

The Geauga County Automatic Data Processing Board met on Tuesday, September 20, 2022, at 2:00 pm at 231 Main Street in the Auditor's Appraisal Conference room and via Teams for a regular meeting. Members present: Chuck Walder, County Auditor; Scott Hildenbrand, County Sheriff; Caroline Mansfield, representing C. P. Hitchcock, County Treasurer; Joe Cattell, County Engineer; Jim Flaiz, County Prosecutor; Nora McGinnis, Board of Elections Deputy Director; Michelle Lane, Board of Elections Director; Celesta Mullins, County Recorder and Gerry Morgan, representing Jim Dvorak, County Commissioner.

Absent: Sheila Bevington, Clerk of Courts.

Also Present: Frank Antenucci, Chief Deputy Administrator; Gail Roussey, League of Woman Voters of Geauga; Pam McMahan, Deputy Auditor; Allen Keener, Chief Technology Officer; Scott Daisher, BOE Office Administrator; Rob Bushman, ADP; Zach McLeod, ADP; Andy Haines, ADP; Ron Leyde, Chief Deputy Auditor; Mike Adams, ADP; Anastasia Nicholas, Chagrin Valley Times; Tom Huff, Court Information Technology Officer; Velta Moio, Court IT Director ; Diane and Tom Jones and Katie Taylor, Engineer's Office Human Resources & Fiscal Officer.

Approval of ADP meeting minutes from June 10, 2022

Motion: by Jim Flaiz, seconded by Celesta Mullins to approve the minutes for June 10, 2022.

Voice votes: 9 ayes, 1 absent, 0 abstain. Motion carried

Approval of ADP meeting minutes from July 20, 2022

Motion: by Jim Flaiz, seconded by Joe Cattell to approve the minutes for July 20, 2022.

Voice votes: 9 ayes, 1 absent, 0 abstain. Motion carried

Approval of ADP meeting minutes from August 2, 2022

Motion: by Jim Flaiz, seconded by Joe Cattell to approve the minutes for August 2, 2022.

Voice votes: 9 ayes, 1 absent, 0 abstain. Motion carried

Approval of ADP meeting minutes from August 9, 2022

Motion: by Jim Flaiz, seconded by Joe Cattell to approve the minutes for August 9, 2022.

Voice votes: 9 ayes, 1 absent, 0 abstain. Motion carried

Approval of the ADP Equipment List from July 1, 2022, to August 31, 2022

Motion: by Jim Flaiz, seconded by Frank Antenucci to approve the equipment list.

Voice Votes: 9 ayes, 1 absent, 0 abstain. Motion carried.

Approval of the ADP Purchase List from July 1, 2022, to August 31, 2022

Motion: by Sheriff Hildenbrand, seconded by Joe Cattell to approve the ADP purchase list.

Voice Votes: 9 ayes, 1 absent, 0 abstain. Motion carried.

Approval for the ADP Untethered Labs Gatekeeper Tokens and Sensors

Frank explained that this was for the equipment to set up Gatekeeper on employee computers and that several employees are currently testing the system. Sheriff Hildenbrand asked when the County decides to switch to that system, who is paying for it. Frank explained the Commissioners agreed to make the initial investment of the 700-800 tokens needed to get the County on full MFA. After that, individual agencies will be asked to replace any damaged tokens and that they would be about \$50 each. Sheriff asked if there would be any recurring costs. Frank said there would be licensing but the Commissioners agreed to pay for that too. Jim asked if ADP planned to pay for the licenses year to year. Frank said they did not have a plan for it past getting it initially set up and were planning to discuss in the future. Sheriff Hildenbrand said we need to know that for budgeting purposes. Jim questioned if it was \$33,000 for all licenses for the whole year. Frank said it would be \$5-\$8 a month per user. Frank said that discussing passwords with Homeland Security the basic 10-character passwords we have are able to be cracked in 6-7 months for most users which is why ADP wants to go to an MFA based system. We are behind everyone else in multifactor authorization. Jim asked what if someone loses the token. Frank explained that they are easy to disable, and they also must be within proximity of the machine too. The employee just needs to report that it is missing, and it can be disabled. Joe said you can get in using your password and that passwords will be changed to 25 characters. Frank said a 25-character password with annual resets can be cracked after 15 years. Frank said he has been running a 27-character password with Gatekeeper. Scott Daisher said part of the Secretary of State requirements was that BOE had to go into a long character phrase. There was a minimum of 15 characters, but some people went longer so you come up with a phrase that you will remember, and you can change different characters within it to meet the requirements. Frank said ADP has 100 tokens as a trial. Zach discussed the current requirements when changing passwords and needing to update through Gatekeeper. Gatekeeper is a password manager, so it needs to be updated but it is an easy process. Frank explained how instead of needing to type in the long format password, you just need to type in the 4-digit passcode to unlock your computer. Frank also stated the token would also store other passwords like New World. Jim suggesting combining motions 7 and 8.

