

**Operations Committee  
Minutes – Approved  
October 7, 2019 – 1:00 p.m.  
Town of Ithaca**

Present: Lisa Holmes, Gary Mutchler, Judy Drake, Greg Pellicano, Doug Perine, Mark Emerson, Schelley Michell-Nunn (arrived at 1:04 p.m.); Mike Catalano (arrived at 1:06 p.m.); Ed Fairbrother (arrived at 1:08 p.m.)  
Excused: Luann King  
Absent: Sundae Earle  
Staff: Elin Dowd, Executive Director; Brittnei Griep, Administrative Assistant; Michelle Cocco, Clerk of the Board

**Call to Order**

Ms. Drake, Chair of the Board, called the meeting to order at 1:01 p.m.

**Changes to the Agenda**

There were no changes to the agenda.

**Establishment of Committee Structure**

**Election of Chair and Vice Chair**

Upon recommendation of Ms. Drake, it was MOVED BY Ms. Drake, seconded by Mr. Mutchler, and unanimously adopted by voice vote by members present, Ms. Holmes was elected as Committee Chair and Mr. Perine as Vice Chair. MOTION CARRIED.

Ms. Michell-Nunn arrived at this time.

Introductions took place at this time.

Mr. Catalano arrived at this time.

**Membership Appointed by the Board**

Ms. Dowd reviewed the Committee membership, stating members have been appointed by the Board of Directors and have staggered terms for the purpose of allowing the Committee to continue functioning when a group of terms expire at year-end. There are no term limits; therefore, members are eligible for reappointment.

**Meeting Schedule**

The Committee established its meeting schedule to be the 4<sup>th</sup> Monday of each month at 1 p.m. at the Town of Ithaca; the next meeting will be November 25<sup>th</sup>. She said if members cannot attend in person in the future they will have the option to call-in or attend via teleconference.

**Discussion of Committee Purpose**

Ms. Dowd said the Audit and Finance Committee was created to basically review the fiscal responsibilities of the organization and the appropriate audits to ensure the Consortium and its vendors are operating appropriately. The volume of topics the Committee has been taking up has continued to rapidly grow and after discussion the Executive Committee felt that a lot of the issues being reviewed were operational-related and not finance decisions. She provided

examples such as creating personnel related policies, establishing salaries, and Cyber Security policy and audits. She said as the creation of this Committee will help things move along at a faster pace and so that there can be a focus on the operations of the organization. It is also the hope that by creating a committee with more seats there will be an opportunity for increased involvement by more members to get involved.

#### Sample Routing Grid

Ms. Dowd said one suggestion of a work item for the Committee to consider is the routing process for topics and resolutions that go through the various committees. Ms. Cocco produced an outline of a sample grid that could be used to begin discussion of how to streamline the approval process and routing of items through the Consortium's committees.

There was consensus by the Committee for staff to populate the grid and to bring it back to the next meeting for discussion. Members were asked to submit any suggestions of additional areas to add.

#### **Review of Consortium Policies**

Ms. Dowd reviewed a list of current Consortium policies. She referenced the policy for applying for membership in the Consortium and how growth has driven the need to have a more structured and efficient process in place to manage the documentation associated with that process. Work is underway to develop an online portal for prospective participants to connect with the Consortium that would also retain all of the entity's data that would be accessible by all involved parties. She said Don Barber is still very much involved in the marketing aspect but this application portal is intended to ease the application process while also better-managing the documentation.

#### Conflict of Interest Acknowledgement

A question was raised as to whether Committee members are required to sign the form. This will be looked into and reported back at the next meeting.

Ms. Dowd said at some point she thinks there should be discussion of how the Consortium will continue to operate now that it is staffing positions. At some point the question of whether it should become its own entity and its own organization should be considered.

#### Investment Management Policy

This is a new Audit and Finance Policy; however, this Committee may want to look at how the investment policy statement is going and whether any recommendations should be made.

#### Policy for Private Advertising on Consortium Materials

Ms. Drake explained when the Consortium first contracted with ProAct, identification cards at the Kinney Drug logo on the card and this created labor issues.

#### Cyber Security Policy

This is a relatively new policy that is a requirement under Article 47. The Consortium has secured the services of the Tompkins County ITS Department but has not yet done a risk assessment.

#### Policy for Determining a Departing Member's Pro Rata Share of Assets

Ms. Dowd said this policy was developed at a time when no one was planning to leave. Although the Audit and Finance Committee has approved this policy she said there are many steps that will need to be looked at and reviewed by this Committee.

Mr. Fairbrother asked if there has been thought given to consolidation of villages into towns as he believes that will happen. He said he does not agree that an entity that decides to leave the Consortium should be entitled to any asset. Ms. Drake said the current Municipal Cooperative Agreement contains language and this was why the Audit and Finance Committee initially took up the issue. The point raised about municipal consolidation is something that hasn't been thought of but should be discussed.

Policy Regarding Compliance with Section A3 of the Municipal Cooperative Agreement

Ms. Dowd said there was a lot of discussion on this topic by the Audit and Finance and other Consortium committees. The policy basically says collective bargaining agreements are recognized but that all active and retiree members of a Participant need to be on the Plan within a period of three years. This policy was written to bring everyone into compliance although there are a couple of groups that are offering retiree benefits that the Consortium cannot offer. There are other groups that have members who have teamsters or other union benefits and cannot join immediately; this is understood and included in the resolution of adoption. She explained there is a waiver that can be applied for but there is no process in place to review that waiver. This is a process for this Committee to review.

Ms. Holmes asked what the Committee can do to help move some of these things forward and what would be the priorities for the next meeting. Ms. Dowd said the Executive Committee has not specifically been asked for input on priorities and thinks it would be good for them to provide direction on what they feel would be the top priorities in 2020 as well as what other ideas they have for additional policy needs.

List of Resolutions

The list of resolutions adopted in 2019 were provided for review and to inform future discussions that need to take place in areas such as personnel, outsourcing operations, information and review.

MCA Amendment Process

Ms. Dowd said this process has begun; if operational issues are identified they be brought before this Committee.

Ms. Dowd said the addition of the Lansing Community Library changes the make-up of the Consortium as the Library is not a municipality. The number of requests from unique groups is growing and as the Consortium looks at new types of members those decisions will be coming more frequently to the Consortium. There will need to be discussion and input from the Consortium's legal counsel and research on Article 47 on these groups and how to treat them going forward.

Ms. Dowd said the Governance/MCA Committee was formed and tasked with the five-year review as required under Article 47. There are a few things already being proposed of which some have come from the Department of Financial Services and the Consortium. It is a big process and there will be some significant changes in how the Consortium is governed going forward. Currently, a proposal is being developed that would have an Executive Committee operate throughout the year and the Board of Directors would meet once per year to approve the budget, plan design, and elect officers. If the Consortium moves to an annual meeting there needs to be discussion of what the organization would look like and how that reaction to meeting only once a year. The Executive Committee would also be given more responsibilities that are outlined in a proposed set of bylaws that are being drafted.

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Another issue that has come through committees relates to the involvement of labor and the level of labor per membership. At the present time labor membership is set at 15% but it is very hard to get labor to attend meetings. A cap has been recommended and will be part of the MCA review.

The last issue Ms. Dowd raised was if the Consortium were to grow outside of the six-county region, how would it like to look at that growth?

There were no questions on future discussion topics present: Invoice Payment Procedure, CyberSecurity Review, MCA Review and updates from Governance Structure Committee.

**Adjournment**

The meeting adjourned at 2:01 p.m.