



**GOVERNANCE COMMITTEE  
AGENDA**

**March 12, 2025**

**Time: 3:30 p.m. / Location: Elwood Davis Rd.**

*Members: C. Dunham – Chair, D. Daley, B. Page, M. Jennings, J. Driscoll*

1. Annual Review of Corporate Governance Principles
2. Review of Board Member Virtual Attendance Policy

## **OCRRA Corporate Governance Principles**

Agency “Corporate Governance” is a set of rules and behaviors according to which the Onondaga County Resource Recovery Agency is managed and controlled. Good corporate governance will help determine the Agency’s objectives, the means through which these objectives are attained and an evaluation of performances. Best practices of corporate governance will, also, provide incentives for the Board and management to pursue objectives that are in the best interest of the Agency and that comport with its mission. The Onondaga County Resource Recovery Agency has adopted the following Corporate Governance Principles:

### **Functioning of the Board**

- 1. The Board of Directors has established the following Agency Core Values which should be reflected throughout our Corporate Governance process:**
  - Integrity and honesty
  - Environmental stewardship
  - Fiscal responsibility
  - Excellence in service
    - Customer service
    - Public participation
    - Community relations
- 2. The Board’s role is to pursue the long term success of the Agency thereby best serving the public’s interest by providing leadership, vision, and policies which reduce risk while being innovative and in concert with state of the art technology and practices.**
- 3. a. Board members will ensure that decisions are always made first and foremost in the Agency’s interest. Consideration should be given to achieving a Board made up of members who are able to make the necessary time commitments to function effectively on the Board and who can contribute experience and knowledge from different fields to achieve efficient decision making.**  
**b. No individual Board member has explicit or implicit authority to direct the Executive Director or Agency staff to expend monies, procure resources, or act on behalf of the Board absent formal consent via a vote of the Board of Directors.**
- 4. OCRRA shall disclose information to the public via open meetings, factual reports, and broad dissemination to ensure integrity and to provide transparency in the decision making process as well as to engage the community in the activities of the Agency.**

5. **The Governance Committee will inform the appointing authority of the current make up of Board members, i.e. professional experience in their chosen field. Along with this information, the Board should suggest an area of expertise that would benefit the board deliberations for the appointing authority to consider when selecting a qualified candidate.**
6. **To be considered independent, a Board member must be free from any business or other relationship with the Agency that could create a conflict of interest such that it might affect the member's independent judgment. A Board member who ceases to satisfy the requirement of independence through a potential conflict of interest will immediately inform the Board as set forth in the Agency's Code of Ethics.**
7. **When considering a potential new appointment to the Agency Board, the Governance Committee will recommend that, before considering a candidate, the appointing authority obtain sufficient information, including the candidate's resume', a list of positions presently held (to avoid potential conflicts and ensure time availability for Board member's responsibilities), and other necessary information to assess the candidate's independence.**
8. **The Board has established the following Standing Committees:**

<b>Recycling/Operations</b>	<b>Audit</b>	<b>Governance</b>
<b>Administration</b>	<b>Finance</b>	

**Each Board member must serve on at least one such Standing Committee.**

**All Board resolutions shall originate in and be sponsored by one of the Agency's Standing Committees. Resolutions shall be moved out of such Committee, where there is a quorum consisting of a majority of the appointed Committee members minus one, only by recorded majority vote of the Committee members then present or unanimous consent of the Committee members present but in all instances, a minimum affirmative votes of three Committee members, including counting the Board Chair if present or Vice Chair if Board Chair is not present, are required to sponsor such a Resolution at the next Agency Board meeting.**

9. **Board members will arrange to have sufficient time to meet what is expected of them relative to Board obligations, taking into account the number and importance of their other obligations.**
10. **The Chair shall ensure that newly appointed Board members receive an appropriate introduction to foster their early contribution to the Board. The induction and orientation process will help the Board member grasp the fundamentals of the Agency including:**
  - **Governance principles**

- Board meeting dates
- Standing committees, their responsibilities and their meeting dates
- Executive management and organization flow chart
- Key Agency policies
- The Agency's Code of Ethics
- The Agency's By-laws
- A Synopsis of Robert's Rules of Order
- Recent Annual Reports
- A list of present Board officers and members including their respective appointing entities
- Legal and overall history of the Agency
- Primer on the Open Meetings Law and Freedom of Information Law
- The Agency's Enabling Legislation
- Agency's Vision, Mission Statement and Strategic Goals
- Overviews of finance and business challenges

