

Board Member Duties and Responsibilities

Revised December 17, 2015

The Saratoga County Water Authority (the "Authority") constitutes a public benefit corporation of the State of New York. The Authority fulfills a public mission and must comply with the provisions of applicable laws, including the New York Public Authorities Law. The following has been prepared to assist current and prospective board members to understand and carry out their fiduciary responsibilities and the Authority's Mission:

While members of the Saratoga County Water Authority Board of Directors do not participate in the day-to-day activities of the Authority, they are responsible for managing the Authority, and must make crucial decisions, such as hiring and firing key officers and employees, engaging auditors and other professionals, and authorizing significant financial transactions and projects. In carrying out such responsibilities, board members must fulfill fiduciary duties to the Authority and the municipalities it serves.

A board member must be familiar with the Authority's finances and activities, and participate regularly in its governance. In carrying out this duty, members must act in "good faith" using a degree of diligence, care and skill that prudent people would use in similar positions, and under similar circumstances.

Board members direct responsibilities include, but are not limited, to the following:

Attend any member and committee meetings, and actively participate in discussions and decision-making.

There are currently five committees established to govern in accordance with Public Authority Law:

- **Governance Committee:** Mr. Pat Ziegler, Mr. John Lawler & Mr. Jim Smith
- **Audit Committee:** Mr. Thomas Cumm, Ms. Anita Daly & Mr. Art Johnson
- **Finance Committee:** Mr. Pat Ziegler, Mr. Art Johnson & Mr. John Lawler
- **Personnel Committee:** Mr. Thomas Cumm & Mr. Jim Smith
- **Smart Growth Committee:** Ms. Anita Daly, Mr. Art Johnson & Mr. Pat Ziegler

Board members should review on a monthly basis, financial reports and proposals. Members should suggest corrections, clarifications or any other information pertinent to sound decision making.

Board members should ensure that the procurement policies as set forth are followed in a clear and concise manner.

Board members should review monthly financial data and compare actual versus budgeted comparisons.

Board members should participate in strategic planning for the future of the Authority and assist in the preparation of Smart Growth Impact Statements as required by the NYS Smart Growth Public Infrastructure Policy Act.

Board members should ensure that the Authority has sufficient written internal financial controls and written policies that protect the Authority's assets.

Board members should be involved in the review of the performance of the Executive Director, Confidential Secretary and other key employees or independent contractors involved in the day-to-day activities of the Authority.

Board members should adhere to the adopted Code of Ethics and always disclose any conflict of interest, avoid personal involvement with employees and the families of the Authority. Members should avoid any transactions that present a conflict of interest for the Authority.

Board members should insure that the Authority complies with applicable laws and regulations.

Annual reviews of the Authority's structure, programs and procedures should be conducted by Board members to determine what is working well and what practices the Authority may wish to change in order to become more efficient, effective and responsible.