



COUNTY OF MONROE
COMIDA
INDUSTRIAL DEVELOPMENT AGENCY

AUDIT COMMITTEE MEETING

March 19, 2024

Time: 11:30 am

CityPlace Building, 50 West Main Street, 14614

1. Call meeting to order
2. Approval of Minutes of March 21, 2023 (p. 2)
3. Review Draft 2023 Financial Audit
4. Review Audit Committee Charter (p. 3)
5. Whistleblower Policy (p. 7)
6. Discussion of Audit Committee Self-Evaluation (p. 10)
7. Other Business
8. Adjournment



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AUDIT COMMITTEE MEETING MINUTES
March 21, 2023

Time & Place: 11:30 am, City Place, 50 West Main Street

Board Present: A. Burr, T. Milne, R. King

Also Present: R. Baranello, Esq., R. Finnerty, A. Clark, G. Genovese, J. Rynkiewicz, L. Bolzner

Chair Burr called the meeting to order at 11:30 p.m.

On motion by T. Milne, second by R. King, all aye, minutes of the March 22, 2022 meeting were approved.

John Rynkiewicz of Mengel, Metzger, Barr, & Co. presented the draft 2022 audit. The audit was unmodified with no significant deficiencies or material weaknesses. After review and discussion, on motion by R. King, second by T. Milne, all aye, the committee recommends that the full board accept the 2022 audit pending final bond data.

The committee reviewed the Audit Committee Charter. On motion by R. King, second by T. Milne, all aye, the committee re-adopted the Audit Committee Charter, with no changes.

The committee reviewed the Whistleblower Policy. On motion by R. King, second by T. Milne, all aye, the committee recommends that the full board approve the Whistleblower Policy, with no changes.

The committee reviewed its self-evaluation and noted there are no issues.

There being no other business to discuss, on motion by R. King, second by T. Milne, all aye, the meeting of the Audit Committee was adjourned at 12:02p.m.

COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY
AUDIT COMMITTEE CHARTER

Purpose

The purpose of the audit committee shall be to (1) assure that the agency's board fulfills its responsibilities for the agency's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (2) provide an avenue of communication between management, the independent auditors, the internal auditors, and the board of directors.

Powers of the Audit Committee

It shall be the responsibility of the audit committee to:

- Appoint, compensate, and oversee the work of any public accounting firm employed by the agency.
- Conduct or authorize investigations into any matters within its scope of responsibility.
- Seek any information it requires from agency employees, all of whom should be directed by the board to cooperate with committee requests.
- Meet with agency staff, independent auditors or outside counsel, as necessary.
- Retain, at the agency's expense, such outside counsel, experts and other advisors as the audit committee may deem appropriate.

The County of Monroe Industrial Development Agency board will ensure that the audit committee has sufficient resources to carry out its duties.

Composition of Committee and Selection of Members

The audit committee shall consist of at least three members of the board of directors who are independent of agency operations. The Agency's board will appoint the audit committee members and the audit committee chair. Audit committee members shall be prohibited from being an employee of the agency or an immediate family member of an employee of the agency. In addition, audit committee members shall not engage in any private business transactions with the agency or receive compensation from any private entity that has material business relationships with the agency, or be an immediate family member of an individual that engages in private business transactions with the agency or receives compensation from an entity that has material business relationships with the agency.

Ideally, all members on the audit committee shall possess or obtain a basic understanding of governmental financial reporting and auditing.

The audit committee shall have access to the services of at least *one financial expert*; whose name shall be disclosed in the annual report of the agency.

The audit committee's financial expert should have 1) an understanding of generally accepted accounting principles and financial statements; 2) experience

in preparing or auditing financial statements of comparable entities; 3) experience in applying such principles in connection with the accounting for estimates, accruals and reserves; 4) experience with internal accounting controls and, 5) an understanding of audit committee functions.

Meetings

The audit committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter.

Members of the audit committee are expected to attend each committee meeting, in person or via telephone or videoconference. The audit committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary. The audit committee will meet with the agency's independent auditor at least annually to discuss the financial statements of the agency.

Meeting agendas will be prepared for every meeting and provided to the audit committee members along with briefing materials 5 business days before the scheduled audit committee meeting. The audit committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings will be recorded.

Responsibilities

The audit committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) the Agency's internal auditors; (c) oversight of management's internal controls, compliance and risk assessment practices; (d) special investigations and whistleblower policies; and (e) miscellaneous issues related to the financial practices of the Agency.

A. Independent Auditors and Financial Statements

The audit committee shall:

- Appoint, compensate and oversee independent auditors retained by the agency and pre-approve all audit services provided by the independent auditor.

- Establish procedures for the engagement of the independent auditor to provide permitted audit services. The agency's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the audit committee. Non-audit services include tasks that directly support the agency's operations, such as bookkeeping or other services related to the accounting records or financial statements of the agency, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.

- Review and approve the agency's audited financial statements, associated management letter, report on internal controls and all other auditor communications.
- Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Meet with the independent audit firm on a regular basis to discuss any significant issues that may have surfaced during the course of the audit.
- Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

B. Internal Controls, Compliance and Risk Assessment

The audit committee shall:

- Review management's assessment of the effectiveness of the agency's internal controls and review the report on internal controls by the independent auditor as a part of the financial audit engagement.

