



NEW YORK STATE BRIDGE AUTHORITY

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Governance Committee Meeting Agenda November 15, 2012

Committee Members

Richard A. Gerentine, Chairman

Roger P. Higgins

C. Vane Lashua

1. Adopt the Minute of the July 19, 2012 Meeting
2. Review and Recommendation to the Board regarding NYSBA Procurement Guidelines
3. Review and Recommendation to the Board regarding NYSBA By-Laws
4. Other Business
5. Adjourn

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New York State Bridge Authority Governance Committee Meeting Minutes of July 19, 2012

The New York State Bridge Authority's Governance Committee met at the Authority's Headquarters in Highland, New York, at 3:43 p.m. on July 19, 2012.

In addition to Governance Committee Chairman Richard Gerentine and Committee members Vane Lashua and Roger Higgins those in attendance included:

Francis Vecellio
Roderick Dressel
Joseph Ruggiero
Brian Bushek
Carl G. Whitbeck, Jr., Esq.
John R. Bellucci

Upon a motion made by Chairman Gerentine and seconded by Mr. Higgins, the minutes of the July 19, 2012 meeting were approved unanimously.

Mr. Bellucci circulated and revised a copy of the Whistle Blower Policy edited by Mr. Lashua. Mr. Gerentine stated that the committee reviewed and accepted the edited version. Mr. Gerentine made a motion to recommend its approval to the full Board, seconded by Mr. Lashua. The motion was approved unanimously.

NEW YORK STATE BRIDGE AUTHORITY

Whistleblower Policy and Procedures

Purpose

It is the policy of the New York State Bridge Authority to afford certain protections to individuals who in good faith report violations of the Authority's Code of Ethics or other instances of potential wrongdoing within the Authority. The Whistleblower Policy and Procedures set forth below are intended to encourage and enable employees to raise concerns in good faith within the Authority and without fear of retaliation or adverse employment action.

Definitions

"Good Faith": Information concerning potential wrongdoing is disclosed in "good faith" when the individual making the disclosure reasonably believes such information to be true and reasonably believes that it constitutes potential wrongdoing.

"Authority Employee": All board members, and officers and staff employed at the New York State Bridge Authority whether full-time, part-time, employed pursuant to contract, employees on probation and temporary employees.

"Authority": The New York State Bridge Authority.

"Whistleblower": Any New York State Bridge Authority Employee (as defined herein) who in good faith discloses information concerning wrongdoing by another Authority employee, or concerning the business of the Authority itself.

"Wrongdoing": Any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of authority engaged in by a New York State Bridge Authority Employee (as defined herein) that relates to the Authority.

"Personnel action": Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.

Section I: Reporting Wrongdoing

All New York State Bridge Authority Employees who discover or have knowledge of potential wrongdoing concerning board members, officers, or employees of this Authority; or a person having business dealings with this Authority; or concerning the Authority itself, shall report such activity in accordance with the following procedures:

a) An Authority Employee shall disclose any information concerning wrongdoing either orally or in a written report to his or her supervisor, or to the Authority's Internal Control Officer.

b) Authority Employees who discover or have knowledge of wrongdoing shall report such wrongdoing in a prompt and timely manner.

c) The identity of the whistleblower and the substance of his or her allegations will be kept confidential to the best extent possible.

d) The Authority Employee to whom the potential wrongdoing is reported shall investigate and handle the claim in a timely and reasonable manner, which may include referring such information to the Inspector General's office or an appropriate law enforcement agency where applicable.

e) Should an Authority Employee believe in good faith that disclosing information within the Authority pursuant to Section 1(a) above would likely subject him or her to adverse personnel action or be wholly ineffective, the Authority Employee may instead disclose the information to the Inspector General's office or an appropriate law enforcement agency, if applicable.

