

NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY  
Minutes of the 41<sup>st</sup> Governance Committee Meeting  
Held on June 24, 2024

Pursuant to a notice and agenda dated June 13, 2024, the forty-first (41<sup>st</sup>) meeting of the Governance Committee (the “Committee”) of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (the “Authority”) was convened at 10:30 a.m. on Monday, June 24, 2024 at the Authority’s Albany Office located at 17 Columbia Circle, Albany, New York and at 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:

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

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

Sherburne Abbott attended via videoconference

Jay Koh attended from NYGB

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

The Chair called the meeting to order and noted the presence of a quorum. Member Abbott participated by videoconference as per the extraordinary circumstances exception under the New York Open Meetings Law and the Authority’s By-laws. Notice of this meeting was provided to the Committee Members and to the press on June 13, 2024.

The Chair indicated that the first item on the agenda concerned the approval of the minutes of the fortieth (40<sup>th</sup>) meeting of the Committee, held on April 29, 2024.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members, the minutes of the fortieth (40<sup>th</sup>) meeting of the Committee, held on April 29, 2024 were approved.

The Chair indicated that the next item on the agenda was the annual review of the Governance Committee Charter. The Chair stated that pursuant to the Public Authorities 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, if any amendments need to be made. These recommendations are then presented to the Board for consideration and approval. Counsel's Office continually monitors relevant guidance from the New York State Budget Office; the New York State Comptroller's Office; legislation; and other authority practices to determine whether to recommend any modifications. In addition, staff reviews the Charter of other authorities including the New York Power Authority; the Long Island Power Authority; the New York Dormitory Authority; and the New York State Environmental Facilities Corporation. Management did not recommend any changes to the Governance Committee Charter.

In response to an inquiry from the Chair, Member Koh explained that the connection between the Governance Committee and internal audit is complimentary. The Governance Committee is a committee of Board Members that looks to the engagement of the Board and how it interacts with management, and internal audit reports directly to the Board.

In response to an inquiry from Member Abbott, General Counsel and Secretary to the Authority Peter Costello explained that the Whistleblower Policy is managed by the Director of Internal Audit, General Counsel, and an external party, like the Authorities Budget Office.

In response to an inquiry from Member Abbott, General Counsel Costello indicated that the Governance Committee could be involved in an investigation and may be kept apprised of progress. The Whistleblower Policy states that any results of any investigations are reported to the Governance Committee. In addition, General Counsel Costello explained that if the General

Counsel were subject to the investigation, the General Counsel would be recused from any of those discussions.

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

#### Resolution No. 84

RESOLVED, that the Authority's Governance Committee Charter as presented to the Members for consideration at this June 24, 2024 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, is recommended for adoption and approval by the Board.

The Chair indicated that the next item on the agenda was the consideration of the Authority's compensation schedule and asked the Authority's Chief Financial Officer, Pam Poisson to discuss this item. Due to technical computer issues a change was made to the order of the items on the agenda to allow time to access the materials.

The Chair indicated that the next item on the agenda was proposed amendments to the Authority's Whistleblower Policy. General Counsel Costello stated that Public Authorities Law Section 2824(1)(e) stipulates that the Board "establish written policies and procedures on personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Board Member of the Authority." The Governance Committee is responsible for reporting to the Members on significant and material matters related to reviewing ethics standards and whistleblower protections. The Whistleblower Policy is based on the Authorities Budget Office ("ABO") recommended guidance and model policy which requires the ABO, in consultation with the Office of the Attorney General to develop a whistleblower access and assistance program and for authorities to adopt and adhere to whistleblower policies.

Next, General Counsel Costello explained that the proposed revisions to the Whistleblower Policy align with the intent of the Internal Control Manual revisions the Board Members approved

in October 2023. As part of those revisions, the Whistleblower Policy was removed from the Internal Control Manual to become a standalone policy with the intent on making the Manual not just more current, but also more understandable. Revisions clarify the complaint reporting process, streamline the investigation procedures, remove an outdated statutory reference, and add statutory language. The Authority's Ethics Officer compared the Whistleblower Policy revisions against the New York Power Authority, Environmental Facilities Board, and the Long Island Power Authority's whistleblower and anti-retaliation policies and found to significant differences.

