

The Dormitory Authority of the State of New York held a Governance Committee Video Conference Meeting between DASNY's New York City Office, One Penn Plaza, 52nd Floor, New York, New York and Albany Office, 515 Broadway, Albany, New York at 4:45 p.m. on Tuesday, March 6, 2018.

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

Other Board Members Present - NYCO

Alfonso L. Carney, Jr., Board Chair
Gerrard Ronski, Esq., Board Member

Governance Committee Members Present - Albany

Sandra Shapard, Committee Member

DASNY Staff Present - NYCO

Gerrard P. Bushell, President
Michael T. Corrigan, Vice President
Portia Lee, Managing Director of Public Finance and Portfolio Monitoring

DASNY Staff Present - Albany

Michael E. Cusack, Esq., General Counsel
Debra Pulenskey Drescher, Esq., Managing General Counsel
Caroline V. Griffin, Chief of Staff
Kimberly Jan Nadeau, Chief Financial Officer

PUBLIC SESSION

Chairman Johnson called the meeting to order. The minutes of the July 19, 2017 Governance Committee Meeting were reviewed and approved unanimously.

Mr. Johnson asked Mr. Cusack to summarize the annual compliance items before the Committee Members for review.

Mr. Cusack stated that the Committee is required to review annually certain corporate governance documents as well as operational policies and procedures. He explained that the Governance Committee is required to complete an annual review of the Governance Committee Charter; Governance Principles, Mission Statement and Performance Measures, with Metrics to Quantify Performance Goals; and the DASNY Corporate By-Laws.

Governance Committee Charter and Governance Principles

Mr. Cusack noted that with respect to the Governance Committee Charter and Governance Principles, staff has completed a review of these items and is not recommending any changes to these documents. The Committee Members reviewed the documents and agreed that no changes are needed at this time.

Mission Statement and Performance Measures, with Metrics to Quantify Performance Goals

Mr. Cusack reported that staff has reviewed the Mission Statement and Performance Measures, with Metrics to Quantify Performance Goals. He stated that staff recommends certain minor typographical changes to Goal 1 of the Metrics to Quantify Performance Goals. Mr. Cusack further stated that with respect to Goal 3 of the Metrics to Quantify Performance Goals, staff recommends the movement of a comment pertaining to MWBE Utilization Goals to a more appropriate location under the Utilization Goal to which it pertains, rather than at the bottom of the page. He confirmed that the language of the comment itself, which relates to the project-specific adjustment of MWBE goals in accordance with 5 NYCRR Part 140 and other applicable law, will remain the same.

After discussion, the Governance Committee agreed with the recommendations of staff and unanimously agreed to refer the DASNY Mission Statement and Performance Measures, with the accompanying Amended Metrics to Quantify Performance Goals, to the entire Board for review.

DASNY By-Laws

Mr. Cusack informed the Committee Members that after receiving comments and feedback from various Members, staff recommends changes to Section 3.7 of the DASNY By-Laws to allow the Board Chair to determine to convene meetings by the use of video conferencing in the event of inclement weather conditions. He explained that the proposed changes mirror the existing language that authorizes the Chair to hold a meeting by video conference where it is not practicable to have a quorum present at the same location. Mr. Cusack further explained that the revisions would make clear that where the Chair calls for a meeting by video conference due to inclement weather, the Members would be able to participate and vote in that meeting whether they are present in person at the meeting or joining by video conference.

The Committee Chair inquired whether such changes are in compliance with the 72-hour notice provisions of the Open Meetings Law. He emphasized that all Members of a Public Authority have an obligation to attend meetings. The Committee Chair stated that all meetings need to be in public so that people may attend those meetings if they choose to do so. He further stated that he does not feel the proposed changes advance those goals and he therefore opposes the change.

