

DUTCHESS COUNTY WATER AND WASTEWATER AUTHORITY
STATEMENT OF DUTIES AND RESPONSIBILITIES OF BOARD MEMBERS

The Board Members of the Dutchess County Water and Wastewater Authority shall perform the following duties and assume the following responsibilities in their role as Board Members:

1. Each Board Member shall, upon appointment to the Authority, take an oath of office as required by Article 2 of the Public Officers Law. Each Board Member shall, at that time, execute an acknowledgment in a form prescribed by the New York State Authorities Budget Office, in which the Board Member acknowledges that he or she understands his or her role, and fiduciary responsibilities, and acknowledges that he or she understands his or her duty of loyalty and care to the organization and commitment to the Authority's mission and the public interest.
2. The Board Members shall perform all of their duties and responsibilities outlined in Article 5 Title 6-C* of the Public Authorities Law, otherwise referred to as the Dutchess County Water and Wastewater Authority Act.
3. The Board Members shall perform their duties and responsibilities in a manner consistent with the provisions and intent of the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009.
4. The Board Members shall perform each of their duties in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in like position would use under similar circumstances, and apply independent judgment in the best interest of the authority, its mission and the public. The Board shall be responsible for protecting the assets of the Authority and the interests of the bond holders.
5. The Board Members shall conduct business in full compliance with the requirements of Article 7 of the Public Officer Law (NYS Open Meetings Law) and in an environment that fosters transparency and enhances public disclosure; and focuses on accountability and supports external oversight.
6. The Board Members shall discharge the duties of their particular office as outlined in Article II of the Authority's By-Laws as currently adopted.
7. The Board Members 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 reimbursement 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.
 - g. Establish and annually review a Mission Statement that clearly reflects the purpose of the Authority and the public interests it serves, and performance measures to assist the Authority in determining how well it is carrying out its mission.
 - h. Annually prepare a board performance evaluation, which evaluation shall not be subject to disclosure under Article 6 of the Public Officers Law.
8. The Board Members 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.
9. No Board Member, including the chair person, 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.
10. The Board Members 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.
11. To the extent practicable, members of the audit committee should be familiar with corporate financial and accounting practices.
12. The Board Members 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 governance principles; to examine ethical and conflict of interest issues; to perform board self-evaluations; to recommend by-laws which include rules and procedures for conduct of board business; and to advise appointing authorities on the skills and experiences required of potential board members.
13. The Board Members shall establish a finance committee. It shall be the responsibility of the members of the finance committee to review proposals for the issuance of debt by the Authority and to make recommendations.