

John Johnson, Committee Chair: Welcome. I'd like to call the October 13, 2020 meeting of the Dormitory Authority of the State of New York Governance Committee to order and ask that the notice be read for the record.

Michael E. Cusack, Esq. – General Counsel: Thank you, Chairman Johnson. On March 7, 2020, Governor Cuomo declared a disaster emergency in the State of New York due to the outbreak of the novel coronavirus, or COVID-19. Pursuant to Governor Cuomo's subsequent Executive Order 202.1 dated March 12, 2020, as extended most recently by Executive Orders 202.67, today's meeting of the Governance Committee of the Dormitory Authority of the State of New York, or DASNY, is being conducted telephonically and by video conference.

Executive Order 202.1, as extended, provides, in relevant part, that Article 7 of the Public Officers Law, known as the Open Meetings Law, is suspended through November 4, 2020 to the extent necessary to permit any public body to meet and take such actions authorized by the law without permitting in public in-person access to meetings and authorizing such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed.

The location of today's Governance Committee Conference Call and Video Conference Meeting is designated as the DASNY Headquarters, 515 Broadway, Albany, New York, where I and several other members of DASNY are located today. Notice of this meeting has been posted in the standard locations that are publicly accessible. Notice has also been prominently posted on the DASNY.org public website. In accordance with EO 202.1 (as extended) and the DASNY Bylaws, an audio and video recording of this meeting will be accessible from DASNY's website (www.dasny.org) not later than two business days after the close of this meeting, and today's proceedings will also be transcribed and posted as soon thereafter as is reasonable and practicable under the circumstances.

I will now turn the meeting over to my colleague Kim Ellis who will conduct a Roll Call for the record. Thank you, Mr. Chairman.

Kimberly A. Ellis – Chief Financial Officer and Managing Senior Director, Administration: Thank you Mike. With us today we have the following Governance Committee Members:

Governance Committee Members

John B. Johnson, Governance Committee Chair, Board Member – Present
Alfonso L. Carney, Jr., Esq., Committee Member, Chair of the DASNY Board – Present
Gerard Romski, Esq., Temporary Committee Member

We also have the following Members of the DASNY Board in attendance for today's Governance Committee meeting:

Beryl Snyder, Esq., Board Member
Joan Sullivan, Board Member
Janice McKinnie, Board Member

Tracy Raleigh, Committee Member, Designated Representative of the Commissioner of Health, Board Member (*ex officio*) – Present

Alfonso Carney, Committee Member and Board Chair: Thank you very much Kimberly. Chairman Johnson, before we go forward, for the record, I've asked Gerard Ronski, who is on the call, to serve for this Meeting as a Member of the Governance Committee, of course, with your consent.

Chairman Johnson: Thank you and given the appointment of Gerry to the Committee for this meeting, we will proceed. We have a quorum, and we have an Agenda.

The first item on the Agenda I would call your attention to is adoption of the Minutes. And if you notice that the critical date on those Minutes was March 3, 2020 -- I believe the last date that this Committee got together face-to-face, and the day before the March Board meeting where we all got together face-to-face, and then we all went into lockdown seven days later. This a significant piece of paperwork. It's amazing. It's outlived this whole pandemic. So with that, does anybody have any comments on the Minutes themselves, rather than just a general observation?

Mr. Carney: I'll move approval of the Minutes, Mr. Chairman.

Chairman Johnson: Okay, do I hear a second?

Gerry Ronski, Committee Member: I second.

Chairman Johnson: Thank you. And all those in favor? I'm going to assume that unless someone indicates "no" that the Minutes are adopted.

Now we'll move on to a Management Update, I assume that's from you, Reuben?

Reuben McDaniel, President: Yes, that is from me, I was muted. Just a very brief Management Update and we'll move on to Mike Cusack. At our full Board meeting tomorrow, we will give a six month update on operations, but as it relates to Governance, we have maintained the Mission Statement and the various items that the Governance Committee has passed several years ago, actually, and have continued to monitor our Construction, Public Finance and Grants staff to make sure that we are doing the things we want to do from a goal-setting perspective. And the team has done a great job, even in remote locations, of making all of that happen. I have reviewed. as well as other members of staff, the various Governance documents that we will be reviewing today and other a few minor changes that Mike Cusack, General Counsel, has put on the record, we have no major changes to these documents at all. With that, I will turn it over to Mike Cusack to take us through the rest of the meeting.

Mr. Carney: Mr. Chairman, this is Al Carney. May we know who is on the phone? We know the Board Members on the phone, and I'm glad you all are with us. Who would the staff members on the phone today be?

Mr. McDaniel : Happy to run through that quickly. We have Kim Ellis, Mike Cusack, Deb Fasser, Caroline Griffin, Portia Lee, Kathy Ebert, Karen Ehlinger, Michael Johnson, Paul Koopman and myself. Am I missing staff members?

Ms. Ellis: Who just joined?

Matthew Moore, Director, Procurement: This is Matt Moore. How are you?

Mr. Carney: Thank you. Doing fine, thank you. Thank you, Mr. President, I was just curious to know who the Staff members are.

