

The Dormitory Authority of the State of New York held a Governance Committee Meeting at DASNY's New York City Office, One Penn Plaza, 52<sup>nd</sup> Floor, New York, New at 4:30 p.m. on Tuesday, May 7, 2019.

The Meeting was called to order by the Chair of the Committee. Roll call was taken and a quorum was present. Those Governance Committee Members present and absent were as follows:

Governance Committee Members Present - NYCO

John B. Johnson, Jr., Committee Chair  
Paul Ellis, Committee Member  
Alfonso L. Carney, Jr., Board Chair

Other Board Members Present - NYCO

Joan Sullivan, Board Member

DASNY Staff Present - NYCO

Gerrard P. Bushell, President  
Michael E. Cusack, Esq., General Counsel  
Portia Lee, Managing Director, Public Finance and Portfolio Monitoring

DASNY Staff Present – Via Audio

Michael T. Corrigan, Vice President  
Kimberly Jan Nadeau, Chief Financial Officer  
Sara Richards, Esq., Associate General Counsel

**PUBLIC SESSION**

Chairman Johnson called the meeting to order. The Board Chair appointed himself to the Governance Committee for purposes of establishing a quorum for the meeting. The Minutes of the March 5, 2019 Governance Committee Meeting were reviewed and approved unanimously.

Executive Compensation

The Governance Committee Chair asked Mr. Corrigan to discuss the Resolution before the Committee Members with respect to executive compensation. Mr. Corrigan stated that, consistent with past years, the New York State Division of the Budget issued Budget Bulletin D-1140, authorizing salary actions for employees classified as Management or Confidential. He further stated that the Bulletin authorizes the implementation of a 2% general salary increase for the President, Vice President, and Managing Directors effective as of April 1, 2019. Mr. Corrigan explained that DASNY will administratively implement the 2% general salary increase as outlined in the Bulletin, together with performance advances, for the other Management and Confidential employees at DASNY.

Mr. Cusack informed the Committee Members that a memo summarizing the changes is included in the Board materials. He explained that in accordance with the Governance Committee Charter, the Governance Committee must review, on an annual basis, the compensation paid to Staff Officers. Mr. Cusack further explained that the Staff Officers are defined in the Bylaws as the President, Vice President, the Chief Financial Officer, Managing Director of Public Finance and Portfolio Monitoring, the Managing Director of Construction, and the General Counsel. He noted that the 2% increase for other Management and Confidential employees can be administered administratively.

The Committee Chair inquired whether any further action is required on the part of the State for the Bulletin to take effect, and whether the provisions can take place at the present time. The President responded that no further State action is required. The Board Chair stated that he is pleased to vote in favor of the salary increases and he feels the increases are appropriate.

In response to an inquiry from the Committee Chair, Mr. Corrigan stated that there are Management/Confidential employees at every salary classification in all divisions at DASNY. He explained that confidential employees include, but are not limited to, those working in the Office of Human Capital, Managers in the Office of Internal Audit and the Office of Professional Integrity, Confidential Budget Manager, Manager of Internal Control Analysis, Confidential Assistants, Executive Assistants, and some Administrative Assistants. Mr. Corrigan further explained that Management employees include those at all management levels including Chiefs, Directors, Senior Directors, and Managing Senior Directors. He noted that there are approximately 33 employees designated as Confidential and approximately 45 Management employees.

In response to a question from the Committee Chair, Mr. Corrigan confirmed that the Bylaws require the Committee to review the executive compensation of certain staff officers on an annual basis. Mr. Cusack confirmed that the Committee should recommend the Resolution to the full Board for approval if it is satisfied with its review.

The Members unanimously agreed to recommend adoption of the Resolution authorizing the implementation of salary actions for Staff Officers and Executive Staff Classified at the Staff Officer Level to the full Board for approval.

### Board Self-Evaluation

Mr. Johnson moved that the Members go into Executive Session to discuss the financial and credit history of a particular corporation; proposed, pending or current litigation; and the employment history of particular persons or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person. The Board Chair seconded the motion and the Members went into Executive Session.

### **EXECUTIVE SESSION**

While in Executive Session, no action was taken other than that to return to Public Session.

**PUBLIC SESSION**

Mr. Ellis moved to adjourn the Meeting, the Board Chair seconded the motion and the Corporate Governance Committee Meeting adjourned at approximately 5:10 p.m.

Respectfully submitted,

Michael E. Cusack  
Assistant Secretary to the Board  
of the Dormitory Authority