

NYSERDA'S 31st Governance Committee Meeting
April 27, 2021
Clean Copy of Transcript

Sara LeCain:

Shere. If you'd like, you can start.

Sherburne Abbott:

Okay. I call this meeting to order and note the presence of a quorum. A notice of the meeting was forwarded to Committee members on April 18, 2021. And to the press on April 19, 2021, this meeting is being conducted by video conference. The Authority will post a video and a transcript of this meeting on the web to confirm that we have a quorum. I would like to ask Sara LeCain, Secretary of the Committee to conduct a roll call of each of the Committee members in attendance.

Sara LeCain:

Thank you. I will first note your attendance and now take the remainder of the roll call. When I call your name, please indicate present Authority Chair, Richard Kaufman.

Chair Kauffman:

Present.

Sara LeCain:

Chuck Bell.

Charles Bell:

Present.

Sara LeCain:

Jay Koh.

Jay Koh:

Present.

Sara LeCain:

Mark Willis, Mark Willis. Okay. I can see that Mark is on, but I believe he's having some technical difficulties. There are five members in attendance. Therefore we have a quorum.

Sherburne Abbott:

Okay. Thank you, Sara. The first item on the agenda is the approval of the minutes of the 30th Committee meeting that was held on June 22, 2020. Are there any comments on the minutes?

Chair Kauffman:

No comments.

Sherburne Abbott:

No comments. Okay. May I have a motion approving the minutes?

Charles Bell:

So moved.

Sherburne Abbott:

Second, second?

Chair Kauffman:

Second.

Sherburne Abbott:

Great. When Sara calls your name, please indicate whether you are in favor by saying aye, or opposed by saying no.

Sara LeCain:

Thank you. When I call each name, please indicate your vote Committee Chair, Shere Abbot.

Sherburne Abbott:

Aye.

Sara LeCain:

Authority Chair, Richard Kaufman.

Chair Kauffman:

Aye.

Sara LeCain:

Chuck Bell.

Charles Bell:

Aye.

Sara LeCain:

Jay Koh.

Jay Koh:

Aye.

Sara LeCain:

Well try this Mark Willis. Okay. The minutes have been approved by the members who have voted.

Sherburne Abbott:

Okay. Thank you.

Mark Willis:

I, I think that I wasn't hearing anything. Do you want my vote there?

Sara LeCain:

Yes, please.

Sherburne Abbott:

We always want your vote, Mark.

Mark Willis:

Yeah, no, I'm really sorry. For some reason, WebEx makes me do some fancy things to get my speakers back on. So I had,

Sherburne Abbott:

I had that same problem.

Mark Willis:

I forgot to do it, so I thought you hadn't started. I apologize.

Sherburne Abbott:

Okay. Thank you. I think we're good to go. The next item on the agenda is proposed revisions to the Authority's Conflict of Interest Policy. Peter Costello. The Authority's General Counsel will, will present this item. Peter,

Peter Costello:

Thank you, Committee Chair Abbott under Section 2024, Sub 7 of the Public Authority, Public Authority's Law. The members are required to periodically review and approve amendments to the Conflict of Interest Policy for Board members. The members are being asked to recommend that the full Board adopt a resolution approving amendments to the Board member, Conflict of Interest Policy. The, of which was included in your materials. The purpose of the Board member Conflict of Interest Policy is to protect the Authority's interest when it, it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Board member of the Authority Board members owe a duty of loyalty and care to the Authority and have a fiduciary responsibility to always serve the interests of the Authority above their own personal interests. When conducting Public business as such Board members have the responsibility to disclose any conflicts of interest, including any situation that may be perceived as a conflict of interest.

The proposed amendments to the Board member, Conflict of Interest Policy included in your package allow the Authority's ethics officer to be consulted on ethical matters. In addition to myself, for general counsel, otherwise the changes consist of non substantive ministerial, or clarifying changes. I will add that we did do a, a survey of a half a dozen or so larger Public Authority's in the State of New York, and also review the Authority, budget offices model Conflict of Interest Policy in in constructing the changes today in adding the ethics officer, which is included in that model policy. With that, I'm happy to answer any questions.

Sherburne Abbott:

Is there any questions? No hearing. None. May I have a motion recommending approval of the amendments to the Conflict of Interest Policy?

Charles Bell:

So moved.

Sherburne Abbott:

Second

Mark Willis:

I can, second.

Sherburne Abbott:

When Sara calls your name, please indicate whether you are in favor by saying aye, or opposed by saying no.

Sara LeCain:

Thank you. When I call each name, please indicate your vote Committee Chair, Shere Abbott.

Sherburne Abbott:

Aye.

Sara LeCain:

Authority Chair, Richard Kaufman.

Chair Kauffman:

Aye.

Sara LeCain:

Chuck Bell.

Charles Bell:

Aye.

Sara LeCain:

Jay Koh.

Jay Koh:

Aye.

Sara LeCain:

Mark Willis.

Mark Willis:

Aye.

Sara LeCain:

Thank you. The Conflict of Interest Policy has been recommended for approval.

