

NYSERDA 34th Governance Committee Meeting
June 28, 2022
Clean Copy of Transcript

Arturo Garcia-Costas:

I call this meeting to order and note the presence of a quorum, a notice of the meeting was forwarded to Committee Members on June 16, 2022, and the Press on June 17, 2022. 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 forum. I would like to ask the Committee Members to introduce themselves. I am Arturo Garcia-Costas Chair of the Committee.

The Chair:

I'm Richard Kauffman, Chair of the Authority.

Vice Chair Bell:

I'm Charles Bell, Member of the Committee and Member of Board.

Frances Resheske:

Frances Resheske, Member of the Committee and Member of the Board.

Arturo Garcia-Costas:

And in Albany. Okay. Is there anyone there? No. Yes. And Shere is, is Shere joining us? Okay. Sherburne will be on via video conferencing once she can. Thank you. So the first time, the agenda is the approval of the minutes of the 33rd Committee meeting that was held on April 26, 2022. Are there any comments on the minutes? May I have a motion approving the minutes?

Vice Chair Bell:

So moved.

Arturo Garcia-Costas:

Second?

The Chair:

Second.

Arturo Garcia-Costas:

All in favor.

Members of the Committee:

Aye. Aye.

Arturo Garcia-Costas:

Any opposed? Seeing no opposition and the minutes have been approved. Thank you. The next item, the agenda is the review and approval of the Governance Committee Charter. This item was presented by Peter Costello. Peter.

Peter Costello:

Thank you Chair. Pursuant to the Public Authority's Accountability Act of 2005. Each of the Authority's Committees adopted Charters, setting forth each Committee's responsibilities. One of those responsibilities is to periodically review its Charter and determine what any amendment be made. These recommendations are then presented to the full Board for consideration and approval. Copy of the current Governance Committee Charter as with, with suggested amendments was included in your meeting package council's office, continually monitors, relevant guidance from the Authority's Budget Office, the Comptroller's Office, legislation and other Authority practices to determine whether to recommend any modifications. One of other Authority's reviewed include the New York Power Authority, Long Island Power Authority, Dormitory Authority, and the Environmental Facilities Corporation. Management is recommending a few changes to the Charter this year. First, the Charter will be updated with a ministerial change to more clearly describe the Authority's Conflict of Interest policies. Next language will be added to clarify the Committee's responsibilities with respect to the Board's annual self-evaluation. And lastly, the Committee will be given the responsibility of monitoring and making recommendations on the Authority's Diversity, Equity and Inclusion work. Happy to take any questions.

Arturo Garcia-Costas:

Any questions? All right. Hearing no questions. May I have a motion recommending approval of the Governance Committee Charter changes we just heard about.

Vice Chair Bell:

So moved.

Arturo Garcia-Costas:

Second?

Frances Resheske:

Second.

Arturo Garcia-Costas:

All in favor.

Members of the Committee:

Aye. Aye. Aye.

Arturo Garcia-Costas:

Any opposed? Hearing no opposition? The motion carries the proposed amendments to the Governance Committee Charter have been recommended for approval. Thank you. Next item on the agenda is the review of the Board Member Conflict of Interest policy. This item will also be presented by Peter Costello. Peter.

Peter Costello:

Thank you, Chair. Public Authority is law at Section 2824 Sub 7 stipulates that the Governance Committee of a State Public Authority is to examine ethical and Conflict of Interest issues.

Authority's Budget Office Guidance recommends that the Conflict of Interest policy of an Authority should be reviewed annually by Board Members to ensure that it meets the organization's needs and addresses any revisions in the law management is not recommending any amendments to be made at this time in making this recommendation, I have confirmed that there have no changes to the ethics laws, regulations, advisory opinions that would affect the Board Conflict of Interest policy. Additionally, Colleen Dawson, the author' ethics officer reviewed the Conflict of Interest policies of the New York Power Authority, Empire State Development, the Environmental Facilities Corporation and the Long Island Power Authority and determined that the Board Conflict of Interest policy is in alignment with those policies. Accordingly, the Members are being asked to recommend that the full Board adopt a resolution approving the Board Conflict of Interest policy, a copy of which was included in your materials. Happy to answer any questions.

Arturo Garcia-Costas:

Thank you, Peter. Before we turn any questions Shere Abbott has been able to join us via videoconferencing. Hello, Shere. Welcome.

Sherburne Abbott:

Sorry.

Arturo Garcia-Costas:

No problem. So are there any questions for Peter about the Conflict of Interest policy? Okay. hearing none. Do I have a motion to approve the policy or recommend the policy?

Vice Chair Bell:

So moved.

Arturo Garcia-Costas:

Thank you, a second?

Frances Resheske:

Second.

