



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

GOVERNANCE COMMITTEE SELF-EVALUATION REPORT TO THE BOARD
on
GOVERNANCE COMMITTEE FUNCTIONS FOR CALENDAR YEAR 2019

Submitted March 30, 2020

1. Meetings

- **Notes:**
 - During 2019, the Governance Committee was scheduled to meet two times, on March 25, 2019 and June 10, 2019. However, the March 25, 2019 meeting was canceled due to the lack of a quorum. The full Board handled the Committee's responsibilities at the March 25, 2019 meeting. The Committee thus met one time in 2019 on June 10, 2019.
 - The Committee Charter requires the Committee to meet a minimum of twice a year, plus any additional meetings as needed.
 - All meetings were properly noticed and open to the public as required, and all agendas and minutes were made available to the public on the Authority web site as required.
- **Deficiencies:**
 - The Committee failed to meet the minimum number of times during 2019..
- **Recommendations:**
 - The Committee should meet a minimum of two times during future years.

2. Reporting to Board

- **Notes:**
 - The Committee reported out its actions and recommendations to the Board at the Board's June 10, 2019 meeting, as required.
- **Deficiencies:**
 - None.
- **Recommendations:**
 - None.

3. Compliance

- **Notes:**
 - During 2019, the Committee complied with the Committee Charter and the Authority's bylaws, excepting the failure to meet the required two times during the year.
 - During 2019, the Committee complied with NYS ABO, PAAA, and PARA requirements.

- **Deficiencies:**
 - The Committee failed to meet the minimum number of times during 2019..
- **Recommendations:**
 - The Committee should meet a minimum of two times during future years.

4. Committee Responsibilities With Respect to Authority Operations

- **Notes:** During 2019, the Committee was to review and make recommendations to the Board regarding Authority operations, on March 25, 2019, as follows:

- Structure, governance, and operating activities.

In this regard, the Committee is responsible per its charter for reviewing and making recommendations to the Board regarding Authority operations, structure, including governance, and operating activities, as follows:

- The Board Self Evaluation Report
- Governance Practices with respect to Transparency, Independence, Accountability, Fiduciary Responsibilities, and Management Oversight
- Competencies and Personal Attributes Required of Board Members
- New Member Orientation Process
- Compliance with Board Member Training Requirements
- Compliance with Staff Training Requirements
- Number and Structure of STERA Committees
- Compensation and Benefits for the Managing Director and Other Senior Authority Officials
- Performance evaluations, including coordination and oversight of such evaluations of the Board, its committees and senior management in the Authority's governance process,
- Other STERA Policies or Documents Related to the Governance of the Authority
- General governance and operation of the Authority, with respect to a consideration of any need for any other policies or documents relating to the governance and operation of the Authority, including rules and procedures for conducting the business of the Authority's Board.

Unfortunately, these reviews and discussion that were to be held at the scheduled March 25, 2019 Committee meeting (with recommendations made to the Board at its March 25, 2019 meeting), did not occur as the scheduled Committee was canceled due to the lack of a quorum, and the reviews and discussion had to be held by the full Board at its March 25, 2019 meeting.

- **Notes:** During 2019, the Committee reviewed and made recommendations to the Board regarding Authority operations, as follows:

- On June 10, 2019, the Committee reviewed various issues relating to structure, governance, and operating activities, including:
 - Management Report - Financial Disclosure and Ethics Report June 2019, with recommendations made to the Board at its June 10, 2019 meeting

- **Deficiencies:**
 - The Committee failed to undertake its responsibilities with respect to reviewing Authority operations, owing to the cancelation of the March 25, 2019 Committee meeting due to the lack of a quorum.
- **Recommendations:**
 - In the future, the Committee should meet in March and June to undertake its responsibilities with respect to reviewing Authority operations.

