

**ULSTER COUNTY RESOURCE RECOVERY AGENCY  
GOVERNANCE COMMITTEE MEETING  
MAY 7, 2024**

The Ulster County Resource Recovery Agency held a Governance Committee meeting on May 7, 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.

**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**

David Gilmour made a motion to approve the Minutes of November 14, 2023, Governance Committee Meeting, seconded by Andrew Ghiorse. 3 in favor, 0 opposed, 0 absent.

David Gilmour made a motion to approve the Minutes of March 11, 2024, Governance Committee Meeting, seconded by Andrew Ghiorse. 3 in favor, 0 opposed, 0 absent.

David Gilmour made a motion to approve the Minutes of March 18, 2024, Governance Committee Meeting, seconded by Andrew Ghiorse. 3 in favor, 0 opposed, 0 absent.

**AGENDA ADJUSTMENT**

David Gilmour made a motion to accept the Agenda as read and it was seconded by Andrew Ghiorse. 3 in favor, 0 opposed, 0 absent.

**OLD BUSINESS**

- **By-Laws** (Recording 1:40-1:37:28)

Marc Rider and Committee members discussed the By-Laws. Changes/comments made:

- Marc stated he reviewed the By-Laws with Tim DeGraff and Regis Obijiski.
- The Committee and Marc reviewed each section with changes to the proposed By-Laws.
- Committee added some edits and had discussion regarding the following:
  - **Article I-The Agency, Section 1-Name and Purpose**-added countywide materials management program

- The Committee agreed that the last sentence should read, “The Agency, created in 1986 by the.....and implementing a comprehensive countywide solid waste management program/countywide materials management program.”
- **Article II-Board of Directors, Section 4. Additional Duties of Members of the Board of Directors**, the Committee agreed to remove the second paragraph. The Committee felt that it was repetitive and clear in **Article II-Borad of Directors, Section 1. Governing Body**.
- By-Laws should be numbered and dated with the draft date
- **Article II-Board of Directions, Section 4. Additional Duties of Members of the Board of Directors**, third paragraph shall read, “All members of the Board of Directors, who are Agency committee chairs or who the Chair appoints to committees, workgroups or meetings external to the Agency where UCRRA business is discussed, must report to the full board before or at regularly scheduled board meetings, it is strongly encouraged that the report from a standing or special committee chair should be submitted in writing prior to the Board meeting.”
- **Article II-Board of Directions, Section 4. Additional Duties of Members of the Board of Directors**, decided to remove from the last paragraph “support the decisions of the majority”. The last paragraph in **Section 4** will read as follows: “All members of the Board of Directors shall ensure they are fully prepared for board meetings, honor confidential information, and support the Executive Director and Board Chairperson or designees as the official spokespersons of the agency.”
- **Article III-Officers, Section 2. Chairperson (Chair)**, changed the second sentence to read “Except as otherwise authorized by resolution of the Agency, the Chair or Executive Director, if designated by the Chair shall execute all agreements, contracts, deeds, and any other instruments of the Agency.”
- **Article III-Officers, Section 5. Treasurer**, after discussion, **Section 5. Treasurer** was changed to read as follows: “The Treasurer shall maintain governance oversight of the care and custody of all funds of the Agency, including but not limited to regular budget reports of tonnages, revenues, expenditures, surpluses and deficits, investments, bonds and other obligations, MRF cost center analysis, and recycling market trends. As authorized by resolution of the Agency, instruments of indebtedness, orders and checks shall be countersigned by the Treasurer.”
- **Article IV-Meetings, Section 3. Special Meetings**, after discussion, **Section 3. Special Meetings** was changed to read as follows: “The Chair of the Agency’s Board of Directors may, when deemed desirable, call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting shall be informed telephonically to each Board member of the Agency, emailed to each Board member at their Agency email address, and mailed to the business or home address of each Board member of the Agency at least three days prior to the date of such special meeting. A waiver of notice will be determined by referring to the New York State Authorities Board Office written guidance on such a waiver. At such special meeting no business shall be considered other than as designated in the call.”
- **Article IV-Meetings, Section 4. Order of Business**, after “Public Comment” Committee agreed to add, “4. Approval of Agenda” and removed “by the Chair or directed by the Chair” next to Communications and Announcements.
- **Article IV-Meetings, Section 5. Voting**, after discussion, the Committee agreed to change **Section 5. Voting** to read as follows: “The voting on all questions coming before the Agency shall be by voice vote, however a Board member may request a roll call vote

at any time, and the yeas and nays shall be entered on the minutes of such meeting. Given a five-member composition of the Board of Directors, three affirmative votes shall be necessary to pass a resolution, even in the event of vacancies.”

- **Article V-General, Section 3. Committees**, after discussion, the Committee decided to remove the words “from time-to-time” in the first paragraph, first sentence; switch the word incident to pertaining in the first paragraph, first sentence and to change the Governance Committee section to read as follows: “Governance Committee – is responsible for reviewing corporate governance trends, keeping the Board informed of best practices, updating the Agency’s corporate governance principles, recommending policies and actions to the full Board”.
- **Article V-General, Section 3. Committees**, the Committee decided in the last paragraph, 4th sentence to change the last word “consent” to “resolution”.

David Gilmour proposed a motion that the By-Laws, as amended in this meeting, be presented to the whole board at the next Regular Board Meeting (May 23, 2024) and it was seconded by Andrew Ghiorse. 3 in favor, 0 opposed, 0 absent.

- **Rules of Conduct Policy**

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

**ADJOURN**

Andrew Ghiorse motioned to adjourn the May 7, 2024, Governance Committee Meeting at 7:43 PM and it was seconded by David Gilmour. 3 in favor, 0 opposed, 0 absent.

Motion to approve the above transcribed Minutes of May 7, 2024, Governance Committee Meeting was made by \_\_\_\_\_ and seconded by \_\_\_\_\_. in favor, opposed, absent.

The minutes were approved by the Committee.

Transcribed by: Melinda France, Office Manager.

Signature:

\_\_\_\_\_  
James Gordon, Chair