C. Special Investigations

The audit committee shall:

- Ensure that the agency has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the directors, officers, or employees of the agency or any persons having business dealings with the agency or breaches of internal control.
- Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing to the appropriate body.
- Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation (for example, issues may be referred to the State Inspector General or, other investigatory organization.)
- Review all reports delivered to it by the Inspector General and serve as a point of contact with the Inspector General.

D. Other Responsibilities of the Audit Committee

The audit committee shall:

- Present annually to the agency's board a written report of how it has discharged its duties and met its responsibilities as outlined in the charter.
- Obtain any information and training needed to enhance the committee members' understanding of the role of internal audits and the independent auditor, the risk management process, internal controls and a certain level of familiarity in financial reporting standards and processes.
- Review the committee's charter annually, reassess its adequacy, and recommend any proposed changes to the board of the agency. The audit committee charter will be updated as applicable laws, regulations, accounting and auditing standards change.
- Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the charter and request the board approval for proposed changes.

Approved and adopted this 20th day of March 2008.

Approved and adopted this 16th day of April 2009.

Approved and adopted this 16th day of March 2010.

Approved and adopted this 15th day of March 2011.

Approved and adopted this 20th day of March 2012.

Approved and adopted this 16th day of March 2013.

Approved and adopted this 18th day of March 2014.

Approved and adopted this 17th day of March 2015.

Approved and adopted this 21st day of March 2017.

Approved and adopted this 20th day of March 2018.

Approved and adopted this 19th day of March 2019.

Approved and adopted this 10th day of March 2020.

Approved and adopted this 23rd day of March 2021.

Approved and adopted this 29th day of March 2022.

Approved and adopted this 28th day of March 2023.

COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY

Whistleblower Policy and Procedure

COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY ("Agency"), pursuant to the authority contained Article 18-A of the General Municipal Law, sets forth the following Whistleblower Policy.

Purpose

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

Definitions

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

"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.

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

"Whistleblower": Any Agency Employee who in good faith discloses information concerning wrongdoing by another Agency Employee, or concerning the business of the Agency 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 an Agency Employee that relates to the Agency.

Section I: Reporting Wrongdoing

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

- a) The Agency Employee shall disclose any information concerning wrongdoing either orally or in a written report to his or her supervisor, or to the Agency's ethics officer, general counsel or human resources representative.
- b) All Agency 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 individual to whom the potential wrongdoing is reported shall investigate and handle the claim in a timely and reasonable manner, which may include referring such wrongdoing an appropriate law enforcement agency, where applicable.
 - e) Should an Agency Employee believe in good faith that disclosing information within the Agency pursuant to Section 1(a) above would likely subject him or her to adverse personnel action or be wholly ineffective, the Agency Employee may instead disclose the information to an appropriate law enforcement agency, if applicable.

Section II: No Retaliation or Interference

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

- a) No Agency Employee who in good faith discloses potential violations of this Agency'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 this Agency.
- c) Any Agency Employee who retaliates against or had attempted to interfere with any individual for having in good faith disclosed potential violations of this Agency'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.

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).

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]).

Approved and adopted this 20th day of June 2006.
Approved and adopted this 20th day of March 2008.
Approved and adopted this 16th day of April 2009.
Approved and adopted this 16th day of March 2010.
Amended, approved and adopted this 15th day of March 2011.
Approved and adopted this 20th day of March 2012.
Approved and adopted this 19th day of March 2013.
Approved and adopted this 18th day of March 2014.
Approved and adopted this 17th day of March 2015.
Approved and adopted this 21st day of March 2017.
Approved and adopted this 20th day of March 2018.
Approved and adopted this 19th day of March 2019.
Amended, Approved and adopted this 17th day of March 2020.
Approved and adopted this 23rd day of March 2021.
Approved and adopted this 29th day of March 2022.
Approved and adopted this 28th day of March 2023.

County of Monroe Industrial Development Agency					
Audit Committee Self-Evaluation					
DATE _____		Yes	No	Not Sure	Comments
1	Does the committee have the appropriate number of members? The committee should not be so large that <input checked="" type="checkbox"/> its ability to operate efficiently and effectively is reduced <input checked="" type="checkbox"/> members' ability to raise issues is hampered <input checked="" type="checkbox"/> it is difficult to get a quorum when a time-sensitive issue arises	3			
2	Do committee members have varied backgrounds and bring diverse expertise?	3			
3	Are differences of opinion on issues resolved to the satisfaction of the committee?	3			
4	Is the committee charter used as a document to guide the committee in its efforts, and to help guide the committee's agenda?	3			
5	Does the committee advise the full Board as to risk issues it sees in the Governance area?	3			
6	Does the committee consider necessary training to enhance the Board's performance, and keep apprised of the latest corporate governance trends and issues?	2		1	
7	Does the committee recommend qualifications for new Board members?	1		2	
8	Does the committee conduct an annual self-evaluation of its performance and report the results to the Board, including recommended charter, policy and other changes?	3			
9	Does the committee interact and communicate with management effectively and appropriately?	3			
10	Is the committee focused and does the committee understand its functions and responsibilities?	3			
11	Does the committee conduct executive sessions in a manner that is respectful to the individual, while at the same time asking tough and necessary questions, evaluating answers, and pursuing issues that might arise?	3			
12	Does the committee communicate at an appropriate level of detail when informing the Board of its actions?	3			