In response to an inquiry from Vice Chair Bell, General Counsel Costello indicated that the Whistleblower Policy is on a SharePoint site that has all the Authority's policies and procedures on it and through staff communication as well.

In response to an inquiry from the Chair, General Counsel Costello stated that there have not been calls to the Authority's hotline in quite some time.

In response to an inquiry from the Chair, General Counsel Costello explained that General Counsel, the Director of Internal Audit and the President and CEO are notified, an investigation begins, it goes to the Inspector General ("IG"), and then the Committee receives a full report.

In response to an inquiry from Vice Chair Bell, General Counsel Costello stated that the hotline is public, and is for fraud and abuse, therefore anyone can be a whistleblower. In addition, General Counsel Costello indicated that there is a statute requiring reporting to the IG if it falls within their definition of wrongdoing.

In response to an inquiry from Member Abbott, General Counsel Costello explained that if someone blew the whistle on data analytics it would depend on what the intent behind the data manipulation was and stated that the IG definition does not include scientific integrity.

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

#### Resolution No. 85

RESOLVED, that the Whistleblower Policy and Procedures submitted to the Members for consideration at this June 24, 2024 meeting is recommended to be adopted and approved by the Board.

The Chair indicated that the next item on the agenda was the consideration of the Authority's compensation schedule. The Authority's Chief Financial Officer, Pam Poisson stated that in accordance with Public Authorities Law, the Authority is required to submit a compensation schedule that lists all employees in decision-making or management positions whose salaries exceed \$100,000 and to report their annual salary and compensation received for the fiscal year. Consistent with past practice this schedule reflects all cash compensation, including items such as retroactive adjustments for general salary increases consistent with published guidance from the New York State Division of Budget. In addition, the statute requires the Authority to submit biographical information for each employee included on the list. The Members are asked to approve the submission of this information as the Authority's annual report.

In response to an inquiry from Member Koh, CFO Poisson confirmed that the compensation schedule was in accordance with the requirements to report these salaries and that the compensation is in accordance with the agreed upon process and procedures of the Authority as approved by the Board.

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

#### Resolution No. 86

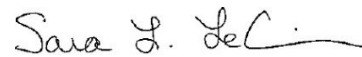
RESOLVED, that the Authority's compensation schedule presented at this June 24, 2024 meeting is hereby recommended for approval by the Board as the compensation schedule to be submitted pursuant to Section 2800 of the Public Authorities Law; and

BE IT FURTHER RESOLVED that the attached vitae are recommended for approval by the Board for submission under Section 2800 of the Public Authorities Law.

The Chair indicated that the last item on the agenda was other business. There being no other business, The Chair called for a motion to adjourn.

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

Respectfully submitted

A handwritten signature in cursive script, reading "Sara L. LeCain".

Sara L. LeCain  
Secretary to the Committee



**NYSERDA**

**KATHY HOCHUL**  
Governor

**RICHARD L. KAUFFMAN**  
Chair

**DOREEN M. HARRIS**  
President and CEO

**NOTICE OF MEETING AND AGENDA**

June 12, 2024

TO THE MEMBERS OF THE GOVERNANCE COMMITTEE:

PLEASE TAKE NOTICE that the forty-first (41<sup>st</sup>) meeting of the GOVERNANCE COMMITTEE of the New York State Energy Research and Development Authority (“Authority”) will be held at 17 Columbia Circle, Albany, New York, and at the NY Green Bank Office located at 1333 Broadway, New York, New York on Monday, June 24, 2024, commencing at 1:00 p.m. for the following purposes:

1. To consider the Minutes of the 40<sup>th</sup> meeting held on April 29, 2024.
2. To consider and act upon a resolution recommending approval of the Governance Committee Charter.
3. To consider and act upon a resolution recommending approval of the compensation schedule.
4. To consider and act upon a resolution recommending approval of the Authority’s Whistleblower Policy.
5. To transact such other business as may properly come before the meeting.

Members of the public may attend the meeting at any of the above locations or via the video conference which can be accessed at <https://www.nyserda.ny.gov/About/Board-Governance/Board-and-Committee-Meetings>.

The Authority will be posting a video and a transcript of the meeting to the web as soon as practicable after the meeting. The video and transcript will be posted at <http://www.nyserda.ny.gov/About/Board-Governance/Board-and-Committee-Meetings>.

Sara L. LeCain  
Secretary to the Governance Committee

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