**The Agency will provide an Orientation Session to new Board member(s) at a time that is mutually agreeable. Tours of Agency and Contractor facilities shall be arranged as well.**

11. **The Chair is responsible for the leadership of the Board, taking all necessary measures to develop a climate of trust and cooperation within the Board, contributing to open discussion, constructive debate and to ensure the Agency staff implements the Board's decisions.**
12. **The Chair sets the agenda of the Board meetings after consultation with the Executive Director, including on the Agenda any resolutions proposed by Board committees. The Chair also ensures that procedures relating to preparatory work from the Board's committees, deliberations, passing of resolutions and implementation of decisions are properly followed. The Board agenda lists the topics to be discussed and specifies whether they are for information, for deliberation or for decision-making purposes.**
13. **The Chair, working with the Board Secretary, is responsible for ensuring that all Board members receive accurate, timely and clear information before the meetings and, where necessary, between meetings. All Board members should receive the same Board meeting information. Board and committee meeting agendas should be mailed, emailed, or faxed to Board members, or Board members should be otherwise notified, at least 5 days prior to the meeting. If such advance notice of an agenda item is not so provided, then the matter may only be added to the Board or committee agenda by majority vote at such meeting. The Chair will make sure that Board members, in fact, receive such detailed and accurate information as required. Board members will study it carefully in advance so as to acquire and maintain a strong command of key issues relevant to the Agency business.**
14. **It is the Chair's responsibility to ensure that Board members make a knowledgeable and informed contribution to Board discussions.**

**The Chair shall also ensure that there is sufficient time for consideration and discussion of pending Board action prior to formal decision making by the Board.**

**The Chair has no explicit or implicit authority to direct the Executive Director or Agency staff to expend monies, procure resources, or act on behalf of the Board absent formal consent via a vote of the Board of Directors.**

**The Chair's primary role is to preside at Board Meetings (Agency Bylaw Section 3.6) and facilitate Board discussions and deliberations that result in formal action by the Board of Directors. The Board Chair also appoints Committee Chairs and Committee members (Agency Bylaw Section 5.3).**

- 15. The minutes of the Board meeting will sum up the discussions, report any decisions made, and include those other subject matters and agenda items required under Robert's Rules of Order. The proceedings of the Governance Committee, as a committee consisting of chairs of existing standing committees as well as the Chair, Vice-Chair and Treasurer of the Agency, will be included in the Board minutes.**
- 16. The Executive Director will provide all relevant business operations, regulatory, environmental, and financial information for the Board to function effectively. The Board, for its part, will advise the Executive Director promptly of the need for additional information.**
- 17. Independence of judgment and willingness to evaluate all information relevant to the matter before the Board is required in the deliberation of all Board members to ensure that decisions are made in the best interest of the Agency. The Chair will conduct meetings in a manner so no individual or group of Board members should dominate the Board's decision-making process.**
- 18. Board members cannot use the information obtained in their capacity as a Board member to profit from it or for purposes other than exercising their mandate on behalf of the Agency.**
- 19. Board members will not divulge any confidential information received in their capacity as a Board member. Confidential information includes those written items designated as "confidential" as well as matters discussed in Executive Session.**
- 20. Each member of the Board will arrange his or her personal and business affairs, to the extent possible, so as to avoid the appearance of direct or indirect conflicts of interest with the Agency. All Board members should request from the Board's Legal Counsel an opinion of whether an actual or potential conflict of interest exists as they arise and if one does he/she**

should abstain from voting on the matter involved in accordance with the relevant provisions of our Agency's Code of Ethics. Any abstention from the voting, motivated by a conflict of interest, shall be disclosed in accordance with our Code of Ethics.

21. Board members, their businesses, and members of their immediate families will not engage in any transactions or other contractual relationships with the Agency.
22. Board members should update their skills and improve their knowledge of the Agency and its business to serve the Board and its committees. The Agency will provide necessary resources for developing and updating Board members' knowledge and skills. Board members are encouraged to learn as much as possible about solid waste management, in general.
23. It will be the responsibility of the Board Secretary to track and report attendance. The absence of any Director from 30% of any scheduled Committee meetings of which that Director is a member or more than two Board meetings in any calendar year will be reported to the Chair. The Chair may then (i) excuse the absences; (ii) excuse the absences with conditions and report such excuse and conditions to the Administration Committee for discussion; (iii) add this topic to an agenda of a meeting of the Board of Directors for review and consideration; or (iv) advise that Board member's appointing municipal entity for its consideration and any subsequent action.