Arturo Garcia-Costas:

Okay. All in favor.

Members of the Committee:

Aye. Aye. Aye.

Arturo Garcia-Costas:

Any opposed? Hearing no opposition, the motion carries the Board Member Conflict of Interest policy has been recommended for approval to the full Board. Thank you. The next item on the agenda is the review of amendments to the Authority's. By-Laws. These amendments are necessary to incorporate recent changes made to the Open Meetings Law pertaining to how and when videoconferencing can be used by the Board to conduct a meeting of notes. A Member may only attend a Board meeting via videoconference from private location. When extraordinary

circumstances are present extraordinary circumstances include disability illness, other medical condition, caregiving responsibilities, military service, death of a relative or other urgent or unexpected circumstances that prevents physical attendance, extraordinary circumstance requests must be made to the Chair or the Chair's designee as soon as reasonably possible. After an extraordinary circumstance arises Members participating via video conference cannot use teleconferencing. That is audio only and must be heard, seen and identified while the meeting is being conducted prior to approving the proposed amendments of the By-Laws. The Board is required to conduct a Public hearing, authorizing the use of video conferencing. Are there any questions or recommended changes to the proposed amendments of the By-Laws?

Hearing? No. none. We will now break.

Peter Costello:

Sorry, Arturo. So we're actually early for the Public hearing. It's scheduled 12:30.

Arturo Garcia-Costas:

Okay.

Peter Costello:

And so it's only 12:10, so we could either break the Committee now until 12:30 or we could push the order and do the other matters that we would address up to you.

Arturo Garcia-Costas:

Given how far ahead we are, I would recommend that we actually just go ahead with the, the, the Committee agenda and then return when it's closer to time to start the public hearing. Is that amenable to the Committee?

Members of the Committee:

Yes.

Arturo Garcia-Costas:

Okay.

Peter Costello:

I think that takes us to the compensation schedule.

Arturo Garcia-Costas:

So go to compensation schedule, get my notes. Okay. So the next agenda item concerns a compensation schedule to be submitted as part of the Authority's annual report pursuant to Section 2800 of the Public Authority's law. Pam Poisson, the Authority's Chief Financial Officer will discuss this item. Pam.

Pam Poisson:

Thank you Chair. The compensation schedule is provided in accordance with the Public Authority's logs noted under this. The Authority is required to submit a compensation schedule that lists all employees in decision making or management positions whose salaries exceed

\$100,000 annually and to report their annual salary and compensation received for the fiscal year, just closed ending on March 31, 2022. In addition, the statute requires the Authority to submit biographical information for each employee included on the list. The report is found in your Board materials and the Members are asked to approve the submission of this information as part of the Authority's annual report. I will pause here and would be happy to answer any questions on this topic.

Arturo Garcia-Costas:

Are there any questions? Hearing none may I have a motion recommending approval of the compensation schedule and re recommending approval of the submission of the Vitae?

Vice Chair Bell:

So moved.

Arturo Garcia-Costas:

Second?

Frances Resheske & Sherburne Abbott:

Second.

Arturo Garcia-Costas:

Frances.

Sherburne Abbott:

Sorry.

Arturo Garcia-Costas:

Double teaming here. That's alright. All in favor?

Members of the Committee:

Aye. Aye.

Arturo Garcia-Costas:

Any opposed? Hearing none, the compensation schedule and Vitae have been recommended for approval. Thank you. We will move on to the next item on the agenda which is a report on the compensation of Authority's Officers, Pam will also discuss this item, Pam.

Pam Poisson:

Thank you Chair. The Public Authority's Law requires the Board to establish policies regarding the compensation of the Authority's Officers and within our By-Laws Article 3, Section 3 specifically requires Board approval of the Officers' compensation at the Board Member excuse the Board meeting last June, 2021. In order to calibrate and align the Officers' salaries with the rest of the nice service staff, the Members adopted a resolution to authorize a formulaic adjustment to the Officers' compensation. As a result, the Officers' salaries are now calculated based on the salary cap for the "M7" salary range within the overall State in management confidential employee salary guidance.

At the time that resolution was passed, the Board requested that NYSERDA periodically confirm that that above formula reasonably aligns with practices at similar organizations, such a review was thus conducted over the past few months. The results of which do confirm that the approved formula still aligns with other New York State entities practices. The data that was utilized was public information from the most recently reliably available year of 2020, and the group of comparison organizations was determined based on similar scopes of work budget that ranges plus or minus reasonable range from nice service and also governmental or quasi-governmental organizations. And that is largely consistent with the approach that was taken last year. The identified not only that we still comport with those other organizations' practices overall. It did identify that the salary levels of those entities may be slightly higher than those, a nice service current structure, but importantly, the overall relationship of the Officers to the staff is, is largely consistent.