Section II: No Retaliation or Interference

No Authority Employee shall retaliate against any whistleblower whether through threat, coercion, or abuse of authority; and, no Authority Employee shall interfere with the right of any other Authority Employee by any means aimed at deterring disclosure of potential wrongdoing. Any attempts at retaliation or interference are strictly prohibited and:

a) No Authority Employee who in good faith discloses potential violations of this Authority's Code of Ethics or other instances of potential wrongdoing, shall suffer harassment, retaliation or adverse personnel action.

b) All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential wrongdoing will be thoroughly investigated by the Authority.

c) Any Authority Employee who retaliates against or attempts to interfere with any individual for having in good faith disclosed potential violations of the Authority's Code of Ethics or other instances of potential wrongdoing is subject to discipline, which may include termination of employment.

d) Any allegation of retaliation or interference will be taken and treated seriously and, irrespective of the outcome of the initial complaint, will be treated as a separate matter.

Section III: Other Legal Rights Not Impaired

The Whistleblower Policy and Procedures set forth herein are not intended to limit, diminish or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse personnel action.

a) Specifically, these Whistleblower Policy and Procedures are not intended to limit any rights or remedies that an individual may have under the laws of the State of New York, including but not limited to the following provisions: Civil Service Law § 75-b, Labor Law § 740, State Finance Law § 191 (commonly known as the "False Claims Act"), and Executive Law § 55(1).

b) With respect to any rights or remedies that an individual may have pursuant to Civil Service Law § 75-b or Labor Law § 740, any employee who wishes to preserve such rights shall prior to disclosing information to a government body, have made a good faith effort to provide the appointing authority or his or her designee the information to be disclosed and shall provide the appointing authority or designee a reasonable time to take appropriate action unless there is imminent and serious danger to public health or safety. (See Civil Service Law § 75-b[2][b]; Labor Law § 740[3]).

Having no other business, the meeting adjourned at 3:45 pm.

NEW YORK STATE BRIDGE AUTHORITY
BOARD RESOLUTION

Resolution No.:

Resolution Date: November 15, 2012

WHEREAS, in accordance to Public Authorities Law Section 2879(1), Public Authorities Law Section 2879(3)(b)(i) and State Finance Law Section 163(6), the Governance Committee has recommended amendments to the Procurement Guidelines of the New York State Bridge Authority to add clarity to the procurement guidelines as well as assist the Authority in achieving the objectives of Governor Cuomo's Executive Order No. 8; and

WHEREAS, Authority Counsel has reviewed the proposed amendment to the Procurement Guidelines, last amended on August 19, 2010 and found it in order; now therefore

BE IT RESOLVED that the Board of Commissioners amends the Procurement Guidelines of the New York State Bridge Authority, Article V, Section 5.01, 8 (c) by defining a competitive advantage as "up to 10% variance to the lowest qualified bid or proposal in the evaluation of their bids or proposals."

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 15th day of November, 2011.

Joseph Ruggiero, Secretary

NEW YORK STATE BRIDGE AUTHORITY

BOARD RESOLUTION

Resolution No.:

Resolution Date: November 15, 2012

WHEREAS the Governance Committee has recommended amendments to the By-Laws of the New York State Bridge Authority to bring the By-Laws into compliance with current governance practice and Public Authorities Law; and,

WHEREAS, Authority Counsel has reviewed the proposed amendments to (1) remove an annual meeting time, (2) change the number of members constituting a quorum and (3) remove the designation of an assistant secretary and found them in order; now therefore

BE IT RESOLVED that the Board of Commissioners Amends the By-Laws of the New York State Bridge Authority as follows:

- ARTICLE II, Meetings of the Board and Quorum
 - Section 1. Annual Meetings. *Remove 9:00 A.M. as the time of the Board Meeting*
 - Section 4. Quorum. *Replace three (3) with four (4) as the number of members constituting a quorum*
- ARTICLE III, Officers
 - Section 5. Assistant Secretary. *Section deleted;* and

BE IT FURTHER RESOLVED that the Executive Director, or his designee, is hereby authorized and directed to take the necessary measures to implement this resolution.

IN WITNESS WHEREOF, this resolution has been duly adopted this 15th day of November, 2011.

Joseph Ruggiero, Secretary