

NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY
Minutes of the 35th Governance Committee Meeting
Held October 3, 2022

Pursuant to a notice and agenda dated September 26, 2022, the thirty-fifth (35th) 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 Monday, October 3, 2022 at the Authority’s Albany Office located at 17 Columbia Circle, Albany, New York and the NY Green Bank (“NYGB”) Office located at 1333 Broadway, Suite 300, New York, New York. The two locations were connected by videoconference.

The following Members of the Committee were present:

Arturo Garcia-Costas, *Committee Chair* attend from NYGB

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

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

Sherburne Abbott attended from NYGB

Frances Resheske attended from NYGB

Jay Koh attended from NYGB

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

Committee Chair Garcia-Costas called the meeting to order and noted the presence of a quorum. Notice of this meeting was provided to the Committee Members on September 26, 2022 and to the press on September 29, 2022.

Committee Chair Garcia-Costas indicated that the first item on the agenda concerned the approval of the minutes of the thirty-fourth (34th) meeting of the Committee, held on June 28, 2022.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members, the minutes of the thirty-fourth (34th) meeting of the Committee, held on June 28, 2022 were approved.

Committee Chair Garcia-Costas indicated that the next item on the agenda was to consider and act upon a resolution recommending proposed amendments to the Authority's By-laws and asked General Counsel and Secretary to the Authority, Peter Costello to discuss this item.

General Counsel Costello described the proposed changes to the Authority's By-laws. First, Article II, Section 3 would be amended to provide more flexibility in the scheduling of meetings. Next, Article IV, would be amended to reconstitute the Senior Vice President for Strategy to the position of Chief Program Officer whose responsibilities will include the discharge of the Authority's programs and provision of strategic guidance in program development. Also in Article IV, the Vice President for Policy and Regulatory Affairs will be renamed the Executive Vice President for Policy and Regulatory Affairs and will be given the additional responsibility for ongoing performance management across the Authority. Lastly, conforming and ministerial changes will be made throughout the By-laws.

In response to an inquiry from Chair Kauffman, General Counsel Costello stated that the title change was to distinguish the fact that the Executive Vice President for Policy and Regulatory Affairs is a By-law Officer.

In response to an inquiry from Member Abbott, the Committee discussed the logistics of one of the revisions and added language qualifying the delegation of responsibilities by the President and CEO.

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

Resolution

RESOLVED, that the amendments to the Authority's By-laws as presented at this October 3, 2022 meeting, with such non-substantive, editorial changes and grammatical changes as the President and Chief Executive Officer, in their discretion, may deem necessary or appropriate, are hereby recommended for approval and adoption by the Board.

Committee Chair Garcia-Costas indicated that the next item on the agenda was to receive a report from the Authority's Diversity, Equity and Inclusion Program ("DEI"). This item was presented by DEI Officer, Michelle Andry and Senior Project Manager, Bianca Shaw.

Senior Project Manager Shaw discussed the Phase I and Phase II indicators that DEI will use to measure the Authority's progress. The Phase I indicators will focus on employee engagement and ensuring that every employee has the opportunity to build valuable skills while improving diversity and opportunity. In addition, the Phase II indicators will focus on building a greater sense of belonging and inclusion and ensuring a recruitment process that provides a fair shot in advancement for all of the Authority's employees.

In response to an inquiry from Committee Chair Garcia-Costas, Senior Project Manager Shaw confirmed that information obtained regarding reasons for employee resignation, which is obtained during the exit interview, will be part of the Phase I indicators.

In response to an inquiry from Chair Kauffman, Senior Project Manager Shaw indicated that the engagement survey had three categories of questions: culture, business outcomes, and employee value proposition. The last category included a question asking how the individual feels about their job with regard to the work they do.

In response to an inquiry from Member Abbott, Senior Project Manager Shaw indicated that the DEI team could review whether to include a question regarding the involvement of staff in recruitment or diversity hiring in the next round of the engagement survey. DEI Officer Andry explained that the one of the key questions in the engagement score asks whether the person would recommend the organization.

In response to an inquiry from Member Garcia-Costas, Senior Project Manager Shaw confirmed that the DEI team will be reviewing recruitment across the different demographics to determine retention.

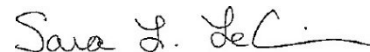
Next, DEI Officer Andry discussed some of the key areas DEI is working on in partnership with other teams at the Authority, including the 2022 Pay Equity Study; manager support; meeting quality and reduction; process streamlining; professional development; business unit-level engagement improvements; competency framework; organization-wide workload prioritization; and DEI training capacity. Lastly, it was noted that DEI will be renewing its engagement survey to help continuously align and refine the mentioned priority action areas.

In response to an inquiry from Chair Kauffman, Senior Project Manager Shaw explained that the term “metrics” was perceived negatively and instead the term “indicators” covered both the quantitative and qualitative piece of the outcomes and employee perceptions that are being measured.

Lastly, Committee Chair Garcia-Costas indicated that the last item on the agenda was other business. There being no other business, Committee Chair Garcia-Costas called for a motion to adjourn.

Whereafter, upon motion duly made and seconded, and by voice vote of the Committee Members present, the meeting was adjourned.

Respectfully submitted



Sara L. LeCain
Secretary to the Committee