Ms. Ellis: We have one other person that joined us. I'm seeing your name as CEO 2020#.

Mr. Cusack: I'll note we've made a reasonable effort to try to identify the person. It is an open meeting and we can proceed. Thank you.

Chairman Johnson: Okay then, we're going to proceed. Mike, you're going to continue to the Agenda?

Mr. Cusack: That's correct, Chairman Johnson. Before the Committee for consideration are four of the routine items that we normally review every year. At the last Governance Committee meeting, the decision was made to break the larger set of documents we annually review into a smaller group, so that the Governance Committee could have the opportunity to look at things with a little more time. So we have selected the items that are listed on the Agenda. As President McDaniel just stated, subject to any comments from this Committee or from any Board Member present, staff has reviewed and recommends no changes to Agenda items three, four and five, which for the record, are the annual review of the Corporate Governance Committee Charter and Governments Principles; the Mission Statement and Performance Measures, including the Metrics to Quantify Performance Goals and Measurements; and last, the DASNY By-Laws.

Proceeding to Agenda item number six, after a thorough review among Legal, Real Property and Procurement staff, we are proposing certain administrative changes to the Guidelines Pertaining to the Disposition of Certain Property Owned by DASNY. These changes fall basically into three categories described in my memorandum included with the Board materials:

First, the definition of "Covered Property" has been clarified to be applicable to property owned or controlled by DASNY, which is consistent with the framework of Public Authorities Law Sections 2896 and 2897.

Second, the definition of "Excluded Property" -- which currently appears in two separate sections of the Guidelines -- has been consolidated to a single comprehensive definition that includes property owned or controlled by DASNY to secure a loan or other obligation of another party, and in which DASNY has no beneficial interest.

I inserted a footnote in my legal memorandum to make it clear for the record and to the Members that the reference in the Guidelines to property held by DASNY subsidiaries does not change the

requirement for the Subsidiary Board approval of any acquisition, sale or lease of subsidiary real property pursuant to Section 4.4 of each Subsidiary's By-Laws. I want to make that clear, so the Board knows that this requirement exists in another location, and we do follow it here regularly.

Last point is that the disposition requirements for "Excluded Property" and "Covered Property" in Section 3 have been updated to provide a clearer framework that does not change our existing practices under the Guidelines. There are three separate changes detailed in the memorandum.

If there are any questions, we can answer them at this time. And noting again for the record that Matt Moore, and perhaps Jim Lupoli are on the phone, the front section of the Guidelines states that these Guidelines are administered by the Director of Procurement (personal property) and by the Director of Real Property (for real property). If there are any questions please let us know. Otherwise, that concludes my report on this item.

If the Committee agrees there are no further changes to the items mentioned first, we will note that in the record. And if the Committee agrees with the changes to the Property Guidelines, we'd like to get a recommendation on that Resolution to the full Board, please. Thank you.

Mr. Carney: Michael, thank you very much for that. Mr. Chairman, may I make a comment?

Chairman Johnson: Yes. Please do.

Mr. Carney: I actually went through this very, very carefully. The folks who have made these recommended changes have really paid a great deal of attention to what are, in effect, very elegant changes. And for the record, I want to make sure that folks understand that this kind of writing is difficult, you have to pay attention -- I mean clear attention -- to where you think the organization is going and what it needs that at this particular moment. The folks who have done this are to be commended, in my view, for their diligence in doing what these changes reflect. I'm very grateful to all of you who paid the kind of attention to this, these are changes that might not have been made and maybe people would not have missed the revisions, but I am very grateful. We are the beneficiaries of your efforts. Thank you very much.

Chairman Johnson: Are there any other comments? Hearing none, then I think we should proceed. The plan is look for us to advance this to the Board, not at tomorrow's meeting, but as we get closer to the required date, which I don't recall. Mike, is that March?

Mr. Cusack: Yes, March 31st Mr. Chairman, for the Board to review and approve the Guidelines, and then we need to file also with OSC.

Chairman Johnson: So this gives us an opportunity to get this part of it done before we get into that end of the first quarter activities. That's why it was divided up, usually there's about five or six items?

Mr. Cusack: Yes, there's actually closer to 10. Thanks.

Chairman Johnson: So we've taken a chunk out of it. We will be ready to advance this probably at the February meeting for approval.

Mr. Cusack: Yes.

Chairman Johnson: And I believe, based upon my conversations with Mike and the comments that Reuben made at the beginning, these approvals that we're talking about in these changes that have been mentioned, have been reviewed in the context of the environment we live in today, so we can be assured that as we advance these forward as the operating guidance for the Authority, we do meet the reality of distanced work, lack of face-to-face conversation, and so on, and that we are still are focused on making sure that we've got a well-functioning organization that's well governed. That's a fair summary?

Mr. McDaniel: Yes, it is. Absolutely. Thank you, Mr. Chairman.

Chairman Johnson: All right. What do we need to do, Mike, technically on this, then?

Mr. Cusack: Technically, if we could document in the record a motion to recommend these changes to the full Board at a later meeting.

