

**ERIE COUNTY WATER AUTHORITY  
HR Policies/Procedures**

<b>Re:</b>	<b>DUTIES AND RESPONSIBILITIES OF ERIE COUNTY WATER AUTHORITY BOARD MEMBERS</b>	<b>Policy No.: 17.0</b>
<b>Application:</b>	<b>ECWA Board Members</b>	<b>Adopted: 04/03/08</b>

**Duties and Responsibilities of ECWA Board Members**

The Commissioners of the Erie County Water Authority shall perform the following duties and assume the following responsibilities in their role as Commissioner:

1. The Commissioners shall discharge the duties of their particular office as outlined in Article III of the Authority's By-Laws as currently adopted.
2. The Commissioners shall perform all of their duties and responsibilities outlined in Article 5, Title 3, Sections 1050 through 1073 of the Public Authorities Law, otherwise referred to as the Erie County Water Authority Act.
3. The Commissioners shall:
  - (a) execute direct oversight of the authority's chief executive and other senior management in the effective and ethical management of the authority
  - (b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the authority
  - (c) establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of the chief executive and senior management
  - (d) adopt a code of ethics applicable to each officer, director and employee that, at a minimum, includes the standards established in section seventy-four of the public officers law

- (e) establish written policies and procedures on personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or board member of the authority, investments, travel, the acquisition of real property and the disposition of real and personal property and the procurement of goods and services
  - (f) adopt a defense and indemnification policy and disclose such plan to any and all prospective board members
4. The Commissioners shall strive to participate in such continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.
  5. No board member, including the chairperson, shall serve as the authority's chief executive officer, executive director, chief financial officer, comptroller, or hold any other equivalent position while also serving as a member of the board.
  6. The Commissioners shall establish an audit committee. The committee shall recommend to the full board the hiring of a certified independent accounting firm for the authority, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes.
  7. To the extent practicable, members of the audit committee should be familiar with corporate financial and accounting practices.
  8. The Commissioners shall establish a governance committee. It shall be the responsibility of the members of the governance committee to keep the board informed of current best governance practices; to review corporate governance trends; to update the authority's corporate governance principles; and to advise appointing authorities on the skills and experiences required of potential board members.