#### **Role of Executive Director**

24. The Board will establish a clear division of responsibilities between its role of establishing policy and making business decisions reserved to the Board, and the Executive Director's responsibility of implementing all policies and running of the Agency's day-to-day business activities.
25. Board members will constructively debate and help develop strategy and key policies in conjunction with the Executive Director and management.
26. The Board will empower the Executive Director to perform his/her responsibilities and duties. The Executive Director of the Agency shall only execute directives and implement policies approved by a formal vote of the Board of Directors. The Executive Director should have sufficient latitude to propose and implement Agency strategy and will:
  - Be entrusted with running of the Agency
  - Put internal controls in place (i.e. systems to identify, assess, manage and monitor financial and other risks) without prejudice to the Board's (and its Audit Committee's) monitoring role

- Be responsible and accountable for the complete, timely, reliable and accurate preparation of the Agency's financial statements and regulatory reports
  - Provide the Board with all information necessary to carry out its duties
  - Be accountable to the Board for the discharge of his/her responsibilities
  - Report to the Board on key decisions made by executive management
  - Present the Board with a balanced and understandable assessment of the Agency's financial status
  - Provide input to the Board on the consequences of all policy decisions and legal actions
27. The Executive Director/Agency Counsel will immediately report to the Chair of the Board any situation that will likely result in litigation against the Agency.
28. The Chair should promote positive interaction among the Board, the Executive Director, and Agency Counsel. The Board and management should be actively working together to achieve Agency goals.
29. The Board will periodically evaluate the performance of the Executive Director and Agency Counsel in meeting key goals, clearly defining performance and success criteria.
30. The Governance Committee will annually assess the internal effectiveness of its operation and interaction with the Executive Director and Agency Counsel. This evaluation will include, among other things, these objectives:
- Assessing how the Board operates and contributes to the success of the Agency
  - Checking progress on important issues
  - Assessing the Board's composition and access to needed skills and experience
  - Assessing the effectiveness of its existing standing committees
31. Board elections should be independent of direct involvement by Agency staff.

**Adopted by Resolution No. 1501 on July 12, 2006**

**Amended by Resolution No. 1695 on February 10, 2010**

**Amended by Resolution No. 1777 of March 14, 2012**

**Amended by Resolution No. 1854 of September 11, 2013**

**Amended by Resolution No. 1930 of February 11, 2015**

**Amended by Resolution No. 2058 of January 11, 2017**

## **RESOLUTION AUTHORIZING VIRTUAL BOARD MEMBER ATTENDANCE**

**WHEREAS**, the Onondaga County Resource Recovery Agency (hereinafter “Agency”) desires to implement a policy permitting virtual attendance of Board members for Board meetings as well as committee meeting; and

**WHEREAS**, the Agency believes virtual or remote attendance of Board members will ensure the ability of the Agency to conduct important business necessary for ongoing operations; now, therefor be it

**RESOLVED**, the Agency hereby adopts the foregoing policy pursuant to, and consistent with New York Public Officers law 103-a.

**A.** The Agency Board adopts a policy permitting virtual remote attendance of Board members through video conferencing provided the following conditions are met:

1. The public is invited to attend the in-person Board/committee meeting.
2. There is a quorum of Board members present for the in-person meeting where the public is invited to attend.
3. The members of the Board shall be physically present unless such member is unable to be physically present due to extraordinary circumstances.
4. The member attending virtually must be heard, seen and identified in the video conference.
5. The minutes of the meeting must be made available to the public.
6. Public notice for the meeting must inform the public that video conferencing will be used and a link for the public to participate in the same way as the Board members must be provided.
7. The meeting must be recorded and a link to the video conferencing must be posted to the Agency website within five (5) business days of the meeting and said link shall remain available for a minimum for five (5) business days thereafter.
8. The Agency must maintain its official website.
9. Members of the public must be allowed to view the meeting and participate in the proceedings of the meeting via videoconference in real time; and it is further

**RESOLVED**, this Resolution, when adopted, shall constitute the written procedures governing virtual attendance of Board and committee meetings, and it is further



**RESOLVED**, a public hearing for the consideration of these procedures is hereby scheduled for \_\_\_\_\_ to be conducted at the Agency corporate office located at 100 Elwood Davis Rd, Suite 105, N. Syracuse New York 13212. This resolution shall take effect immediately.

**Resolution Adoption Date:** \_\_\_\_\_

**Votes: Ayes:** \_\_\_\_\_ **Nays:** \_\_\_\_\_ **Abstentions:** \_\_\_\_\_

**Signed:** \_\_\_\_\_