Chairman Johnson: Sounds good. Do I hear such motion?

Mr. Carney: So, moved.

Chairman Johnson: Do I have a second?

Mr. Romski: Second.

Chairman Johnson: Any Board Member who doesn't think this is a good idea indicate now or we will say that we've adopted it. Hearing none, it's adopted.

Mr. Carney: Unanimously.

Chairman Johnson: That's right. Next on our Agenda?

Mr. Cusack: I think we are actually done with the Agenda.

Chairman Johnson: Does that include the bylaws?

Mr. Cusack: Yes, I wanted to say that if there are any comments or discussion, or guidance you want to give to staff on any of those items, we can also take that right now.

Mr. Carney: Mr. Chairman I have no comments on the By-Laws.

Chairman Johnson: Anybody else? Joan, Beryl?

Joan Sullivan, Board Member: I do not. It's Joan.

Beryl Snyder, Board Member: It's Beryl, I think that they're fine. And it was a lot of work was done. Thank you.

Chairman Johnson: Good. Well, I think it puts us in a in a good position. All right. That completes the Agenda.

Mr. Carney: Mr. Chairman, thank you very much. I'm very grateful for your leadership here, Mr. Chairman. We've gotten through it all, I think. Mike, what's left now that we've split the requirements for Governance decision-making into two parts, what's on the other side of the mountain?

Mr. Cusack: Let me grab my chart here. So, we typically look around the March timeframe at the DASNY the Operating Budget, the Fee Structure, the Board Self-Evaluation, and Compensation of Staff Officers and Time and Attendance Policy. On separate fronts, we also look at the Whistleblower Policy and the Code of Ethical Conduct, and as well as for Chairman Ronski, the Finance Committee Charter. So we have about a half dozen items left and we've taken four off the table, subject to any developments between now and then.

Chairman Johnson: I think that the of the ones left, the budget is the budget, and that's produced by staff. The thing that the Governance Committee will need to focus on is the Board Self-Evaluation in this totally different atmosphere.

Mr. Carney: Absolutely. Thank you, John.

Chairman Johnson: I have no ideas right now on that process. I'm just curious, Mike, has the Authorities Budget Office decided to get involved?

Mr. Cusack: We don't have any updates from ABO at this point.

Chairman Johnson: I think that we do need to be responsive to the change, and the changes imposed on everybody by the circumstances. We're getting by, and the State's getting by, and we'll keep our fingers crossed that we can keep doing it.

Mr. Carney: Mr. Chairman, I'm asking the question, and I have no idea what the right decision here is -- it seems to me, though, that the earlier we get the questionnaire out there, the easier it's going to be for the Members to think it through carefully and to get their responses in. Mike, I don't remember when we normally get that out there, but we've got at least two Members who have not had to deal with it before. And subject to the Chairman's view, it seems to me that it's something that we should actually look at getting out as quickly as we can.

Chairman Johnson: I think that the answer to that really is that as we go into this next couple of months, we need to get we need to get that going. Mike, right now, I can't remember what Staff member is responsible for this, I think there was a change in that position?

Mr. Cusack: Yes, I work on that with Nancy DePaulo.

Chairman Johnson: Yes. It would be very helpful if you or Nancy would distribute to everybody last year's questionnaire. Mike, if you could have her distribute the last year's questionnaire, with the summarized results so people know what they were. And then I think that everybody's got to take a look at those questions and say, how has the relevancy of these questions changed, given the circumstance that we're operating in?

Mr. Carney: I absolutely agree Mr. Chairman. Thank you.

Chairman Johnson: We'll get some input, and then maybe some questions that people will have a consensus on will need to be eliminated, and there may be one or two questions that should be added. But let's first distribute it. I don't have that file nearby right now where I am, but it's getting to be considerably thick so I would prefer to start fresh.

Mr. Carney: Outstanding. Thank you, sir.

Mr. Cusack: For new Board Members, this is by statute, a confidential survey that is also exempt from the Freedom of Information Law, and it gets treated very carefully here within the legal department. No one gets to get to the results.

Mr. Carney: And so Nancy will be the person who will collect and correlate, but she is the person to whom we will direct questions or comments about the questions?

Chairman Johnson: No, they should be directed to me. I think that the content of these questions is driven by the Committee. We may consult with Michael's staff about actually what the question says, and what's appropriate, what the proper wording is. That's how we've done it in the past, and I think that we've made the questionnaire over the last half a dozen years or so, or eight years, however long it's been, much more relevant to DASNY operations.

Mr. Carney: I absolutely agree John and thank you very much for your leadership there. Once I get it, I will get any questions or comments directly to you.

Chairman Johnson: Great. Is there anything else to come before the Committee? I will accept a motion to adjourn, we'll all get together via Zoom again tomorrow morning at 9:30.

Mr. Carney: So moved.

Mr. Romski: Second.

Chairman Johnson: Thank you hearing no objections, the meeting is adjourned.

The meeting adjourned at 5:00 p.m.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Ricardo Salaman".

Ricardo Salaman
Assistant Secretary