Motion: by Jim Flaiz, seconded by Sheriff Hildenbrand to approve the ADP Untethered Labs Gatekeeper Tokens and Sensors.

Voice Votes: 9 ayes, 1 absent, 0 abstain. Motion carried.

Motion: by Jim Flaiz, seconded by Sheriff Hildenbrand to approve the ADP Untethered Labs Gatekeeper Enterprise Annual Licenses.

Voice Votes: 9 ayes, 1 absent, 0 abstain. Motion carried.

Approval of Auditor iWorQ Software for Management and Support

Frank said this is the second year of iWorQ which is being used by the Auditor's Office and several other departments.

Motion: by Joe Cattell, seconded by Frank Antenucci to approve Auditor iWorQ's Software.

Voice Votes: 9 ayes, 1 absent, 0 abstain. Motion carried.

Approval of the Sheriff's Office Kinetic Business by Windstream circuits for 911

Frank said this is an updated request, there is no-fee associated with it, but ADP wanted the technology to go through for ADP approval again. Allen said this is the 911 circuit for Windstream. Allen said they are changing it over from the prior backup location at 470 to Main St.

Motion: by Jim Flaiz, seconded by Sheriff Hildenbrand to approve the Sheriff's Office Kinetic Business by Windstream 911 circuit.

Voice Votes: 9 ayes, 1 absent, 0 abstain. Motion Carried.

Approval for ADP Multifactor Authentication and Password Policy

Frank stated there has not been a policy that thoroughly addresses passwords and complexity to this level. Frank said when speaking with the State Auditor and Homeland Security they always reference the need for it but ADP has not had one. Zach and Allen spent a significant amount of time to putting the policy together and for the first time it references multifactor authentication and ensuring the County tightens up their security protocol. The policy mandates longer passwords but with longer expiration times and multifactor authentication going forward. Frank asked Board of Elections how long they have been required to use multifactor authentication and Scott replied since 2018.

Motion: by Jim Flaiz, seconded by Joe Cattell to approve the ADP Multifactor Authentication and Password Policy.

Voice Votes: 9 ayes, 1 absent, 0 abstain. Motion carried.

Approval of ADP Cyber Security and Social Engineering Awareness Policy

Frank explained the requirements for training and cyber security for new hires and current employees. The State Auditor gave ADP a verbal warning that requires there is a mandatory policy before the 2022 audit and that training be performed. Frank said ADP is putting a plan into place that every end user would be required to watch a thirty-minute video. Frank said the State Auditors want a random sample of end users and that a certificate would be requested to show the training had been completed. Joe pointed out that on Section 6.21 the policy says every six months thereafter and questioned is that forever. Frank said it should say within the year. Revised language: "within the calendar year of the incident".

Motion: by Jim Flaiz, seconded by Joe Cattell to approve the ADP Cybersecurity and Social Engineering Awareness Policy with amended language.

Voice Votes: 9 ayes, 1 absent, 0 abstain. Motion carried.

