

New York State Environmental Facilities Corporation

Meeting of the Governance Committee

Thursday, May 23, 2024

Draft Minutes

A meeting of the Governance Committee was held on May 23, 2024, in the Board Room of the Corporation's office located at 625 Broadway, Albany, New York and by videoconference, in accordance with the Corporation's Bylaws and the Open Meetings Law, at the following locations: 340 South Bedford Road, Bedford Corners, New York 10549 and 169 Hudson Street, New York, New York 10013.

A quorum was present as indicated:

Committee Members:

Francis T. Corcoran, Chair (*via videoconference*)

Vita DeMarchi

Adam Zurofsky (*via videoconference*)

Absent:

Charles Kruzansky

Ex Officio Board Members:

The following members of the Board of Directors were also present at the meeting but did not vote on any matters requiring action by the Governance Committee.

Jeffrey Stefanko, Chair, Designee for the Commissioner of Environmental Conservation

Christine A. Westerman, Designee for the Commissioner of Health

James Leary, Designee for the Secretary of State

EFC Staff:

Maureen A. Coleman, President and CEO

Michael P. Hale, Executive Vice President

Henrik Westin, General Counsel

Emily A. Jamieson, Chief Financial Officer

Kate S. Howard, Secretary to the Corporation and Associate Counsel

William Brizzell, Director of Engineering

Maureen McGrath, Director of Administration and Corporate Operations

Brian McClintock, Director of Public Finance

Rebecca Walker, Senior Finance Manager

Albert Schnide, Controller

Kevin Boomhower, Public Finance Manager

Derek Sellman, Deputy General Counsel

Kaitlin Penner, Deputy Director of Engineering

Michael Jane Alexander, Assistant Counsel

Máire Cunningham, Program Manager

Adnan Mirza, Systems Administrator II

Bernadette Futia, Information Technology Coordinator II

Other Attendees:

Brock Rogers, P.E., Center for Environmental Health, DOH

1. Call to order by Chair
Chair DeMarchi called the meeting to order at 11:00 a.m. Roll call was taken and a quorum declared present.
2. Approval of the Draft Minutes from the May 11, 2023 Governance Committee Meeting
Upon motion by Director Zurofsky and seconded by Director Corcoran, the minutes from the May 11, 2023 Governance Committee meeting were unanimously approved.
3. The Committee conducted its annual review of the following documents:
Chair DeMarchi began the review by reading the Mission Statement aloud.

a. By-Laws

There were no proposed changes to the Corporation's By-Laws. Upon motion by Director Corcoran and seconded by Director Zurofsky, the Committee voted unanimously to recommend re-adoption of the By-Laws by the Board of Directors at its May 23, 2024 meeting.

b. Governance Committee Charter

There were no proposed changes to the Governance Committee Charter. Upon motion by Director Zurofsky and seconded by Director Corcoran the Committee voted unanimously to recommend re-adoption of the Charter by the Board of Directors at its May 23, 2024 meeting.

c. Review of following documents pursuant to the Committee's authority and responsibilities:

a. Procurement Contract Guidelines

Maureen McGrath presented changes relating to an increase in discretionary spending as required by recent law made to the Corporation's Procurement Guidelines. Upon motion by Director Corcoran and seconded by Director Zurofsky, the Committee voted unanimously to recommend that the Board of Directors approve the Procurement Guidelines upon presentation of I.D. No. 2 on the May 23, 2024 Board meeting agenda.

b. Fundamental Policies and Procedures

Code of Ethical Conduct

The Committee reviewed the Code of Ethical Conduct as required by the Committee charter and applicable law.

Workplace Violence Prevention

Maureen McGrath presented minor non-substantive changes to this policy.

Director DeMarchi also reviewed the other Fundamental Policies and Procedures.

c. Qualifications of Appointed Board Members

There were no proposed changes to the qualifications of appointed Board Members.

d. Compiled results of the Board Performances Evaluation

Upon motion by Director Corcoran and seconded by Director Zurofsky, the Committee voted unanimously to enter into executive session to discuss the compiled results of the Board Performance Evaluations, in accordance with Authorities Budget Office Policy Guidance 10-05 (October 26, 2010). The Committee members, with Directors Stefanko, Westerman, and Leary, entered into executive session at 11:15 a.m. The public meeting resumed at 11:34 a.m. Chair DeMarchi advised that no formal action, including but not limited to the appropriation of public moneys, was taken in the private meeting.

e. Defense and Indemnification provision covering officers and employees of public entities

There were no proposed changes to the statute concerning defense and indemnification covering officers and employees of public entities.

Upon motion by Director Zurofsky and seconded by Director Corcoran, the Committee voted unanimously to recommend the Board of Directors approve the policies and other required documents developed in connection with the Governance Committee's authority and responsibilities, including the updates discussed.

d. Mission Statement and Performance Measurements

Director DeMarchi initiated discussion on the Mission Statement and Performance Measurements. Upon motion by Director Zurofsky and seconded by Director Corcoran, the Committee voted unanimously to recommend the Board of Directors readopt the Mission Statement and Performance Goals listed with the Mission Statement at its May 23, 2024 meeting.

e. Performance Measurements Report for April 1, 2023 – March 31, 2024

President Coleman presented on the Performance Measurements Report. Discussion ensued. Upon motion by Director Zurofsky and seconded by Director Corcoran, the Committee voted unanimously to recommend the Board of Directors readopt the Mission Statement and Performance Goals listed with the Mission Statement at its May 23, 2024 meeting.

4. Adjournment

There being no further business, upon motion made by Director Zurofsky and seconded by Director Corcoran, the meeting adjourned at 12:00 p.m.