

NYSERDA'S 40TH GOVERNANCE COMMITTEE MEETING

April 29, 2024

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Arturo Garcia-Costas:

Good afternoon. I call the 40th meeting of NYSERDA's Governance Committee to order. I note the presence of a quorum and notice the meeting was forward to Committee Members on April 16, 2024, and to the press on April 17, 2024. This meeting is being conducted by video conference. The Authority will post a video and transcript of this meeting from the web to confirm that we indeed have a quorum. I would like to ask each of the Committee Members to introduce themselves. I will start. I'm Arturo Garci-Costas, Chair of the Governance Committee.

Sherburne Abbott:

Shere Abbott, Member of the Committee.

Jay Koh:

Jay Koh, Member of the Committee.

Richard Kauffman:

Richard Kauffman, Chair of the Authority.

Charles Bell:

Chuck Bell, Member of the Committee.

Arturo Garcia-Costas:

Thank you. So the first item on the agenda is the approval of the minutes of the 39th Committee meeting that was held on October 4, 2023. Are there any comments on the minutes? Hearing none. I'll entertain a motion to approve the minutes.

Sherburne Abbott:

So moved.

Arturo Garcia-Costas:

Second?

Charles Bell:

Second.

Arturo Garcia-Costas:

All in favor?

Members of the Committee:

Aye. Aye.

Arturo Garcia-Costas:

Any opposed? The motion carries. The minutes are approved. The next on the agenda, proposed revisions to the Authority's Conflict of Interest Policies. Peter Castello, the Authority's General Counsel will present this item. Peter,

Peter Costello:

Thank you Chair. The Authority's Budget Office Guidance recommends that the Conflict of Interest Policies been Authority should be reviewed annually by the Board Members to ensure that it meets the organization's needs and addresses any revisions in law or policy. As such, the Members are being asked to review the employee conflict policy and the Board Member Conflict of Interest Policy copies of which were included with your materials. If you're satisfied with these policies, the Governance Committee would recommend that the full Board adopt a resolution approving new policy. The purpose of the policies is to make Authority employees and officers aware of their ethics obligations set forth in Public Officer's Law and Civil Service Law and to encourage disclosure and discussion of any circumstances that may constitute a conflict of interest. Importantly, here we place as much emphasis on the appearance of conflict as well as a substantive actual conflict.

These policies supplement ongoing ethics straining obligations. Colleen Dawson, the Authority's Ethics Officer, reviewed the policies against Authority's Budget Office guidance and model Rule, Public Officers Law Section 73 and 74, the Commission on Ethics and Lobbying Government Regulations and Advisory Opinions and the Conflict of Interest Policies of the New York Power Authority, Empire State Development, the Environmental Facilities Corporation, and the Long Island Power Authority. At this time, no changes to the Board Member. Conflict of Interest Policy are recommended. However, revisions to the Employee Conflict of Interest Policy are being recommended. They're generally non substantive. Looking to streamline definitions and clarifying the scope of confidentiality and the definition around confidentiality. A red line was included in your logistics. Are there any questions with regard to these policies?

Arturo Garcia-Costas:

So if there are no questions, I may I have a motion recommending approval of the amendments to the employee Conflict of Interest Policy and the Board Member policy which stay the same.

Jay Koh:

So moved.

Richard Kauffman:

Second.

Arturo Garcia-Costas:

All in favor?

Members of the Committee:

Aye. Aye. Aye.

Arturo Garcia-Costas:

Opposed? The motion carries. The amendments to the Employee and Board Member of Conflict of Interest Policy are recommended for approval. Thank you Peter. The next agenda item concerns the resolution to convene in private session Section 108 of the Public Officer's Law authorizes the Members to convene in private session or 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 I have a motion to convene in private sessions for the purpose of reviewing the Annual Confidential Board Member Performance Evaluation report?

Richard Kauffman:

So moved.

Arturo Garcia-Costas:

All in favor? Second.

Members of the Committee:

Second.

Arturo Garcia-Costas:

All in favor?

Members of the Committee:

Aye.

Arturo Garcia-Costas:

Any opposed? The resolution is approved. We will now enter into private session. I would like everyone but the Members to leave the room. And Doreen, you may stay during that time. The webcast will remain up. Upon our return, we will reconvene the meetings.

Doreen Harris:

Okay.

Kelly Laniewski:

I think I just have to stay real quick to unmute you and then I'm going to head out.

Doreen Harris:

Okay. When we get back, if there's a, I don't know why we can only see a little bit of that room of New York City. Yeah.

Kelly Laniewski:

Yeah. I'll talk to John.

Doreen Harris:

I don't know if it was the setup or what.

Arturo Garcia-Costas:

This meeting is reconvened in open session. No action was taken during the private session. The Committee has asked to recommend approval of the annual confidential Board Member performance evaluation report, which was reviewed during the private session. Is there any further discussion?

Members of the Committee:

No.

Arturo Garcia-Costas:

I have a motion recommending approval of the Annual Confidential Board Member Performance Evaluation report.

Richard Kauffman:

So moved

Sherburne Abbott:

Second.

Arturo Garcia-Costas:

All in favor?

Members of the Committee:

Aye. Aye.

Arturo Garcia-Costas:

Any opposed? Hearing none. The Annual Confidential Board Member Performance Evaluation report is recommended for approval. The last item is other business. Are there any other matters that the Members wish to discuss at this time?

Richard Kauffman:

No.

Arturo Garcia-Costas:

May I motion to adjourn?

Charles Bell:

So move?

Richard Kauffman:

Yeah.

Arturo Garcia-Costas:

Second.

Jay Koh:
Second.

Members of the Committee:
A ye.

Arturo Garcia-Costas:
Someone was going to have to figure that out. All in favor?

Members of the Committee:
Aye. Aye.

Arturo Garcia-Costas:
Any opposed? The meeting is adjourned.