Approval of Electronic Doors Access Controls Policy

Frank explained that a policy needed to be drafted to provide for ADP and Do-It door access on doors that they control which are just a few offices on the Square now. Sheriff Hildenbrand questioned how that would affect the doors within his department. Frank said ADP has no access to his. Franks clarified it would be applied to doors currently on the square that ADP already has access to. Sheriff requested that the policy be reworded to remove "Elected Officials" from the policy as it does not apply to his Office. Jim said his understanding is that ADP does not want to control the system as they assisted him with his, but he controls his own. Jim suggested the policy be revisited to differentiate between the different types of keycard access, server-based and cloud-based. Chuck said ADP has a responsibility that those key access systems on the server-based system need to be compliant and protect the network and that is why the policy is needed. Chuck explained the keycard system at the new county building is wired into an ADP server room, therefore, ADP needs to be present when someone needs to enter so they can keep their room secure since security of the new building is what they have been tasked with. Chuck continued to respond if a cloud-based system is used, you do not need to go into a server room to make

changes and the system can be maintained without putting in a request to ADP. Chuck said the problem is if the box maintaining the system fails who is going to fix it there should be a policy that says if it is in ADP's facility then they must have some touch points to it. Jim said the policy should encourage using the Cloud based systems to avoid this problem. Chuck said also that if an elected official wants to maintain their own system, then the termination points should be wired into a server that the elected controls. Frank said for those adding access controls it would be nice to have uniformity in how the access controls would be treated even if it was a recommended policy that everybody adopt that met some minimum standards. Sheriff Hildenbrand asks if Maintenance is permitted to go into the server room escorted by ADP to work on keycards in the new building. Franks said ADP has been working directly with Intertech and have been escorting them into the server room to make any changes to keycard access that Maintenance needs after Maintenance makes the initial service call.

Board agrees to wait and revisit the policy at a future meeting.

Motion: by Jim Flaiz, seconded by Joe Cattell to table this item.

Voice Votes: 9 ayes, 1 absent, 0 abstain. Motion carried.

#### Approval of updated ADP Price List

Motion: by Jim Flaiz, seconded by Sheriff Hildenbrand to approve the updated ADP price list.

Voice Votes: 9 ayes, 1 absent, 0 abstain. Motion carried.

#### Approval of Galaxy Key Card System

Maintenance turned over access to the Sheriff's Office areas that they had access to on the Square.

No action on this.

#### Request for Executive session pursuant to Ohio Revised Code Section 121.22 (G) (3) for a conference with an attorney for the ADP Board concerning a dispute involving the ADP Board that is the subject of a pending or imminent court action.

Chuck said he did not think there was a need to go into Executive Session.

Jim reminded the Board that he sent out an email to them with an update on the BOCC legal action against them. Jim then proceeded to give an overview of events to current day. The Supreme Court Program Director indicated to him they had chosen mediators and wanted to set up a meeting with Jim to review. The Commissioners requested to participate in the free mediation on August 26th. Jim received a voicemail from the law firm representing the Board of Commissioners stating they were filing a lawsuit requesting a temporary restraining order and a permanent injunction "against ADP". Jim felt there were inaccuracies reflected in the pleadings. The matter was assigned to Judge Ondrey with an order to give the Board of Commissioners unvetted access to the data center. The lawsuit did not initially sue the ADP Board; it was against Chuck Walder, Frank Antenucci, and Allen Keener as ADP Officers. A hearing was held, and Judge Ondrey did not see it as an emergency and postponed the case for a few weeks with no action. The lawyer for the Board of Commissioners requested Jim be removed from the case and not represent the ADP Officers and Frank to attend the hearing alone. Jim then received a letter from the lawyers demanding that Jim also be removed from the case and get outside council but Jim states he does not see an issue since they are not suing the ADP Board. The Board of Commissioners amended their complaint and are now suing Chuck, Frank, Allen, and the Geauga County ADP Board. The Board has officially been made a defendant in the lawsuit and Jim sent out an update containing that information to the Board members. Jim filed a motion to stay the proceedings pending the mediation with the Judge, but

