:

- David Gilmour asked if this Committee should do some scoping work/brainstorming-Should the Agency have climate policies, conduct emission inventories, do facilities audits, Scope 3 emissions
- James Gordon felt it would be premature to prepare and discuss climate policies at this time. He stated there is plenty for the Agency to do right now and that the Agency is steering in the right direction regarding reducing the Agency’s carbon footprint. He added that once the new executive director is settled in this could be discussed at a later date.
- Andrew Ghiorse stated the Agency is regulated by the DEC and EPA. He stated there are committees already doing things with this situation.
- Committee discussed changes that might happen with the Agency in the near future.
- Marc Rider believed benchmarks would help assist the Agency
- David Gilmour stated there is a 2018 Emissions Report for the Agency prepared through ICLEI
- Committee discussed Scope 3 (source of the emissions) and the Agency’s emissions
- Marc Rider will review the 2018 Emission Report, research Scope 3 and prepare some benchmarking. By June, he will present an RFP to the Board regarding preparing a climate policy. Marc believed staff shouldn’t prepare this policy.
- David Gilmour was wondering if the Agency should do an energy audit

Committee and staff had a brief discussion regarding doing one or more executive staff personnel reviews.

ADJOURN

David Gilmour motioned to adjourn the March 11, 2024, Governance Committee Meeting at 7:26 PM and it was seconded by Andrew Ghiorse. 3 in favor, 0 opposed, 0 absent.

Motion to approve the above transcribed Minutes of March 11, 2024, Governance Committee Meeting was made by _____ and seconded by _____. ___ in favor, ___ opposed, ___ absent.

The minutes were approved by the Board.

Transcribed by: Melinda France, Office Manager.

Signatures:

James Gordon, Chair

DRAFT