Sherburne Abbott:

Thank you, Sara. The next agenda item concerns a general salary increases for the Officers. The Public Authority's Law requires the Board to establish policies regarding compensation of Authority Officers and Article 3, Section 3 of the Authority's By-law requires Board approval of Officers compensation. Historically the Authority has provided its employees with the same salary increases that are provided to the State employees through State legislation and as authorized by budget bulletins issued by the New York State Division of the Budget. The most recent New York State budget has passed on April 7th, 2021 authorized a general salary increase of 2% effective April 1st, 2020 for the, for the State and unrepresented Executive Branch employees pursuant approval in terms and conditions established by the division of the budget in June, 2019, the members approved this 2% increase for all Officers then in the office as of April 1, 2020, the recently appointed President and CEO's compensation was set to align with the prior President and CEO's compensation and had the budget bulletin been in place at the same at the time of the appointment, the current President and CEO salary would've reflected the increase accordingly. The proposed resolution would authorize a 2% increase retroactive to April 7, 2021 for the President and CEO, it would further authorize similar general, a salary increases going forward as may be authorized for the State employees by the New York State Division of the Budget from time to time. Are there any questions?

No. May I have a motion recommending approval of the compensation schedule and recommending approval of the submission of the Vitae.

Charles Bell:

So moved.

Sherburne Abbott:

Second. When Sara calls your name, please indicate whether you are in favor by saying aye, or opposed by saying no.

Sara LeCain:

Thank you. When I call each name, please indicate your vote Committee Chair, Shere Abbot.

Sherburne Abbott:

Aye.

Sara LeCain:

Authority Chair, Richard Kaufman.

Chair Kauffman:

Aye.

Sara LeCain:

Chuck Bell.

Charles Bell:

Aye.

Sara LeCain:

Jay Koh.

Jay Koh:

Aye.

Sara LeCain:

Mark Willis.

Mark Willis:

Aye.

Sara LeCain:

Thank you. The compensation for Officers has been recommended for approval.

Sherburne Abbott:

Thank you, Sara. The next agenda item concerns a resolution to convene in private session. Section 108 of the Public Officers Law authorizes the members to convene in private session in order to review a matter made confidential by State Law. Section 2800 of the Public Authority's Law requires that the Authority conduct an Annual Confidential Board Member Performance Evaluation. Since the Law States that the annual Board member performance evaluation is confidential. It may be discussed by the members in private session. May have a motion recommending approval to convene in private session for the purpose of reviewing the Annual Confidential Board Member Performance Evaluation report.

Charles Bell:

So moved.

Sherburne Abbott:

Second.

Chair Kauffman:

Second.

Sherburne Abbott:

When Sara calls your name, please indicate whether you are in favor by saying aye, or opposed by stating no.

Sara LeCain:

Thank you. When I call each name, please indicate your vote Committee Chair, Shere Abbot.

Sherburne Abbott:

Aye.

Sara LeCain:

Authority Chair, Richard Kaufman.

Chair Kauffman:

Aye.

Sara LeCain:

Chuck Bell.

Charles Bell:

Aye.

Sara LeCain:

Jay Koh.

Jay Koh:

Aye.

Sara LeCain:

Mark Willis.

Mark Willis:

Aye.

Sara LeCain:

The private session has been approved.

Sherburne Abbott:

Thank you. The members will now enter into private session. During that time the webcast will remain up upon our return. We will reconvene the meeting in open session. No action was taken during the private Section session. The Committee is asked to recommend approval of the Annual Confidential Board Member Performance Evaluation report, which was reviewed during the private session. Is there any discussion? Okay. I may have a motion recommending approval of the Annual Confidential Board Member Performance Evaluation report.

Charles Bell:

So moved.

Sherburne Abbott:

Okay. When Sara calls your name, please indicate whether you are in favor by stating aye, or opposed by stating no.

John Campagna:

Sorry, just to let you know, Sara's not back in the meeting yet.

Sherburne Abbott:

Oh yeah. Oh.

Mark Willis:

I'm gonna have to let her know we're here. I dunno.

John Campagna:

She just arrived.

Sherburne Abbott:

Sara, are you there?

Sara LeCain:

Yes, I'm here.

Sherburne Abbott:

Okay, so you you're gonna call names.

Sara LeCain:

Okay. Sorry. All right. So we're call you did the resolution?

Sherburne Abbott:

Yes.

Sara LeCain:

Okay. All right. When I call each name, please indicate your vote Committee. Chair, Shere Abbott.

Sherburne Abbott:

Aye.

Sara LeCain:

Authority Chair, Richard Kaufman.

Chair Kauffman:

Aye.

Sara LeCain:

Chuck Bell.

Charles Bell:

Aye.

Sara LeCain:

Jay Koh.

Jay Koh:

Aye.

Sara LeCain:

Mark Willis.

Mark Willis:

Aye.

Sara LeCain:

The evaluation report has been recommended for approval.

Sherburne Abbott:

Thank you. The last item is other business. Are there, are there any other matters? The members wish to discuss? May you have a motion to adjourn?

Charles Bell:

So moved.

Sherburne Abbott:

Second?

Chair Kauffman:

Second.

Sherburne Abbott:

All in favor.

Members of the Committee:

Aye. Aye. Aye.

Sherburne Abbott:

Aye. The meeting is adjourned. Thank you.

Members of the Committee:

Thank you. Thank you.