

A Conference Call / Video Conference Meeting of the Governance Committee of the Dormitory Authority of the State of New York (“DASNY”) was held on November 9, 2021 with proceedings commencing at 5:00 p.m.

Chair Johnson called the Meeting to order and asked Ms. Richards to call the roll.

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  
Kenneth Evans, Board Member

Staff Present

Reuben R. McDaniel, III, President and Chief Executive Officer  
Paul G. Koopman, Vice President  
Kimberly A. Ellis, Chief Financial Officer  
R. Nadine Fontaine, Esq., General Counsel  
Portia Lee, Managing Director, Public Finance and Portfolio Monitoring  
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  
Karen Ehlinger, Manager, Internal Control Analysis  
Diane Felitte, Executive Administrator, Governance and Administration

**APPROVAL OF THE MARCH 2, 2021 GOVERNANCE COMMITTEE TRANSCRIPT**

Upon a motion by Ms. Sullivan and a second by Board Chair Carney, the Transcript of the March 2, 2021 Governance Committee Meeting was approved unanimously.

## **EXECUTIVE COMPENSATION**

President McDaniel summarized his Memorandum to the Board regarding Executive Compensation. He explained that during the pandemic, DASNY froze salary increases for Union and Management/Confidential employees. Several months ago, in accordance with applicable guidance, DASNY authorized cost of living and contractual increases for Union employees. Those increases are now in effect. The President stated that DASNY's Finance and Budget teams subsequently analyzed the impact of raises for Management and Confidential employees, as well as Staff Officers, in accordance with guidance from the Division of Budget. He summarized the raises that would apply to each of the staff categories and requested that the Committee recommend the implementation of the raises to the full Board.

After a brief discussion, Ms. Sullivan moved to recommend approval by the full Board at the November 10, 2021 Board meeting. Mr. Carney seconded the motion and it was unanimously approved.

## **ANNUAL REVIEW – CORPORATE GOVERNANCE CHARTER AND CORPORATE GOVERNANCE PRINCIPLES**

Ms. Richards informed the Committee Members that before them for their Annual Review was the Corporate Governance Charter and Corporate Governance Principles. She stated that Staff is not recommending any changes to these documents at the present time. She noted that no formal action by the full Board would be necessary, simply a review by the Governance Committee.

No comments or proposed changes were made, and the Annual Review was completed.

## **ANNUAL REVIEW – MISSION STATEMENT, PERFORMANCE MEASURES AND REVISED METRICS**

Ms. Richards presented the Annual Review of the Mission Statement, Performance Measures and Revised Metrics. She stated that staff is recommending several minor changes to the Metrics as set forth in the blacklined version provided in the Board materials. Ms. Richards explained that the changes bring the language current with existing law and practice.

In response to an inquiry by Ms. Sullivan, the President and Vice President explained that DASNY currently imposes contract goals of 6% of contract value for service-disabled Veteran owned businesses (SDVOB). After discussion, it was agreed that DASNY staff will evaluate whether to include reference to SDVOB goals in the Metrics and if so, to bring additional changes back to the Committee in the near future.

Mr. Carney moved that the proposed Resolution advance to the full Board at tomorrow's meeting. Ms. Sullivan seconded the motion, which was unanimously approved.

**ANNUAL REVIEW – GUIDELINES PERTAINING TO THE DISPOSITION OF CERTAIN PROPERTY**

Ms. Richards stated that the Committee is being asked to undertake the Annual Review of the Guidelines for the Disposition of Certain Property. She explained that the full Board must approve the Guidelines on an annual basis. Ms. Richards informed the Committee Members that no changes to the Guidelines are proposed at this time.

After review, Ms. Sullivan moved, and Mr. Carney seconded the motion to advance the Resolution to the full Board at its meeting tomorrow.

**ADJOURNMENT**

The Chair called for a motion to adjourn. There were no objections or abstentions by the Members and the Meeting adjourned at 5:16 p.m.

Respectfully submitted,



Sara Richards  
Assistant Secretary