

The Atlantic Avenue Healthcare Property Holding Corporation held a Corporate Governance Video Conference Meeting on Tuesday, April 11, 2023 at 4:22 p.m.

Governance Committee Chair Beryl Snyder called the meeting to order and a quorum was declared present. The following Board Members and Staff were present:

Committee Members Present

Beryl L. Snyder, Governance Committee Chair (New York City Office)  
Joan Sullivan, Committee Member (Albany Office)  
Alfonso L. Carney, Jr., Committee Member (Board Chair) (New York City Office)

Other Board Members Present

Gerard Romski, Vice Chair (New York City Office)  
Janice McKinnie, Board Member (Buffalo Office)  
Christina Coughlin, Designated Representative of the Commissioner of Education, Board Member (*ex officio*) (Albany Office)  
Ken Evans, Designated Representative of the Commissioner of Health, Board Member (*ex officio*) (**Via Zoom**)

Staff Members Present

Reuben R. McDaniel, III, President and Chief Executive Officer  
Paul G. Koopman, Vice President  
R. Nadine Fontaine, Esq., General Counsel  
Portia Lee, Managing Director, Public Finance and Portfolio Monitoring  
Kimberly Ellis, Chief Financial Officer  
Ricardo Salaman, Deputy General Counsel  
Stephen Curro, Managing Director, Construction  
Sara Potter Richards, Esq., Chief of Staff  
Craig Schreivogl, Director, Portfolio Monitoring  
Matthew Bergin, Director, Public Finance  
Stephen Kosier, Assistant Director, Public Finance & Portfolio Monitoring  
Alex Sirdine, Senior Financial Analyst  
Karen Ehlinger, Manager, Internal Controls Analysis  
Amanda Nazario, Legal Assistant

**PUBLIC SESSION**

**Minutes of the March 1, 2022 Governance Committee Meeting**

Upon a motion from Mr. Carney and seconded by Ms. Sullivan, the minutes of the March 1, 2022 Atlantic Avenue Healthcare Property Holding Corporation Governance Committee Meeting were unanimously adopted.

**By-Laws – Amendment to Section 3.7**

Committee Chair Snyder asked Ms. Richards to review the items before the Committee today. Ms. Richards thanked Chair Snyder and reminded the Committee Members that the procedures and guidelines of DASNY were adopted and are applicable to the subsidiaries, including Atlantic Avenue.

Ms. Richards stated that The Atlantic Avenue Governance Committee must review several items on an annual basis, including the by-laws. She informed the Committee Members that Staff recommends a revision to Section 3.7 of the Atlantic Avenue by-laws, which is the section pertaining to video conferencing of meetings and remote participation of the Committee Members. Ms. Richards explained that the proposed language would make the subsidiary by-laws consistent with the DASNY by-laws and would enable board members to video conference together from one or more locations open to the public. She further explained that Board Members may also participate remotely in circumstances defined as “extraordinary,” including sickness, disability, religious observance, and other matters as defined. Ms. Richards informed the Committee Members that in an “extraordinary circumstance” situation, they would have the ability to participate from a private location not open to the public upon an approval of the Chair. She noted that Section 3.7 is identical to the provisions in DASNY’s by-laws and fully consistent with the Open Meetings Law.

Chair Snyder thanked Ms. Richards and moved to recommend approval of the revisions by the full Board. Ms. Sullivan seconded the motion, which was then unanimously approved.

**Mission Statement and Performance Measures and Metrics – Annual Review**

Ms. Richards informed the Committee Members that staff has reviewed the Mission Statement and Performance Measures and Metrics to Quantify Performance Goals and that no changes are recommended at this time. She stated that if the Committee Members concur, it will simply be reported to the full Board that the annual review has been completed.

Mr. Carney moved to adjourn the meeting. Ms. Sullivan seconded the motion and the meeting was adjourned at 4:27 p.m.

Respectfully submitted,

Sara Richards  
Assistant Secretary