

A Conference Call / Video Conference Meeting of the Dormitory Authority of the State of New York (“DASNY”) was held via conference call and video conference on Tuesday, March 1, 2022 at 4:30 p.m. with Members participating via Zoom.

CALL TO ORDER / ROLL CALL

The Meeting was called to order by John Johnson, Governance Committee Chair at 4:45 p.m. and a quorum was declared present.

Sara Richards, Assistant Secretary, called the roll.

Committee Members Present—Via Zoom

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

Other Board Members Present – Via Zoom

Gerard Romski, Esq. – Board Member
Jonathan Gardner, Esq. – Board Member
Ken Evans, Designated Representative of the Commissioner of Health, Board Member (*ex officio*)

Staff Members Present - via Zoom

Reuben R. McDaniel, III, President and Chief Executive Officer
Paul G. Koopman, Vice President
Kimberly A. Ellis, Chief Financial Officer
Nadine Fontaine, Esq., General Counsel
Portia Lee, Managing Director, Public Finance and Portfolio Monitoring
Ricardo Salaman, Esq., Deputy General Counsel
Sara Potter Richards, Esq., Managing Senior Director, Governance and Administration
Kathy Ebert, Senior Director, Internal Audit
Dena Amodio, Esq., Assistant General Counsel
Jeffrey Gordon, Senior Director, Communications & Marketing
Deborah Fasser, Director, Strategic Communications and Business Development
Amanda Nazario, Confidential Legal Assistant
Nancy DePaulo, Confidential Legal Assistant

APPROVAL OF NOVEMBER 9, 2021 GOVERNANCE COMMITTEE MINUTES

Mr. Johnson inquired whether there were any questions about the minutes, or any objections to the draft minutes. There were none, and the minutes of the November 9, 2021 Committee Meeting were approved unanimously.

ANNUAL REVIEW—BYLAWS OF THE DORMITORY AUTHORITY OF THE STATE OF NEW YORK

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

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. 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.

MISSION STATEMENT AND PERFORMANCE MEASURES, INCLUDING METRICS TO QUANTIFY PERFORMANCE GOALS AND MEASUREMENTS--AMENDMENT

Ms. Richards reminded the Members that at the November 2021 Governance Committee Meeting, they reviewed the Mission Statement and Performance Measures, including the Metrics to Quantify Performance Goals and Measurements. She stated that at that time, it was suggested that the metrics be amended to incorporate DASNY's current practice of imposing contract goals of 6% of contract value for Service-Disabled Veteran Owned Businesses (SDVOBs). Ms. Richards informed the Members that that change is reflected in the draft document that was provided in the Board materials. She stated that Paul Koopman is available to answer any questions that the committee members may have.

The Board Chair stated that he is supportive of the language as written, and thanked Ms. Sullivan for making the suggestion at the November meeting. Ms. Sullivan thanked the Committee and DASNY staff for incorporating the provision regarding SDVOBs. Committee Chair Johnson indicated his support for the language as written, and the Committee unanimously agreed to recommend the revision to the full Board for adoption at tomorrow's meeting.

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

EXECUTIVE SESSION

While in Executive Session, no action was taken other than that to return to Public Session.

PUBLIC SESSION

Chair Johnson moved the adjournment of the meeting, the Committee Members unanimously agreed, and the meeting was adjourned at approximately 5:10 p.m.

Respectfully submitted,

A handwritten signature in black ink that reads "Sara Richards". The signature is written in a cursive style and is positioned above a faint, light-colored rectangular stamp or watermark.

Sara P. Richards
Assistant Secretary