

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 9, 2024 at 5:50 p.m.

CALL TO ORDER / ROLL CALL

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

Committee Members Present

Beryl Snyder, Committee Chair (NYCO)
Alfonso L. Carney, Jr., Committee Member (*Via Zoom*)
Joan M. Sullivan, Committee Member (Albany)

Other Board Members Present

Robert Rodriguez (NYCO)
Gerard Romski, Esq., (NYCO)
Ken Evans, Designated Representative of the Commissioner of Health, Board Member (*ex officio*) (*Zoom*)
Christina Coughlin, Designated Representative of the Commissioner of Education, Board Member (*ex officio*) (Albany)

Other Board Members Absent

Lisa Gomez, Board Chair
Wellington Chen, Board Member
Janice McKinnie, Board Member
Adrian Swierczewski, Designated Representative of the Director of Budget, Board Member (*ex officio*)

Staff Members Present

Charlie Williams, Vice President
Kimberly Ellis, Chief Financial Officer
Nadine Fontaine, Esq., General Counsel
Portia Lee, Managing Director, Public Finance and Portfolio Monitoring
Sara Potter Richards, Managing Director, Executive Direction
Matthew Moore, Deputy General Counsel
Ricardo Salaman, Deputy General Counsel
Dena Amodio, Associate General Counsel
Dan Brown, Senior Director, External Relations
Matt Bergin, Director, Public Finance
Deborah Fasser, Director, Strategic Communications & Business Development

Craig Schreivogl, Director, Portfolio Monitoring
Jenilee Flinton, Director, Internal Audit
Gregory Maisenbacher, Manager, Internal Control Analysis
Nicholas Palas, Assistant Director, Internal Audit
Amanda Nazario, Confidential Legal Assistant
Lori Huelle, Executive Assistant

PUBLIC SESSION

Minutes of the December 6, 2023 Governance Committee Meeting

Governance Committee Chair Snyder welcomed the Members and the minutes of the December 6, 2023 Governance Committee Meeting were approved unanimously.

Annual Review of Existing Policies

Chair Snyder asked Ms. Richards to walk through the items on today's agenda. Ms. Richards stated that in accordance with customary practice, the Committee Members will undertake the Annual Review of certain policy documents as required pursuant to the Public Authorities Law and consistent with DASNY's Governing Principles and Governance Committee Charter: the DASNY By-Laws; the Policy Regarding Payment of Compensation and Reimbursements to and Time and Attendance of Senior Management; the Whistleblower Protection Policy and Procedure; and the Code of Ethical Conduct for Board Members.

Ms. Richards stated that these materials were included in the Board materials and, subject to any comments from the Governance Committee or other Board Members present, Staff is not recommending any changes to any of these items at this time. She informed the Committee Members that apart from the By-laws, only Governance Committee Review is required unless changes are proposed.

By-Laws – Annual Review

Chair Snyder confirmed that the Committee Members had reviewed the By-laws and agree that no changes are recommended at this time. The Members agreed, and unanimously recommended that the full Board approve the By-laws in their current form at tomorrow's meeting.

Policy Regarding Payment of Compensation and Reimbursement To and Time and Attendance of Senior Management – Annual Review

Chair Snyder confirmed that the Committee Members had reviewed the Policy Regarding Payment of Compensation and Reimbursement to and Time and Attendance of Senior Management and agree that no changes are recommended at this time. The Members agreed, and the Annual Review was complete.

Whistleblower Policy – Annual Review

Chair Snyder confirmed that the Committee Members had reviewed the Whistleblower Policy and agree that no changes are recommended at this time. The Members agreed, and the Annual Review was complete.

Code of Ethical Conduct for Board Members – Annual Review

Chair Snyder confirmed that the Committee Members had reviewed the Code of Ethical Conduct for Board Members and agree that no changes are recommended at this time. The Members agreed, and the Annual Review was complete.

EXECUTIVE SESSION

Ms. Sullivan moved that the Members go into executive session to discuss the financial and credit history of a particular corporation, matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal, or removal of a particular person or corporation and proposed, pending or current litigation.

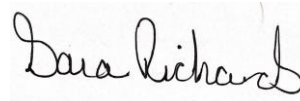
Mr. Carney seconded the motion, and the Members went into Executive Session.

PUBLIC SESSION

While in Executive Session, no decisions were made other than that to return to the Public Session.

Mr. Carney moved that the meeting adjourn. Upon a second by Ms. Sullivan, the Governance Committee meeting was adjourned at approximately 6:20 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 the printed name and title.

Sara P. Richards
Assistant Secretary