5. Committee Responsibilities With Respect to Authority Policies

- **Notes:** Per its charter, the Committee is responsible to review and make recommendations to the Board regarding the approval or revision of Authority policies, as follows:
 - Audit Committee Charter
 - Bylaws
 - Code of Ethics
 - Compensation, Reimbursement and Attendance Policy
 - Competencies and Personal Attributes Required of Board Members
 - Defense and Indemnification Policy
 - Equal Opportunity and Affirmative Action Policy
 - Governance Committee Charter
 - Internal Control Procedures
 - Investment Policy
 - Lobbying Policy
 - Management Performance Evaluation Standards
 - Measurement Standards for Performance Evaluation
 - Mission Statement
 - New Member Orientation Process
 - New Member Orientation Process Reference Document
 - Procurement Guidelines (Contract and Procurement Policy)
 - Property Disposition Guidelines
 - Public Access to Records Policy
 - Public Access to Records - Subject Matter List
 - Records Management Program
 - Travel Policy
 - Uniform Tax Exemption Policy
 - Whistleblower Policy

Unfortunately, these reviews and discussion that were to be held at the scheduled March 25, 2019 Committee meeting (with recommendations made to the Board at its March 25, 2019 meeting), did not occur as the scheduled Committee was canceled due to the lack of a quorum, and the reviews and discussion had to be held by the full Board at its March 25, 2019 meeting.

- **Deficiencies:**
 - The Committee failed to undertake its responsibilities with respect to reviewing Authority policies, owing to the cancelation of the March 25, 2019 Committee meeting due to the lack of a quorum.
- **Recommendations:**
 - In the future, the Committee should meet in March to undertake its responsibilities with respect to reviewing Authority policies.

6. Committee Responsibilities With Respect to the Authority's Reports

- **Notes:**
 - **Notes:** During 2019, the Committee was to review and make recommendations to the Board regarding Authority operations, on March 25, 2019, as follows:
 - Annual Report for the year ending December 31, 2018
 - Property Listing Report for the year ending December 31, 2018
 - Property Disposition Report for the year ending December 31, 2018
 - Procurement Report for the year ending December 31, 2018
 - Investment Report for the year ending December 31, 2018

- Management Report on Financial Disclosure and Ethics Report (this report was to have been reviewed on June, 10, 2019)

Performance Evaluation Processes and Reports

- Summary of Performance Evaluation Processes
 - Organizational Self-Evaluation Report for the year ending December 31, 2018 using Measurement Standards per NYS ABO Policy Guidance 10-02
 - Organizational Compliance Evaluation Report for the year ending December 31, 2018
 - Organizational Assessment of the Effectiveness of Internal Controls for the year ending December 31, 2018
 - Board Self-Evaluation Report for the year ending December 31, 2018 per NYS ABO Policy Guidance 10-05
 - Board Member Attendance Evaluation Report for the year ending December 31, 2018
 - Governance Committee Self-Evaluation Report for the year ending December 31, 2018
 - Governance Committee Charter Review Report
 - Management (Corporate Officers) Evaluation Report for the year ending December 31, 2018
- Unfortunately, these reviews and discussion that were to be held at the scheduled March 25, 2019 Committee meeting (with recommendations made to the Board at its March 25, 2019 meeting), did not occur as the scheduled Committee was canceled due to the lack of a quorum, and the reviews and discussion had to be held by the full Board at its March 25, 2019 meeting. The Board approved these reports on March 25, 2019, making a finding that the Authority was in compliance with all Authority policies, and submitted the appropriate reports to the NYS ABO prior to the March 31, 2019 submission deadline.
 - On June 10, 2019, the Committee reviewed and made recommendations to the Board regarding the following Authority report:
 - Management Report on Financial Disclosure and Ethics Report

- **Deficiencies:**

- The Committee failed to undertake its responsibilities with respect to reviewing the Authority reports listed above, owing to the cancelation of the March 25, 2019 Committee meeting due to the lack of a quorum.

- **Recommendations:**

- In the future, the Committee should meet in March to undertake its responsibilities with respect to reviewing Authority policies.

7. Summary Self Evaluation of Governance Committee Functions During Calendar Year 2019

- **Successes**

- The Committee complied with its functions as regards Board reporting and regulatory compliance.

- **Deficiencies**

- The Committee failed at its responsibilities with respect to reviewing operations, policies, and reports, owing to the cancelation of the March 25, 2019 Committee meeting for the lack of a quorum.

Approved by the Governance Committee
And
Submitted to and Approved by the Board of Directors of the
Chautauqua, Cattaraugus, Allegany, and Steuben
Southern Tier Extension Railroad Authority
On March 30, 2020

Thomas M. Barnes

Secretary

March 30, 2020

Date