In response to inquiries from Mr. Ellis and Ms. Shapard, Mr. Cusack explained that the purpose of the proposed change is to maximize participation of the Board Members, even if they cannot physically be present due to inclement weather at the meeting location where a quorum of the Board is gathered. Ms. Drescher further explained that the By-Laws currently authorize meetings to be held by videoconference in the event that a quorum in one location is not practicable. She noted that this existing language will remain in effect, and that the proposed changes would allow Members who cannot get to the location where a quorum is gathered to participate in the meeting via video conference and to vote on actionable items.

Mr. Ellis expressed that he felt the new language provides increased opportunity for Member participation. Mr. Johnson stated that he felt the language should be more clear regarding the need for a quorum to be physically present at one location, and emphasized that he wants to be sure that all meetings are properly noticed. Mr. Corrigan stated that there have been times where, due to inclement weather, there is a quorum in one location but other Members are unable to attend. He explained that the proposed changes would allow those Members to participate and vote at the meetings in such a circumstance. Mr. Johnson stated that he did not interpret the language in that way, and would not be opposed to a change to increase participation by Board Members, as long as all requirements regarding public notice are satisfied. Mr. Cusack explained that there are provisions in the Open Meeting Law that would allow the 72 hour notice provision to be waived in certain circumstances.

The Board Chair stated that he interpreted the proposed language to expand the authority of the Chair to hold a meeting via videoconference only in the event of inclement weather, whether or not there is a quorum in one location. He further stated that he believes all Members should be physically present whenever possible, but acknowledged that is not always possible.

The Board Chair asked whether there should be more discussion on this matter, including the Committee Chair's notice comments, before making a recommendation. Mr. Johnson suggested that the Governance Committee continue this discussion at the next Committee meeting before making a recommendation to the full Board. Ms. Shapard inquired whether the proposed change would apply to Committees. Ms. Drescher responded that this option is currently available for Committee meetings. She explained that at the time the Committees were formed, it was recognized that it was not always practicable for Members to travel to both Committee meetings and regular Board meetings. Ms. Drescher noted that if changes are made to the By-laws with respect to full Board meetings, they will be deemed applicable to Committee meetings as well.

The Board Chair inquired whether changes should be made to Section 3.8 regarding the Presiding Officer at Board Meetings. He suggested that the Secretary be authorized to preside over a meeting if the Chair or Vice-Chair are not in attendance. Mr. Johnson stated that he felt such a change may be appropriate, but suggested that the Committee postpone making any changes at this time pending further discussion.

The Governance Committee unanimously agreed that the current By-Laws should be provided to the full Board for annual review with no changes at this time, and that discussion should continue regarding the items noted above.

Code of Ethical Conduct for Board Members

Mr. Cusack informed the Committee Members that staff has completed a review of this item and is not recommending any changes to the Code of Ethical Conduct for Board Members.

After discussion, the Committee Members indicated they did not have any questions or comments to this document as part of the annual review. The Governance Committee concurred with the recommendation of staff and unanimously agreed to recommend to the full Board the Code of Ethical Conduct for Board Members, with no changes at this time.

Whistleblower Protection Policy and Procedure; Policy Regarding Payment of Compensation and Reimbursement To and Time and Attendance of Senior Management; Guidelines Pertaining to the Disposition of Certain Property

With respect to the annual review of certain operation/policies and procedures, Mr. Cusack reported that staff has completed a review and is not recommending any changes at this time to the Whistleblower Protection Policy and Procedure; the Policy Regarding Payment of Compensation and Reimbursement To and Time and Attendance of Senior Management; and the Guidelines Pertaining to the Disposition of Certain Property. After consideration, the Governance Committee concurred with staff's recommendation. Mr. Cusack noted that the required filing of the Guidelines Pertaining to Disposition of Certain Property would be addressed with the State Comptroller on or before March 31st.

Committee Chair Johnson informed the Committee Members that the results of the annual Board Member Survey will be discussed at the next meeting. He requested that the results of last year's survey be provided along with the results of the current survey so that the Committee Members may review and compare the results.

Mr. Ellis moved to adjourn the Meeting, Ms. Shapard 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