

**Operations Committee  
Minutes – Approved  
November 25, 2019 – 1:00 p.m.  
Ithaca Town Hall**

Present: Lisa Holmes, Judy Drake, Ed Fairbrother, Doug Perine, Luann King, Schelley Michell-Nunn, Gary Mutchler, Kevin Williams, Greg Pellicano, Mark Emerson; Mike Catalano

Via Phone: Sunday Earle

Staff: Elin Dowd, Executive Director; Greg Potter, Director of Tompkins County Information Technology Services, Drew Braman, Deputy Director of Finance; Jessica Hobart, Account Clerk, TC Finance Department; Brittnei Griep, Administrative Assistant; Michelle Cocco, Clerk of the Board

**Call to Order**

Ms. Holmes, Chair, called the meeting to order at 1:00 p.m.

**Changes to the Agenda**

There were no changes to the agenda.

**Approval of Minutes of October 7, 2019**

It was MOVED by Ms. Holmes, Mr. Shattuck, seconded by Mr. Thayer, and unanimously adopted by voice vote by members present, to approve the minutes of October 7, 2019 as submitted. MINUTES APPROVED.

**Cyber Security Audit**

Ms. Dowd said the Consortium is required by Article 47 to conduct a Cyber Security audit and has commissioned the Tompkins County Information Technology Services Department to perform that audit.

Mr. Potter distributed a revised Risk Assessment document from what members received in the agenda packet. He said as part of the Memorandum of Understanding that is in place relating to supporting the Consortium's IT needs, a component has been added pertaining to Section 500.09, Risk Assessment of 23 NYCRR 500. He said every organization at the State level has to respond in some way to IT security requirements and there are many versions and variations that the Department has been involved in. He thinks the approach that has been developed will work across all State requirements; the County has not yet adopted it, but it is being used as the framework for when they move forward. Once implemented it will become the basis for the criteria that is used to measure and evaluate future responses.

Mr. Potter reviewed the contents of the document that outlines the purpose and State requirements that need to be met on an annual basis. He walked the Committee through each of the following sections and spoke to each area included in the assessment:

- Identification of Information Systems (A suggestion was made to include ProAct);
- Identification of Risks (Mr. Potter will elaborate more on Data (b) Multi-factor authentication section and will revised the financial software section to include Quickbooks);
- Security Training;
- System Controls;

- Access Control;
- Reporting and Accountability (Ms. Dowd noted that the Consortium does not keep or have access to any medical information on subscribers; that information is maintained by the Consortium's external vendors such as Excellus and ProAct);
- Focus Items for Improvement:
  1. Multifactor authentication Office 365 deployment;
  2. Completion of investigation procedures and related Laserfiche form;
  3. Adoption of official security assessment procedure and policy documentation framework.

Ms. Dowd asked Mr. Potter if the Consortium is at the point where it is in compliance with Article 47 and having performed a risk assessment. Mr. Potter suggested a final review and the incorporation of dates before making a statement that it has been completed.

### **MCA Review**

Ms. Drake said Directors are being reminded that a letter was sent to municipalities asking for them to communicate any changes they would like to recommend to the MCA or a statement they there are no changes being recommended. Included in the agenda packet was a copy of the current draft of the MCA with proposed changes highlighted. The MCA Review Committee will meet in January to review information submitted by municipalities. Ms. Dowd said the next step will be for municipalities to have their attorney review the document between January and March. She asked those in attendance to encourage their municipalities to provide the Consortium with a response as to whether or not they have any recommended changes.

In response to Mr. Mutchler, Ms. Drake said detailed information about the changes is contained in the agendas and minutes of the Governance Structure Committee.

### **Review Drafts of Operational Practices**

Ms. Dowd explained the purpose of the two documents included in the agenda packet is to break down the reporting and approval process for items that have primarily been routed to the Audit and Finance Committee up to this point. The grid is an outline of the approval process and steps that would be taken and the second document is a draft outline of responsibilities for each of the committees.

Ms. Cocco reviewed the draft list of committee responsibilities and rationale for the placement of items. Suggestions will be incorporated into the document.

### **Invoice Payment Procedure**

Ms. Dowd explained the purpose of the new procedure is to improve what has become a cumbersome process. She reviewed the proposed changes in the procedure and noted that copies of most invoices would no longer be presented to the Audit and Finance Committee; however, going forward the Committee would receive a report each month containing a list of the transactions. No action would be necessary for items contained on that report; however, members could ask questions at that time.

Ms. Drake suggested including personnel-related items under the Executive Director approval section.

It was MOVED by Mr. Mutchler, seconded by Mr. Perine, and unanimously adopted by voice vote, to recommend approval of the amended policy to the Audit and Finance Committee. MOTION CARRIED.

### **Open Meetings Law Compliance**

Ms. Dowd said questions have arisen at recent Board and Committee meetings that prompted her to be asked to seek an opinion from the Consortium's legal counsel. She reported Mr. Powers confirmed that the Consortium is subject to New York State Open Meetings Law which has in large part complied with. The one area where a question arose related to whether a member's vote counts when calling in remotely. The ruling by Counsel was that unless they are videoconferencing in their vote does not count. She said the Consortium now has the ability to set up Zoom meetings and there have been discussions about creating satellite locations where members can go to a specific location that would be announced in advanced and open to the public. Members may still call into a meeting, but their vote will not count unless they are physically present or attending by video conference.

Ms. Dowd the second issue relates to abstaining from votes and whether someone can be asked to disclose why they are abstaining. Counsel advised not to ask a member why they are abstaining but to ask whether there is a conflict of interest and if so that conflict should be stated for the record and incorporated into the minutes. Ms. Dowd asked whether members felt it would be necessary to revise the Code of Ethics to advise members of this.

Ms. Nunn suggested it may be helpful to provide examples for reasons why someone might abstain from voting such as not having enough information. Ms. Drake provided an example of where not having a vote could cause a problem if there is poor attendance. Ms. Dowd said some recommendations and clarifications on abstentions could be drafted for the Committee's consideration.

### **Date of Next Meeting**

The date of the next meeting was set for December 23<sup>rd</sup> at 1 p.m.

### **Adjournment**

The meeting adjourned at 2:13 p.m.

Respectfully submitted by Michelle Cocco, Clerk of the GTCMHIC Board