So we are staying in line with what comparable organizations have been doing based on that. No adjustments are recommended to the current formulas at this time, but we will continue to monitor this on a regular basis. Additionally, as nicely is going to be conducting a pay equity and job study as part of its existing plans of which the Board is aware we intend to leverage that, to help refine the approach to the annual officer pay structure, to provide this Committee with additional information about practices at other organizations. Those are the highlights of the report found in your materials. Let me pause and see if there are questions.

Arturo Garcia-Costas:

Are there any questions for Pam?

Arturo Garcia-Costas:

Thank you, Pam.

Arturo Garcia-Costas:

So next we will we'll turn to the Chair to discuss the Chair of the Authority to discuss a proposed adjustment to one Officer salary, Richard.

The Chair:

All right. Sorry. Lot of okay. So yes. Okay. All right. Thank you. Thank you for that report. The Authority's' compensation practice is to provide its employees with compensation comparable to that provided to State management confidential MC employees, which we just talked about. The officer are considered exempt employees for purposes of compensation. And for article three, section three of the By-Laws, the Officers' compensation is set by the Board to ensure that the salaries are consistent among the Officers. The Board's requested to approve an adjustment to the salary for the chief financial officer calibrate the Officers' salaries to be consistent relative to one another proposed resolution would authorize an adjustment with chief financial Officers' compensation. This would make the salary equal to the salary and the vice president for policy and regulatory affairs and the secretary and general counsel in consistent with the salary approved for the former position of treasurer, including a commensured periodic adjustment going forward consistent with the formulaic structure approved in June, 2021, which we've just discussed.

Arturo Garcia-Costas:

So are there any questions for Richard about that specific adjustment? May I have a motion recommending approval of the salary adjustment to the Chief Financial Officer?

Vice Chair Bell:

So moved.

Sherburne Abbott:

Second.

Arturo Garcia-Costas:

Did we get a second?

Sherburne Abbott:

Yeah, yeah. I second.

Arturo Garcia-Costas:

Alright. Shere Abbott was second. The salary increase for the Chief Financial Officer has been recommended to the full Board for approval. Thank you. So we're still looks to me like we're still running pretty, pretty fast through this. So we have 15 minutes until the hearing is supposed to begin. I actually suggest that we go ahead and break now until the hearing is supposed to begin. And then after the hearing we can see if there's any other business than adjourn. Does that make sense? Okay. So for the moment we are going to take a break. And I, I guess we, are we adjourning temporarily

Sara LeCain:

We're pausing.

Arturo Garcia-Costas:

Yeah, we are. We are pausing at the moment for 15 minutes until we begin the public hearing. Thank you.

Arturo Garcia-Costas:

Good afternoon. My name's Arturo Garcia-Costas. I'm the Chair of the Authority's' Governance Committee as a result of changes to the Open Meetings Law, the Authority is required to conduct today's Public hearing to receive comments on proposed amendments to the Authority's By-Laws that pertain to the use of video conferencing by the Board copy of the Notice of Public hearing and the proposed amendments appear on NYSERDA's website under the Board and Committee meetings and webcasts section. These amendments are necessary to incorporate recent changes made to the Open Meetings Law pertaining to how and when videoconferencing can be used by the Board to conduct a meeting of note, a Member may only attend a Board meeting via videoconference from a private location when extras, extraordinary circumstances are present, extraordinary circumstances include disability illness, other medical condition, caregiving responsibilities, military service, death of a relative or other urgent or unexpected circumstances that prevents physical attendance. An extraordinary circumstance request must be made to the Chair or the Chair's designee as soon as reasonably possible. After an extraordinary

circumstance arises Members participating via videoconference cannot use teleconferencing that is out audio only and must be heard, seen, and identified while the meeting is being conducted at this time. We welcome public comments. Thank you.

Thank you. This concludes the public hearing. We will now reconvene Governance Committee meeting as the last item, essentially. Any other business? Let's take a motion. Okay. Okay. I apologize. May I have a motion recommending approval of the amendments to the Authority's By-Laws.

Vice Chair Bell:

So moved.

Arturo Garcia-Costas:

Thank you, all in favor.

Members of the Committee:

Aye. Aye. Aye.

Arturo Garcia-Costas:

Any opposed? H=Hearing none. The proposed amendments to the Authority's By-Laws have been recommended for approval. Thank you. So the next and last item of business on the agenda is other business. So is there other, any other business that the Committee Members want to bring for the Committee? At this time hearing none may have a motion to adjourn?

Vice Chair Bell:

So moved.

Arturo Garcia-Costas:

All in favor.

Members of the Committee:

Aye. Aye.

Arturo Garcia-Costas:

Any opposed? Hearing no opposition, the meeting is adjourned.