MINUTES OF THE TENTH MEETING OF THE
GOVERNANCE COMMITTEE
HELD ON APRIL 18, 2011

Pursuant to notice dated April 6, 2011, the tenth (10th) meeting of the Governance Committee ("Committee") of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY ("Authority") was convened in the Authority's Albany office at 17 Columbia Circle, Albany New York and by video conference in the New York City office at 485 Seventh Avenue, 10th floor, New York, New York, on Monday, April 18, 2011, at 10:00 a.m.

The following members of the Committee were present in Albany unless otherwise indicated:

David D. Elliman, Chair (by video conference from New York City)
Vincent A. DeIorio, Esq., ex officio
George F. Akel, Jr.
Mark A. Willis

Also present were Francis J. Murray, Jr., President and CEO; Robert G. Callender, Vice President for Operations and Energy Services; Janet Joseph, Vice President for Technology and Strategic Planning; Jeffrey J. Pitkin, Treasurer; Hal Brodie, Esq., General Counsel; Sara L. LeCain, Esq., Senior Counsel and Secretary to the Governance Committee; and various other staff of the Authority.

Mr. Elliman called the meeting to order and noted the presence of a quorum.

The first item on the agenda concerned the approval of the minutes of the ninth (9th) meeting of the Governance Committee held on January 24, 2011.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote, the minutes of the ninth (9th) meeting of the Governance Committee were approved.

The Chair indicated that the next item on the agenda concerned annual Board Member self-assessments. The Committee is asked to review the results of the Board performance evaluation as required by Section 2800 of the Public Authorities Law. The evaluation questionnaire was sent to the Members in February 2011. Staff compiled the results and forwarded a summary to the Members. The Committee is tasked with reviewing the results and determining what if any recommendations should be made with respect to the Board's policies and procedures. Any recommendations made by the Committee will be presented to the full Board at the June 2011 meeting.

In response to an inquiry from Mr. Willis, Mr. Brodie indicated that the Committee has the authority to change the questions asked as part of the evaluation. Mr. Willis and Mr. Elliman indicated that they would like to review the questions and make some amendments prior to the Board's 2012 evaluation.

In response to an inquiry from Mr. Willis, Mr. Murray stated that the New York Open Meetings Law ("OML") governs when a committee or board may enter into executive session, which includes discussions regarding information that is protected by personal privacy laws and the employment of particular individual. Discussions regarding board member evaluations are not listed as a reason for entering into executive session.

Mr. Murray indicated that the Committee could make a recommendation to the Authorities Budget Office and the Legislature that the rules governing executive sessions should be amended to include an exception for discussions regarding board member evaluations. Mr. Willis expressed his support for such an exception as these types of discussions are difficult to have in open session. Chair DeIorio suggested that staff solicit comments from the Members on the evaluation procedures and then the Committee will decide whether a recommendation to amend the OML is appropriate. Chair DeIorio indicated that there may be another option that

would allow the Committee to discuss the evaluation results outside of a public meeting without having to amend the OML.

Chair DeIorio also suggested that it would be timely for the Authority to hold another Member training session that would provide the Members with a review of their duties, including an update on their new responsibilities under the Public Authorities Reform Act of 2009. Mr. Willis concurred with the Chair's suggestion.

Mr. Elliman stated that the last agenda item concerned other business. There being no further business, upon motion duly made and seconded, and by unanimous voice vote of the Committee members, the meeting was adjourned.

Respectfully submitted,

Sara L. LeCain
Secretary to the Committee

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New York State Energy Research and Development Authority
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NOTICE OF MEETING AND AGENDA

April 6, 2011

TO THE MEMBERS OF THE GOVERNANCE COMMITTEE:

PLEASE TAKE NOTICE that the tenth (10th) meeting of the GOVERNANCE COMMITTEE of the New York State Energy Research and Development Authority will be held in the Authority's Albany Office at 17 Columbia Circle, Albany, New York, and by video conference in the Authority's New York City Office at 485 Seventh Avenue, 10th floor, New York, New York, on Monday, April 18, 2011, commencing at 10:00 a.m., for the following purposes:

1. To consider the Minutes of the 9th meeting held on January 24, 2011.

2. To discuss the results of the Board performance evaluations.

3. To transact such other business as may properly come before the meeting.

Members of the public may attend the meeting at either of the above locations. In accordance with guidance from the Office of Taxpayer Accountability, the Authority will be posting a video of the meeting to the web within two business days of the meeting. The video will be posted at http://www.nyserda.org/governancemeetings2.asp.

Sara L. LeCain
Secretary to the Governance Committee

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