



Chautauqua, Cattaraugus, Allegany & Steuben Counties
Southern Tier Extension Railroad Authority
 Center for Regional Excellence, 4039 Route 219, Suite 200, Salamanca, New York 14779
 TEL (716) 945-5301 FAX (716) 945-5550 TDD (716) 945-5301

"This institution is an equal opportunity organization"

Terry Everetts, Chairman
 Richard Zink, Chief Executive Officer

STERA GOVERNANCE COMMITTEE

MINUTES – December 7, 2015

The Governance Committee of the Chautauqua, Cattaraugus, Allegany and Steuben Southern Tier Extension Railroad Authority met at 9:00 AM on December 7, 2015 in the Conference Room in the office of the Southern Tier West Regional Planning and Development Board in the Center for Regional Excellence, 4039 Route 219, Suite 200, Salamanca, New York. The following persons were in attendance:

Committee Members In Attendance

Seth Corwin
 Terry Everetts, Chairman
 Adam Gorczyca
 Jerry Scott

Representing

Steuben County
 Cattaraugus County
 Chautauqua County
 Southern Tier West

Committee Members Not In Attendance

Vacancy

Representing

Allegany County

Other Board Members In Attendance

Jay Gould
 Randy Weaver

Representing

Chautauqua County
 Steuben County

Others Attending

Thomas Barnes

Representing

STERA Corporate Secretary

1. Call to Order and Introduction of Those Present

Committee Chairman Terry Everetts called the meeting to order at 9:00 AM. He noted the presence of a quorum for the meeting.

2. Reading and Approval of the Minutes of the Previous Meeting

The Committee approved the minutes of the prior meeting, held June 15, 2015 (Scott, Gorczyca, passing unanimously).

Unfinished Business

There was no unfinished business.

New Business

3. Review of STERA Code of Ethics Policy

The Governance Committee noted that NYS ABO had issued a new Recommended Practice regarding conflict of interest policies. The Recommended Practice (a) advised that certain content should be found in authority conflict of interest policies and (b) provided a model policy. STERA once had separate conflict of interest and code of ethics policies, but some years ago, they had been merged into a single Code of Ethics Policy. The initial separate policies had been developed per recommendations of Harris Beach. Much of the conflict of interest content of the Recommended Practice already was contained in STERA's Code of Ethics Policy, but there seemed to be a need for revision of the Policy to accommodate all of the recommended provisions contained in the Recommended Practice. The Committee reviewed the Recommended Practice, the current policy, an internal memo prepared by Mr. Barnes making specific recommendations for revision of the current Policy, and a draft revised Code of Ethics Policy. After discussion, the Governance Committee adopted a resolution recommending that the STERA Board adopt the revised Code of Ethics Policy (Scott, Corwin, passing unanimously).

There were several operating issues that were raised by the revised Policy, which the Committee discussed and indicated the Board should take action upon.

- Officers, directors, employees, and agents of the Authority shall be required to acknowledge in writing one time that they have read, understand and are in compliance with the terms of the policy. This can be done with the annual ethics filing, or at any meeting.
- The Board should designate that the Board, the Governance Committee, and the Ethics Officer may have responsibility for receiving and investigating reported violations of this Policy. This provides multiple ways for allegations of violations of the Policy to be made and formally enter into the system.
- The Board should designate that the Ethics Officer and Governance Committee both shall have the duties enumerated in 5.C and 5.d, i.e.:
 - Counsel in confidence officers, directors, employees and agents of the Authority who seek advice about ethical behavior.
 - Receive and investigate complaints about possible ethics violations.
 - Dismiss complaints found to be without substance.
 - Prepare an investigative report of their findings for action by the Chief Executive Officer or the Board. The Board ultimately has the authority for decisions regarding action in the event of violations of the Policy.
 - Record the receipt of gifts or gratuities of any kind received by an officer, director, employee or agent of the Authority. Officers, directors, employees or agents of the Authority shall notify the Board, the Governance Committee, or the Ethics within 48 hours of receipt of such gifts and gratuities.

After discussion, the Governance Committee adopted a resolution recommending that the STERA Board taking the actions above (Corwin, Scott, passing unanimously).

4. Other New Business

There was no other new business.

5. Public Comment

There was no public comment.

6. Next Meeting Date and Agenda for Next Meeting

The Governance Committee will next meet in March 2016, the date to be decided by the STERA Board at the December 7, 2015 Board meeting.

7. Adjournment

The Committee adjourned at 9:30 AM (Scott, Corwin, passing unanimously).

I certify that this is an accurate summary of the meeting of the Governance Committee of the Chautauqua, Cattaraugus, Allegany and Steuben Southern Tier Extension Railroad Authority held on the date indicated above.

Name: *Thomas M. Barnes*

Office: Secretary

Date: December 7, 2015