

EAST OF HUDSON WATERSHED CORPORATION

BOARD OF DIRECTORS SPECIAL MEETING MINUTES

LOCATION: Business Office: 2 Route 164, Patterson, NY 12563

TIME and DATE: 9:30 AM, Thursday, October 24, 2013

**Meeting Minutes**

1) Opening of Meeting @ 9:45 am

• In attendance:

Mary Beth Murphy (Town of Somers), as Proxy for Bruce Walker (County of Putnam), Howard Arden (Town of North Castle); Robert Tandy (Town of Pawling)  
Warren Lucas (Town of North Salem), as Proxy for Peter Parsons (Town of Lewisboro)  
David Kelly (Town of Pawling)  
Katherine Doherty (Town of Kent)  
Robert Liffland (Village of Pawling)  
Lee V.A. Roberts (Town of Bedford)  
Tony Hay (Town of Southeast)  
Peter Parsons (Town of Lewisboro)  
Sabrina Charney-Hull, as Proxy for Susan Carpenter (Town of New Castle)  
Jon Powers (Town of Pound Ridge)  
Steve Ferreira, as Proxy for Linda Puglisi (Town of Cortlandt)  
George Rodenhausen (EOHWC Attorney)  
Rich Williams, as Proxy for Michael Griffin (Town of Patterson)  
George Rodenhausen (EOHWC Attorney)  
Lauri Taylor (Putnam County)  
Rahul Verma (EOHWC)  
Sharon Dirac (EOHWC)

• Absent:

James Schoenig (Village of Brewster)  
J. Michael Cindrich (Town of Mt. Kisco)  
Michael Grace (Town of Yorktown)

2) Pledge of Allegiance

3) Modify Part-Time Administrative Assistant Position

Mary Beth Murphy informed the board of Directors that Kim Keller has been out of the office since August 12, 2013 due to a broken ankle, with provision made by EOHWC to allow her to work from home on a limited part-time basis. She is presently expected to be out until the end of October (and possibly beyond pending, medical determination). During her absence, Sharon Dirac (current part-time Administrative Assistant) has taken on an increased role. In addition, the administrative responsibilities and requirements within the organization have increased in the last year.

(After a brief Executive session called by Mary Beth Murphy at 9:55 a.m., the general session was reopened at 10:30 a.m.).

Thereupon a motion of Director Doherty, seconded by Director Roberts, it was unanimously agreed:

**WHEREAS** the Directors of the East of Hudson Watershed Corporation, at the recommendation of the selection committee, appointed Sharon Dirac as the most qualified candidate for the position of Part-Time Administrative Assistant to the East of Hudson Watershed Corporation on May 7, 2013, and

**WHEREAS**, the administrative function at the East of Hudson Watershed Corporation has expanded, and the Directors of the East of Hudson Watershed Corporation wishes to modify the employment status of the Administrative Assistant position to that of a full-time position to meet this need ; and

**WHEREAS**, the Directors of the East of Hudson Watershed Corporation agree Sharon Dirac has successfully performed job duties above and beyond her original job description as Part-Time Administrative Assistant and wishes to appoint Sharon Dirac to the position of Full-Time Administrative Assistant;

**NOW, THEREFORE, BE IT RESOLVED**, that the Directors of the East of Hudson Watershed Corporation hereby appoints Sharon Dirac to the position of Full-Time Administrative Assistant for the East of Hudson Corporation, which position shall commence immediately on October 24, 2013, and shall continue in full force so long as the Employee's performance under this Agreement is satisfactory to the EOHWC, and so long as adequate funding is provided to the EOHWC to maintain its mission, and

**BE IT FURTHER RESOLVED** that Sharon Dirac shall be considered a full-time employee of the Corporation and shall be subject to the personnel policies of the Corporation; and

**BE IT FURTHER RESOLVED** that the EOHWC shall pay Sharon Dirac for compensation of services, an annual salary of Forty Thousand Dollars (\$40,000) per year, payable in equal bi-weekly installments, subject to deductions for Federal and State payroll taxes. In addition, Sharon Dirac will be eligible for benefits including health insurance (paid for at seventy-five percent (75%) by EOHWC and twenty-five percent (25%) by Employee); four weeks of Personal Time Off (PTO) and holidays.

**BE IT FURTHER RESOLVED** that the status of the position as Full-Time Administrative Assistant shall be further reviewed at the Board of Directors meeting on December 3, 2013 to consider and determine any further changes and/or modifications in pay, position title or job responsibilities.

**BE IT FURTHER RESOLVED**, that the President of the EOHWC is hereby authorized and directed to execute any and all documents necessary to give effect to this Resolution, consistent with the terms hereof, all in form satisfactory to the President and the Corporation Attorney.

**(Resolution R-1024-01)**

4) Review Personnel Policy

Rahul Verma presented draft personnel policy for review and/or adoption (previously distributed by email to Board members). Mr. Verma explained that the policy is based on that of Catskill Watershed Council (CWC) policy, with appropriate and applicable editorial changes.

Mr. Williams noted that a personnel policy had been previously reviewed by EOHWC Board of Directors. Mr. Lucas confirmed that the same policy was presented and discussed at a Board meeting on 4/2/12, but was not adopted. Mary Beth Murphy suggested that a subcommittee be established to expedite review and redraft. Mr. Williams and Mr. Hay agreed to sit on the committee.

The Board agreed that this draft will be open for review and comments by all members for the next two weeks. Rahul Verma will meet with committee (Williams and Hay) to redraft the document for presentation at the quarterly Board meeting on 12/3/13.

Action Item:

- Sharon Dirac will send notice to Board members with instructions as discussed (i.e. two week review process with comments to Rahul Verma by Friday, November 8, 2013).

- Rahul Verma will receive and review comments from Board members, and set up a meeting with Rich Williams and Tony Hay (subcommittee) to incorporate revisions as needed/warranted.

5) Review Status of Current Hiring actions

As discussed at last Board meeting (and subsequent Executive Committee meetings), EOHWC is in the process of recruiting for an additional full-time technical person. The first advertisement (for Project Professional) did not produce a significant response. Additional advertising was done with new position descriptions and job titles – one as engineer and one as planner (Note: Ads are for the same position, two separate titles were used to increase exposure and potential response.)

Rahul Verma noted that advertising resources have included online postings at EOHWC website, Hudson Valley Help Wanted, Craigslist, and CareerBuilder, as well as print advertisements in the Poughkeepsie Journal and LoHud (Westchester Gannet) print advertisements.

6) Tax Exempt Status/Grant applications

The Board agreed that discussion would be put on hold until further information and clarification is made as to the requirements for processing tax exempt status (specifically, as to the status of IRS letter of determination); and clarifications from NYSDEC regarding WQIP grant application requirements.

7) Years 6-10 Discussion

George Rodenhausen led a discussion on the need to plan for Years 6-10, including the limitations on the role that EOHWC can perform. These limitations are described in a memo issued by Mr. Rodenhausen, dated October 23, 2013, and attached. The Board of Directors will restart the East of Hudson Watershed Coalition.

8) Next Board Meeting: December 3, 2013 (9:30 a.m. at EOHWC, 2 Route 164, Patterson, NY).

9) Adjournment of Meeting at 11:00 AM