The NGHP Holding Corporation held a Corporate Governance Committee Video Conference Meeting on Tuesday, April 11, 2023 at 4:28 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)

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 Ms. Snyder and seconded by Ms. Sullivan, the minutes of the March 1, 2022 NGHP Holding Corporation Governance Committee Meeting were unanimously adopted.

And we would be looking for recommendation from this Committee to the Full and NGHP Board for Amendment to that Section of the bylaws, Madam Chair.

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 NGHP.

Ms. Richards stated that The NGHP Holding Corporation 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 NGHP 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. Mr. Carney 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.

Ms. Sullivan moved to adjourn the meeting. Mr. Carney seconded the motion and the meeting was adjourned at approximately 4:33 p.m.

Respectfully submitted,

Sara Richards
Assistant Secretary