

A Conference Call / Video Conference Meeting of the Governance Committee of the Dormitory Authority of the State of New York (“DASNY”) was held on March 2, 2021 with proceedings commencing at 4:48 p.m.

Chair Johnson called the Meeting to order and asked Ms. Richards to call the roll and read any necessary legal notices.

Ms. Richards called the roll. The following Committee Members, Board Members and Staff were present:

Committee Members Present

John B. Johnson, Jr. – Governance Committee Chair  
Joan M. Sullivan – Committee Member  
Alfonso L. Carney, Jr. – Committee Member (Board Chair)

Board Members Present

Jonathan Gardner, Board Member  
Beryl L. Snyder, Esq. – Secretary of the Board  
Janice McKinnie, Board Member  
Tracy Raleigh, Board Member

We also have the following Staff Members:

Staff Present

Reuben R. McDaniel, III, President and Chief Executive Officer  
Paul G. Koopman, Vice President  
Portia Lee, Managing Director, Public Finance and Portfolio Monitoring  
Kimberly A. Ellis, Chief Financial Officer  
Caroline V. Griffin, Chief of Staff  
Ricardo Salaman, Esq., Deputy General Counsel  
Sara Potter Richards, Esq., Managing Senior Director, Governance and Administration  
Kathy Ebert, Senior Director, Internal Audit  
Deborah K. Fasser, Director, Strategic Communications and Business Development  
Michael Johnson, Director, Diversity and Inclusion  
Matthew T. Bergin, Director, Public Finance  
Craig Schreivogl, Director, Portfolio Monitoring  
Matt Moore, Director, Procurement  
Tara Miner, Acting Director, Office of Professional Integrity  
Dena T. Amodio, Esq., Assistant General Counsel  
Karen Ehlinger, Manager, Internal Control Analysis  
Diane Felitte, Legal Assistant

Guests Present:

Russell Biggs

Ms. Richards noted that as a result of the ongoing public health emergency related to COVID-19, Executive Order 202.1, as extended, authorizes public boards to meet remotely and take authorized actions without permitting public in-person access to meetings. The public has the ability to view or listen to the proceedings and the meetings are recorded and transcribed. An audio and video recording of today's meeting will be accessible from DASNY's website within two days, and today's proceedings will be transcribed and posted as soon as practicable under the circumstances. She noted that additional information is available on the DASNY website.

**APPROVAL OF THE OCTOBER 14, 2020 GOVERNANCE COMMITTEE TRANSCRIPT**

Upon a motion by Ms. Sullivan and a second by Chair Johnson, the Transcript of the October 14, 2020 Governance Committee Meeting was approved unanimously.

The Board Chair thanked Mr. Johnson and staff for their hard work and stated that he supports the decision to consider the Governance documents over two separate meetings, as opposed to having them all on the March agenda.

**ANNUAL REVIEW - CODE OF ETHICAL CONDUCT FOR BOARD MEMBERS**

Ms. Richards stated that the Committee is being asked to undertake its annual review of the Code of Ethical Conduct for Board Members and indicated that there are no changes being recommended. After review, the Committee Members agreed that no changes are needed at this time and the review was completed.

**ANNUAL REVIEW - POLICY REGARDING PAYMENT OF COMPENSATION AND REIMBURSEMENT TO AND TIME AND ATTENDANCE OF SENIOR MANAGEMENT**

Ms. Richards stated that the Committee was also being asked to undertake its annual review of the Policy Regarding Payment of Compensation and Reimbursement To, and Time and Attendance of, Senior Management. No changes are being recommended at this time. The Committee Members agreed that no changes are needed at this time and the review was completed.

**WHISTLEBLOWER PROTECTION POLICY AND PROCEDURE – PROPOSED AMENDMENT**

Ms. Richards informed the Committee Members that Staff had reviewed the Whistleblower Protection Policy and Procedure and that certain changes are recommended. She asked President McDaniel to describe the proposed changes.

Mr. McDaniel reminded the Members that the Audit Committee and Internal Audit had previously recommended a single external Whistleblower Hotline to allow for a single, confidential and independent point of contact for both internal and external parties. Accordingly, two major changes have been made to the policy. DASNY has retained a third-party firm to maintain the Hotline, and the Director of Diversity and Inclusion has been added as one of the individuals authorized to receive certain information reported to the Hotline, as appropriate.

Ms. Sullivan remarked that the changes to the new Policy are comprehensive, yet concise, and expressed her thanks to those who worked on it. There were no questions regarding the proposed changes and the Committee decided unanimously to advance the Policy to the full DASNY Board at the March 3, 2021 Board Meeting for approval.

### **ANNUAL BOARD SELF EVALUATION**

Chair Johnson reminded the Members that the questions have evolved over the years. He stated that overall, this year's responses reflect greater satisfaction with the Board's performance, the performance of DASNY, and the Board's understanding of significant areas. Mr. Johnson expressed his satisfaction with the progress that has been made, despite working remotely for the past year. He thanked President McDaniel for his leadership and attention to detail and indicated that he believed the results of the evaluation are due in large part to DASNY's new leadership.

Mr. Johnson requested a motion to go into Executive Session to discuss the financial and credit history of particular corporations, 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 particular person please.

Ms. Sullivan seconded the motion and the Committee moved into Executive Session.

### **EXECUTIVE SESSION**

The Chair noted that during Executive Session of the Governance Committee no action was taken, other than to leave the Executive Session.

### **PUBLIC SESSION**

The Chair called for a motion to adjourn. Ms. Sullivan so moved, the Chair seconded, and the Meeting adjourned at 5:32 p.m.

Respectfully submitted,



Sara Richards  
Assistant Secretary

