

A Video Conference Meeting of the Governance Committee of the Dormitory Authority of the State of New York (“DASNY”) was held among DASNY’s Offices in New York City, 28 Liberty Plaza, New York, New York; 515 Broadway, Albany, New York; and 6047 Transit Road, East Amherst, New York on Tuesday, April 11, 2023 at 4:15 p.m. with proceedings commencing at 4:35 p.m.

CALL TO ORDER / ROLL CALL

The Meeting was called to order by Beryl Snyder, Governance Committee Chair at 4:35 p.m. and a quorum was declared present.

Sara Richards, Assistant Secretary, called the roll.

Committee Members Present

Beryl Snyder—Committee Chair (NYCO)
Joan M. Sullivan – Committee Member (Albany)
Alfonso L. Carney, Jr. – Committee Member (Board Chair) (NYCO)

Other Board Members Present

Gerard Ronski, Esq. (NYCO)
Janice McKinnie (Buffalo)
Christina Coughlin, Designated Representative of the Commissioner of Education (*ex officio*) (Albany)
Ken Evans, Designated Representative of the Commissioner of Health, Board Member (*ex officio*) (Zoom)

Staff Members Present

Reuben R. McDaniel, III, President and Chief Executive Officer (via Zoom)
Paul G. Koopman, Vice President (NYCO)
Kimberly A. Ellis, Chief Financial Officer (Albany)
Nadine Fontaine, Esq., General Counsel (Albany)
Portia Lee, Managing Director, Public Finance and Portfolio Monitoring (Albany)
Ricardo Salaman, Esq., Deputy General Counsel (NYCO)
Sara Potter Richards, Esq., Chief of Staff (Albany)
Jenilee Flinton, Director, Internal Audit (Zoom)
Jeffrey Gordon, Senior Director, Communications & Marketing (Zoom)
Jerry Brouillette, Director, Information Services (Albany)
Matthew Bergin, Director, Public Finance (Zoom)
Craig Schreivogl, Director, Portfolio Monitoring (Zoom)
Steven Kosier, Assistant Director, Public Finance and Portfolio Monitoring (Zoom)
Alex Sirdine, Senior Financial Analyst (Zoom)
Karen Ehlinger, Manager, Internal Controls Analysis (Zoom)
Amanda Nazario, Confidential Legal Assistant (Albany)

APPROVAL OF JANUARY 10, 2023 GOVERNANCE COMMITTEE MINUTES

Ms. Snyder inquired whether there were any questions about the minutes, or any objections to the draft minutes. There were none, and the minutes of the January 10, 2023 Committee Meeting were approved unanimously.

REVIEW OF CERTAIN POLICIES AND PROCEDURES**1. Mission Statement and Performance Metrics--Amendment**

Ms. Richards reminded the Committee Members that the Governance Committee Charter, Governance Principles, and the Guidelines Pertaining to Disposition of Certain Property Owned by DASNY were reviewed at the October 2022 meeting and will not be reviewed again today. She stated that at the same meeting, the Members also reviewed the Mission Statement and Performance Measures, including the Metrics to Quantify Performance Goals, and no suggestions were made at that time. Ms. Richards informed the Committee Members that staff is now recommending certain changes to language in the metrics for Goal #3: Seeking to Advance the Public Policy Goals of New York State. She asked Mr. Koopman to describe the changes in more detail.

Mr. Koopman explained that DASNY's new Director of Sustainability, Eric McQuide, reviewed the metrics that were adopted several years ago and proposed several changes to better reflect DASNY's responsibility for compliance with existing Executive Orders and as a resourcing partner for our clients. He stated that the changes focus primarily upon the electrification of buildings and minimizing carbon footprint. Mr. Koopman further stated that DASNY works collaboratively with our clients to reduce energy costs and reduce greenhouse gas emissions. He noted that DASNY will assist in collecting data regarding energy efficiency and renewable energy work for completed construction projects in order to measure compliance with the goals of the Executive Order.

Mr. Ronski observed NYC has detailed metrics as well that may be a useful resource as DASNY continues to expand its role in this area.

Ms. Snyder asked if there were any questions regarding the proposed change to the Mission Statement and Performance Metrics. There were none, and the Committee Members unanimously agreed to recommend full Board approval of the proposed amendment.

2. DASNY By-laws—Annual Review

Ms. Richards stated that the Governance Committee is required to undertake an annual review of the By-Laws and no changes are recommended at this time. After review, the Committee Members agreed that no changes are needed at this time and the review was completed.

3. **Code of Ethical Conduct for Board Members—Annual Review**

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

4. **Policy Regarding Payment of Compensation and Reimbursement To and Time and Attendance of Senior Management—Annual Review**

Ms. Richards stated that the Governance Committee is required to undertake an annual review of the Policy Regarding Payment of Compensation and Reimbursement to and Time and Attendance of Senior Management and no changes are recommended at this time. After review, the Committee Members agreed that no changes are needed at this time and the review was completed.

5. **Whistleblower Policy—Annual Review**

Ms. Richards stated that the Governance Committee is required to undertake an annual review of the Whistleblower Policy and no changes are recommended at this time. After review, the Committee Members agreed that no changes are needed at this time and the review was completed.

Mr. Carney moved that the Committee Members go into Executive Session to discuss the financial and credit history of a particular corporation; and the employment history of particular persons or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person. Chair Snyder seconded the motion and the Members 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 Snyder moved the adjournment of the meeting, Ms. Sullivan seconded the motion and the meeting was adjourned at approximately 5:25 p.m.

Respectfully Submitted,



Sara Richards
Assistant Secretary