

MINUTES OF THE THIRTY-THIRD MEETING OF THE
GOVERNANCE COMMITTEE
HELD ON APRIL 26, 2022

Pursuant to a notice and agenda dated April 20, 2022, a copy of which is annexed hereto, the thirty-third (33rd) meeting of the Governance Committee (the “Committee”) of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (the “Authority”) was convened at 11:00 a.m. on Tuesday, April 26, 2022 at the Authority’s Albany Office at 17 Columbia Circle, Albany, New York and the NY Green Bank Office located at 1333 Broadway, Suite 300, New York, New York and The Gateway Center located at SUNY ESF, 1 Forestry Drive, Syracuse, New York. The three locations were connected by videoconference.

The following members of the Committee were present:

Shere Abbott, *Committee Chair* attended from SUNY ESF

Richard Kauffman, *Chair of the Authority* attended from Albany

Charles Bell, *Vice Chair of the Authority* attended from Albany

Arturo Garcia-Costas attended from Albany

Jay Koh attend from NYGB

Committee member Frances Resheske was unable to attend.

Also present were Doreen Harris, President and CEO; Janet Joseph, Senior Vice President for Strategy and Market Development; John Williams, Vice President for Policy and Regulatory Affairs; Peter J. Costello, General Counsel and Secretary to the Authority; Pam Poisson, Chief Financial Officer; Sara L. LeCain, Senior Counsel and Secretary to the Committee and various other staff of the Authority.

Ms. Abbott called the meeting to order and noted the presence of a quorum. The meeting notice and agenda were forwarded to the Committee members on April 13, 2022, to the press on April 14, 2022 and a revised agenda was issued on April 21, 2022.

Ms. Abbott indicated that the first item on the agenda concerned the approval of the minutes of the thirty-second (32nd) meeting of the Committee, held on June 21, 2021.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee, the minutes of the thirty-second (32nd) meeting of the Committee, held on June 21, 2021 were approved.

Ms. Abbott indicated the next item on the agenda was to consider a resolution approving the proposed amendments to the Authority's Conflict of Interest Policy and asked General Counsel, Peter Costello to discuss this item. Mr. Costello asked the Committee to adopt a resolution approving an updated Conflict of Interest Policy and noted that the Policy revisions resolve inconsistencies with the Authority's Personnel Handbook, streamline the presentation of information, remove outdated information, and otherwise consist of non-substantive ministerial or clarifying changes. The policy is intended to supplement, but not replace, any applicable state and federal laws and regulations governing conflicts of interest applicable to Authority employees.

Chair Kauffman asked for confirmation that some of the revisions can be found elsewhere, which Mr. Costello confirmed. Chair Kauffman also asked for confirmation if any of the changes are substantive, which was also confirmed by Mr. Costello.

Whereafter, upon motion duly made and seconded, and by voice vote of the Committee, the following resolution was adopted.

Resolution No.

RESOLVED, that the Conflict of Interest Policy for Employees as presented at this April 26th, 2022 meeting, is hereby recommended for approval by the Board.

Ms. Abbott indicated that the next item on the agenda was a resolution to meet in executive session in order to review the results of the Annual Confidential Board Member Performance Evaluation.

Whereafter, upon motion duly made and seconded, and by voice vote of the Committee the following resolution was adopted.

Resolution No.

RESOLVED, that pursuant to Section 105 of the Public Officers Law, the Members of the New York State Energy Research and Development Authority shall convene in executive session on April 26, 2022 for the purpose to review the results of the Annual Confidential Board Member Performance Evaluation

The Committee entered into executive session.

Following the executive session, the meeting was reconvened in open session. Ms. Abbott confirmed that no formal action was taken during the executive session.

Ms. Abbot indicated the next item on the agenda was a resolution recommending the approval of the Annual Confidential Board Member Performance Evaluation.

Whereafter, upon motion duly made and seconded, and by voice vote of the Committee the following resolution was adopted.

Resolution No.

RESOLVED, that the Authority's Annual Confidential Board Member Performance Evaluation Report as presented at this April 26, 2022 meeting is hereby recommended for approval by the Board to be submitted pursuant to Section 2800 of the Public Authorities Law.

Ms. Abbott indicated the next item on the agenda was a report on the recent changes to the Open Meetings Law and asked General Counsel, Peter Costello to report this item. Mr. Costello reported that recent changes have been made to the Open Meetings Law to allow limited flexibility for Board Member attendance and noted that the law does not change or curtail the basic requirements of Open Meetings Law that were in place prior to the Pandemic. Mr. Costello continued on to clarify that the change is meant as an expansion in limited circumstances of the

use of remote attendance by one or more members in locations not physically open to the public. Mr. Costello highlighted that the law will require that the minimum number of members required to meet quorum requirements be physically present at one or more locations open to public attendance. In addition, Mr. Costello reported the law requires the Committee on Open Government to issue a report by January 1, 2024 assessing its effect and making any further recommendations around the uses of videoconferencing and the law will be deemed expired, unless extended on July 1, 2024.

Ms. Abbott indicated the next item on the agenda was other business. There being no other business, the meeting was adjourned.

Respectfully Submitted,

Sara L. LeCain
Secretary to the Committee