

Board Member Duties and Responsibilities

The Clifton Park Water Authority (the “Authority”) constitutes a public benefit corporation of the State of New York. The Authority fulfills a public mission and must comply with the provisions of applicable laws, including the New York Public Authorities Law. The following has been prepared to assist current and prospective board members to understand and carry out their fiduciary responsibilities and the Authority’s mission:

While members of the Clifton Park Water Authority Board of Directors do not participate in the day-to-day activities of the Authority, they are responsible for managing the Authority, and must make crucial decisions, such as hiring and firing key officers and employees, engaging auditors and other professionals, and authorizing significant financial transactions and projects. In carrying out such responsibilities, board members must fulfill fiduciary duties to the Authority and the public it serves.

A board member must be familiar with the Authority’s finances and activities, and participate regularly in its governance. In carrying out this duty, members must act in “good faith” using a degree of diligence, care and skill that prudent people would use in similar positions, and under similar circumstances. Board members should, among other things, do the following:

- Attend any member and committee meetings, and actively participate in discussions and decision-making.
- Read all reports, financial statements, and proposals presented to them. Board members should express any concerns, questions, or opinions they may have with regard to any Authority-related business, and should not hesitate to suggest corrections, clarification, or additions to the meeting minutes, or any other formal documents.
- Make sure there is a clear process for approval of major obligations and contracts.
- Make sure that monthly financial reports are prepared for the board or audit committee members, and that they are clear and communicate proper information. These reports should show actual to budgeted comparisons.
- Participate in risk assessment and strategic planning discussions for the future of the Authority.
- Insure that the Authority has addressed the sufficiency of its written internal financial controls and written policies that safeguard, promote and protect the Authority’s assets.
- Be involved in the selection and periodic review of the performance of the Executive Director, Business Manager, and other key employees responsible for the day-to-day activities of the Authority.

Clifton Park Water Authority board members shall be subject to the Authority's written Code of Ethics, and should be aware of the types of activities, transactions, or conflicts of interest that may prohibit them from becoming board members.

Board members and officers are charged with the duty to act in the interest of the Authority. This duty of loyalty requires that any conflict of interest, real or possible, always be disclosed in advance of joining a board, and when they arise thereafter. Board members must not approve any transaction that is not fair and reasonable, and a conflicted board member may not participate in the board vote.

Authority board members must also insure that the Authority complies with applicable laws and regulations, as well as all established internal governance policies.

Periodic review of the Authority's structure, procedures, and programs will assist board members in determining what is working well and what practices the Authority might want to change in order to be more efficient, effective, or responsible.