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**TOWN of WILTON**  
**WATER and SEWER AUTHORITY**  
20 TRAVER ROAD  
GANSEVOORT, NEW YORK 12831

CORPORATE GOVERNANCE COMMITTEE MEETING AGENDA  
July 16, 2024 @ 4:45 p.m.  
WILTON TOWN HALL

**REGULAR MEETING OF CORPORATE GOVERNANCE COMMITTEE  
CALLED TO ORDER**

**REVIEW AND APPROVAL OF 9/26/23 MEETING MINUTES**

**CHAIRMAN'S REPORT**

- WELCOME AND THANK YOU TO THE MEMBERS AND ADVISORS.
  - DISCUSSION OF PURPOSE OF COMMITTEE
  - REVIEW OVERALL CORPORATE GOVERNANCE OF WWSA AND RECOMMEND ANY IMPROVEMENTS
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**TOWN of WILTON**  
**WATER and SEWER AUTHORITY**  
20 Traver Road  
Gansevoort, New York 12831

CORPORATE GOVERNANCE COMMITTEE

September 26, 2023

Present: Dave MacDougall, Chairman; Scott Duffy, Vice Chairman; Evan Schneider, Treasurer;  
Dave Huestis, Secretary; Joe Stadelmeyer, Board Member

Chairman MacDougall called the meeting to order at 4:46 p.m.

Discussion and Purpose of Committee

Reviewed the Corporate Governance Committee Charter regarding the committee's purpose: to ensure the proper governance of the WWSA.

Approve Pending Minutes

Chairman MacDougall asked for a motion to approve the September 20, 2022 meeting minutes. Treasurer Schneider offered the following resolution and moved its adoption:

**RESOLUTION: #23-01G**

**NOW, THEREFORE, BE IT RESOLVED**, to approve the minutes of the September 20, 2022 Wilton Water & Sewer Authority Governance Committee meeting as typed, without amendment.

The adoption of the foregoing resolution was seconded by Secretary Huestis, duly put to a vote and the resolution was declared adopted with all committee members present voting in favor.

Review Overall Corporate Governance of WWSA

No recommendations or concerns were raised. The annual audit showed no issues.

ADJOURNMENT

There being no further business brought before the Corporate Governance Committee, at 4:51p.m. on a motion by Vice Chairman Duffy and seconded by Joe Stadelmeyer, Chairman MacDougall adjourned the meeting with all in favor.

# WILTON WATER and SEWER AUTHORITY ("WWSA")

## CORPORATE GOVERNANCE COMMITTEE

This Charter for the Corporate Governance Committee was adopted by the Wilton Water and Sewer Authority Chair and a majority of the members of Board of the WWSA, a public benefit corporation established under the laws of the State of New York, on the 24 day of 10, 2006.

### I. PURPOSE

The Corporate Governance Committee (the "Committee") shall assist WWSA Chair and the Board in: (i) developing and recommending to the Board, policies to promote honest and ethical conduct by Board members, officers, and employees, and enhance public confidence in the WWSA; (ii) developing, recommending to the Board and overseeing implementation of WWSA policies relating to corporate governance, including the WWSA Corporate Governance Principles; and (iii) reviewing on a regular basis the overall corporate WWSA governance of the WWSA, and recommending improvements when necessary.

### II. COMMITTEE AUTHORITY

In discharging its role, the Committee is empowered to investigate any matter brought to its attention. To facilitate any such investigation, the chairperson of the Committee shall have access to all books, records, facilities and staff of the WWSA

### III. COMMITTEE MEMBERSHIP

The Committee shall consist of 3 or more members of the Board and shall include the WWSA Chair. All other members of the Committee shall be appointed by the Chair. The WWSA Chair shall be the chairperson of the Committee. A member of the Committee may be removed, for cause or without cause, the WWSA Chair. No member of the Committee shall be employed by (a) the WWSA or (b) a private entity that does, or is likely to do, business with the WWSA.

### IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least once per year, and more frequently as circumstances dictate. The Committee shall cause to be kept adequate minutes of all its proceeding and records of any action taken. Committee members will be furnished with copies of the minutes of each meeting. The Committee shall be governed by the same rules regarding meetings, notice, quorum, and voting requirements

as are applicable to meetings of the Board, including without limitation any applicable provisions set forth in the Public Authorities Act.