

NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY  
Minutes of the 43<sup>rd</sup> Governance Committee Meeting  
Held on January 29, 2025

Pursuant to a notice and agenda dated January 17, 2025, the forty-third (43<sup>rd</sup>) meeting of the Governance Committee (the “Committee”) of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (the “Authority”) was convened at 11:30 a.m. on Wednesday, January 29, 2025 at the NY Green Bank (“NYGB”) Office located at 1333 Broadway, Suite 300, New York, New York and at the Authority’s Albany Office located at 17 Columbia Circle, Albany, New York. The two locations were connected by videoconference.

The following Members of the Committee were present:

Dale Bryk, *Committee Chair* attended from NYGB

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

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

Sherburne Abbott 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; 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.

Committee Chair Bryk called the meeting to order and noted the presence of a quorum. Notice of this meeting was provided to the Committee Members on January 17, 2025 and to the press on January 21, 2025.

Committee Chair Bryk indicated that the first item on the agenda concerned the approval of the minutes of the forty-second (42<sup>nd</sup>) meeting of the Committee, held on October 23, 2024.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members, the minutes of the forty-second (42<sup>nd</sup>) meeting of the Committee, held on October 23, 2024, were approved.

Committee Chair Bryk indicated that the next item on the agenda was a resolution to meet in executive session for the purpose of discussing the employment history of a particular person.

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

#### Resolution No. 87

RESOLVED, that pursuant to Section 105 of the Public Officers Law, the Governance Committee shall convene in executive session on January 29, 2025 for the purpose of discussing the employment history of particular persons.

Following the executive session, Committee Chair Bryk reconvened the meeting in open session and confirmed that no formal action was taken during the executive session.

Committee Chair Bryk indicated that the next item on the agenda was a proposed minor update to the calculation of Officer compensation. The Authority's Chief Financial Officer, Pam Poisson stated that the Authority regularly evaluates grade and title structures and staffing models to ensure that they remain up to date, market competitive, and aligned with New York State government constructs. CFO Poisson reported that there were minor updates to the Authority's grading title structure based on the latest evaluation and requested that the Committee approve the resulting cross impacts to the Officers' salary formula which is approved by the Board.

Next, CFO Poisson stated that the Authority's overall practice is to provide employees with compensation comparable to that provided to those serving in the State's Management/Confidential ("M/C") roles or similar roles. Within that construct, the Authority has not fully utilized the full range of available grades and salary ranges that are available to those in New York State government.

Next, CFO Poisson reported that as the Authority is updating its practices to better utilize the full range of grades and thus provide much needed flexibility to match positions with the work that needs to occur. CFO Poisson noted two specific changes: the first is that the Authority is filling in gaps in its overall position and title structure to better align the spacing between levels with prevailing market conditions which should provide clearer career pathways, and the second is to begin using the M8 category, which is part of the State's Management /Confidential schedule, in the Authority's grade structure.

Lastly, CFO Poisson stated that the Authority will set specific criteria around which positions would qualify for the M8 level and provide visibility to the Board through its annual budgeting process to allow for input and approval. As this update is made, there are minor corollary effects to Officer compensation that the Board approves per the Public Authorities Law and the Authority's By-laws. This is consistent with prior actions, most recently in April of 2021 and April of 2023 taken by the Board with respect to Officer compensation. As proposed, this change would be effective on or about April 1, 2025, to correspond with the exact date published by the State for annual increases in the overall grade structure for the State.

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

#### Resolution No. 88

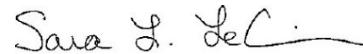
RESOLVED, that the salaries for the President and CEO, the Chief Program Officer, the Executive Vice President for Policy and Regulatory Affairs, the Chief Financial Officer, and the Secretary and General Counsel, will, for NYS fiscal year 2026 forward, be calculated using the "NYSERDA M8 Total Cash Compensation Cap" as the basis for calculation, are hereby recommended for approval by the Board as follows:

- NYSERDA M8 total cash compensation cap + 3% for the Executive Vice President for Policy and Regulatory Affairs, Chief Financial Officer, and General Counsel & Secretary;
- NYSERDA M8 total cash compensation cap + 6% for the Chief Program Officer; and
- NYSERDA M8 total cash compensation cap + 9% for the President & CEO.

Committee Chair Bryk indicated that the last item on the agenda was other business. There being no other business, Committee Chair Bryk 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". The signature is written in dark ink and is positioned above the printed name and title.

Sara L. LeCain  
Secretary to the Committee

## **NOTICE OF MEETING AND AGENDA**

January 17, 2025

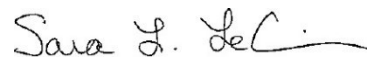
TO THE MEMBERS OF THE GOVERNANCE COMMITTEE:

PLEASE TAKE NOTICE that the forty-third (43<sup>rd</sup>) meeting of GOVERNANCE COMMITTEE of the New York State Energy Research and Development Authority (“Authority”) will be held at the NY Green Bank Office located at 1333 Broadway, New York, New York and at 17 Columbia Circle, Albany, New York, on Wednesday, January 29, 2025, commencing at 11:30am., for the following purposes:

1. To consider and act upon the Minutes of the 42<sup>nd</sup> meeting of the Governance Committee held on October 23, 2024.
2. To consider and act upon a resolution to enter into executive session to discuss the employment history of a particular person.
3. To consider and act upon a resolution recommending approval of Officer compensation.
4. To transact such other business as may properly come before the Committee.

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.nyserdera.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.nyserdera.ny.gov/About/Board-Governance/Board-and-Committee-Meetings>.

A handwritten signature in black ink, reading "Sara L. LeCain".

Sara L. LeCain  
Secretary to the Committee

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