

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 4:30 p.m. on Tuesday, September 11, 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 - Albany

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

Governance Committee Members Present - NYCO

Paul Ellis, Committee Member

Other Board Members Present - Albany

Gerard Romski, Esq., Board Member

Other Board Members Present - NYCO

Wellington Z. Chen, Board Member

DASNY Staff Present - Albany

Gerrard P. Bushell, President
Michael T. Corrigan, Vice President
Caroline V. Griffin, Chief of Staff
Portia Lee, Managing Director of Public Finance and Portfolio Monitoring
Michael E. Cusack, Esq., General Counsel
Ricardo Salaman, Managing General Counsel
Sara P. Richards, Esq., Associate General Counsel
Kimberly Jan Nadeau, Chief Financial Officer
Deborah K. Fasser, Director, Communications and Marketing

PUBLIC SESSION

Chairman Johnson called the meeting to order. The minutes of the March 6, 2018 and the May 8, 2018 Governance Committee Meeting were reviewed and approved unanimously.

By-Laws – Proposed Amendment

The Governance Chair asked Mr. Cusack to explain the proposed amendments to the By-Laws. Mr. Cusack directed the Members to Sections 3.7 and 3.8 of the DASNY By-Laws. He indicated that the proposed changes were thoroughly discussed at the March 6, 2018 meeting, as reflected in the Governance Committee Minutes.

Mr. Cusack then summarized the proposed changes for the Committee Members. He explained that the proposed amendments to Section 3.7 provide specific flexibility to schedule video conference meetings where inclement conditions prevent a Board Member from traveling to the location that has been noticed and where a quorum is gathered, but where the Member could get to one of DASNY's other video conference locations. Mr. Cusack distinguished this situation from the existing authorization in Section 3.7 of the By-laws, where the Chair determines that a videoconference meeting will be held because a quorum cannot gather at one location.

Mr. Cusack explained that the proposed amendment would allow the Chair to direct that a videoconference meeting be held with a second location, where there is a quorum gathered at one location, but one or more Members cannot make it to the quorum location due to inclement weather. Mr. Cusack stated that the proposed amendment would allow those Members to participate and vote from the remote location. Mr. Cusack emphasized that under this option, all required public notices would be provided pursuant to the Open Meetings Law. Mr. Cusack informed the Committee Members that as part of this review, he and his staff had examined case law and the Open Meetings Law, and there are no legal objections to the proposed amendments.

The Committee Chair asked whether members of the public could still attend the meeting at the remote location after notice had been provided, but in the event that the Members did not actually utilize the remote video location. Mr. Cusack replied that the meeting would still be held by videoconference and the public would be allowed to attend at that location. The Committee Chair and the Board Chair expressed their support for the proposed amendment.

Mr. Cusack then directed the Members' attention to the proposed amendment to Section 3.8 of the By-Laws. He explained that the amendment would allow the Secretary to preside over a Board meeting in the absence of the Chair or Vice-Chair. Mr. Ellis suggested that the proposed language be further revised to allow the Board Members to choose a Member to lead the meeting in the event that the Chair, Vice-Chair and Secretary are all absent. The Committee Members agreed that such a change would be advisable, although they acknowledged that in such a case it would be unlikely that a quorum would be present at the meeting. Mr. Cusack stated that he would make that additional change to the By-laws.

The Corporate Governance Committee decided unanimously to recommend to the full Board the proposed revisions to the By-Laws.

Procurement Contract Guidelines – Proposed Amendment

Mr. Cusack directed the attention of the Committee Members to the proposed amendments to the Procurement Contracting Guidelines. He stated that the changes would add cloud computing, hosting, and software-as-a-service (SAAS) to the definition of professional services. Mr. Cusack further stated that although the current language in the Procurement Contract

Guidelines addresses data processing services, the field of data processing has evolved. Mr. Cusack explained that the purpose of the amendment is to include software engineering and related services as professional services, analogous to architects, professional engineers, and other licensed professions. Mr. Cusack informed the Committee Members that the proposed amendments would also allow the Construction Division to mitigate risk by selecting professionals based upon qualifications and expertise, as opposed to mandating a selection based solely on price. He stated that from a legal perspective, the proposed amendment will protect DASNY by providing clear rules for those who respond to procurement opportunities. Mr. Cusack noted that this approach is consistent with information that was provided by the Office of the State Comptroller in connection with a Continuing Legal Education seminar attended by several DASNY attorneys.

After discussion, the Corporate Governance Committee decided unanimously to recommend to the full Board the proposed amendments to the Procurement Contract Guidelines.

Board Self Evaluation

Mr. Johnson moved that the Members go into Executive Session to discuss the financial and credit history of particular corporations, proposed, pending or current litigation, and the employment history of persons or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of particular persons. Mr. Ellis seconded the motion, and the Committee Members went into Executive Session.

EXECUTIVE SESSION

No action was taken in Executive Session other than 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 6:10 p.m.

Respectfully submitted,

Michael E. Cusack
Assistant Secretary