it is unclear if the Judge will do this. Jim believes a lawyer would not be needed if Supreme Court mediation happens. Sheriff believes the Board should avoid hiring outside counsel if there is not a conflict with Jim attending the mediation. Chuck had made a public statement saying mediation is "off the table" due to a comment made by one of the Commissioners saying it is a waste of money to go through mediation. Chuck encouraged the Board to be prepared if there were to be a hearing in front of Judge Ondrey. He would like the Board to get a lawyer that can be prepared for representation at a possible hearing. Sheriff commented that if the Judge believes there is not a conflict with Jim representing the Board, then Jim should be representing them. Chuck questioned if the goal were to save money, then why the Commissioners are pressuring the Board to get outside counsel and spend taxpayer money. Chuck does not want the Board to be disadvantaged. Jim suggests that the Board decide if they want to seek outside counsel. Scott questioned how the Commissioners can sue the ADP Board when the Commissioners are a part of the ADP Board. Jim explained that this is what they are trying to figure out since it is uncharted territory and further confusing the Commissioner that is on the Board said he knew nothing about the lawsuit. There were several comments as to when the Commissioners voted to sue the Board since no one could remember it being during session. Jim left the meeting to allow the rest of the Board to discuss the option of hiring a lawyer.

Chuck prefers this be discussed in the open meeting without going into executive session. Chuck proposed the Board does not have counsel if Judge Ondrey stays the decision to hold a hearing pending the free mediation. But in contrast questioned what if other actions are filed against the Board or the individuals or the stay does not hold Chuck believes the Board should consider getting outside counsel. Sheriff agrees with Chuck, hiring an outside counsel is a last resort and the Board should file a continuance if needed to brief an outside counsel if needed. Frank explained that at the hearing to have the restraining order removed, the Commissioners' lawyers attempted to have the ADP Board's counsel removed which as an attorney was not a very professional move. Frank, Chuck, and Allen are required to appear in court on the 28<sup>th</sup> to address the restraining order and Frank encouraged the Board to be prepared in case the Judge grants the conflict motion. Frank does not want to hire a lawyer and thinks it is ridiculous as everyone expressed the wish to do the free mediation and wants to save taxpayers' dollars. Chuck recommends hiring outside counsel to be briefed on the situation but not to use counsel if the stay holds. If the stay holds, the Board attends mediation without the outside counsel to save money but also to be prepared if outside counsel is needed. Frank and Chuck are comfortable going to the restraining order hearing on September 28, 2022, with Jim Flaiz as counsel. Scott asked if Chuck and Frank are requesting the Board to make a motion to hire outside counsel with billable hours if it is decided that Jim Flaiz is conflicted. Chuck says yes and stresses the importance of a backup plan in the event the Board of Commissioners takes other legal action so the ADP Board cannot use the Prosecutor as counsel.

Motion: by Frank Antenucci that the three named defendants and the ADP Board precede forward responding to the temporary restraining order with the Prosecutor's Office as our counsel and in the event of a conflict, the three named defendants and the Prosecutor has the ability to select outside counsel and pursue that process.

Chuck asked the Board if they expect them to do this with no counsel. Sheriff said no they can have another meeting and discuss it further, but Scott interjected if they are going to be in Court there would be no time for another ADP meeting. Sheriff said when you go to Court; the Judge can say that Jim cannot be your counsel and then they would have another meeting. Chuck said he can do an injunction motion to stop it and then the Board would have to be


reassembled for a meeting to go outside to get council and if that what the Board wants to do it dies for the lack of a second.

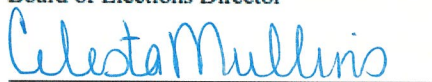
The motion dies for lack of a second.

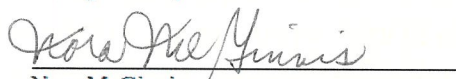
BEING NO FURTHER BUSINESS TO COME BEFORE THE BOARD, Caroline Mansfield motioned to adjourn.

Respectfully submitted,

  
Charles E. Walder, Auditor  
Secretary/ADP Board

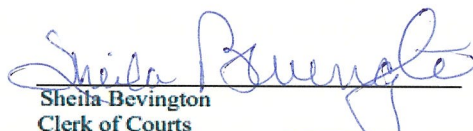
  
Michele Lane  
Board of Elections Director


  
Celesta Mullins  
Geauga County Recorder


  
Nora McGinnis  
Board of Elections Deputy Director

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Christopher Hitchcock  
Geauga County Treasurer

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Jim Flaiz  
Geauga County Prosecutor

  
Sheila Bevington  
Clerk of Courts

  
Scott Hildenbrand  
Geauga County Sheriff

  
Joe Cattell  
Geauga County Engineer

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Jim Dvorak  
Geauga County Commissioner