

**NYSERDA 30<sup>th</sup> Governance Committee Meeting**  
**June 22, 2020**  
Clean Copy Transcript

**Sherburne Abbott:**

I note the presence of a quorum. A notice of a meeting was forwarded to committee members and press on June 10, 2020. This meeting is being conducted by video conference. The Authority will post a video and transcript of the meeting on the web. To confirm that we have a quorum, I would like to ask Sara LeCain, Secretary of the Committee, to conduct a roll call of each of the Committee members in attendance.

**Sara LeCain:**

Thank you, Chair Abbott. I will first note your attendance and now take the remainder of a roll call. When I call your name, please indicate present. Authority Chair, Richard Kauffman.

**Richard Kauffman:**

Present.

**Sara LeCain:**

Chuck Bell.

**Charles Bell:**

Present.

**Sara LeCain:**

Jay Koh.

**Jay Koh:**

Present.

**Sara LeCain:**

Mark Willis.

**Mark Willis:**

Present.

**Sara LeCain:**

There are five members in attendance. Therefore we have a quorum.

**Sherburne Abbott:**

Thank you, Sara.

The first item on the agenda is the approval of the Minutes of the 29th Committee meeting that was held on June 26, 2019.

Are there any comments on the Minutes?

**Richard Kauffman:**

I have none.

**Sherburne Abbott:**

No? I have none either.

May I have a motion to approve the Minutes?

**Mark Willis:**

So moved.

**Charles Bell:**

Second. second.

**Sherburne Abbott:**

Okay. When Sara calls your name, please indicate whether you are in favor by saying "Aye" or opposed by stating "No".

**Sara LeCain:**

Thank you. When I call each name, please indicate your vote.

Committee Chair, Shere Abbott.

**Sherburne Abbott:**

Aye.

**Sara LeCain:**

Authority Chair Richard Kauffman.

**Richard Kauffman:**

Aye.

**Sara LeCain:**

Chuck Bell.

**Charles Bell:**

Aye.

**Sara LeCain:**

Jay Koh.

**Jay Koh:**

Aye.

**Sara LeCain:**

Mark Willis.

**Mark Willis:**

Aye.

**Sara LeCain:**

Thank you. The Minutes have been approved.

**Sherburne Abbott:**

Thank you, Sara.

The next item on the agenda is the review and approval of the Governance Committee Charter. This item will be presented by Peter Costello. Peter?

**Peter Costello:**

Thank you, Chair Abbott. 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 these responsibilities is to periodically review its charter and determine what if any amendments need to be made. These recommendations, if any, would then be presented to the full Board for approval at its meeting tomorrow.

A copy of the current Governance Committee Charter was included in your meeting package. Management has not recommended any changes to the Governance Committee Charter at this time.

**Richard Kauffman:**

So Pete, I have a question on this. I think I ask this every year. So the process in coordinating with other authorities that have similar governance structures, do we look, do we coordinate charters? And, for that matter, are there efforts to coordinate or look at charters that may exist and others that have authorities?

**Peter Costello:**

So this is my first run of the review of the charter. So I have not personally done any of that, but we could certainly undertake that type of effort. I don't know, Sara, if you've got perspective on that?

**Sara LeCain:**

We do periodically check other charters and we also have developed our charters in conformance with the Authority's Budget Office guidance.

**Richard Kauffman:**

Okay. That's great. Thank you.

**Peter Costello:**

Any other questions for me? [Pause]. Okay. With that I'll turn it back to Chair Abbott.

**Sherburne Abbott:**

May I have a motion recommending approval of the Governance Committee Charter?

**Charles Bell:**

So moved.

**Jay Koh:**

Second.

**Sherburne Abbott**

Okay. So when Sara calls your name, please indicate whether you are in favor by stating "Aye" or opposed by stating "No".

**Sara LeCain:**

Thank you. When I call each name, please indicate your vote.

Committee Chair Shere Abbott.

**Sherburne Abbott:**

Aye.

**Sara LeCain:**

Authority Chair Richard Kauffman.

**Richard Kauffman:**

Aye.

**Sara LeCain:**

Chuck Bell.

**Chuck Bell:**

Aye.

**Sara LeCain:**

Jay Koh.

**Jay Koh:**

Aye.

**Sara LeCain:**

Mark Willis.

**Mark Willis:**

Aye.

**Sara LeCain:**

The Charter has been recommended for approval.

**Sherburne Abbott:**

Thank you, Sara. The next agenda item is, concerns a compensation schedule to be submitted as part of the Authority's Annual Report pursuant to Section 2800 of the Public Authorities Law. Jeff Pitkin, the Authority's Treasurer, will discuss this item. Jeff?

**Jeff Pitkin:**

Good afternoon, everyone. In accordance with Public Authorities Law Section 2800, the Authority is required to submit a compensation schedule that lists all employees in decision making or management positions whose salaries exceed one hundred thousand dollars. In addition, Section 2800 requires the Authority to submit biographical information for each employee included on the list. I'll note that the compensation schedule lists both each individual's annual salary, as well as the actual compensation that they receive during the fiscal year ending March 31, 2020. So in some instances people's actual compensation was lower and other in a few other instances, it was higher. If those employees were eligible to receive performance-based one time, lump sum payments that were made during the period. The Members are asked to approve the submission of this information as part of the Authority's Annual Report. And I'd be happy to answer any questions that you may have.

**Sherburne Abbott:**

Are there any questions? [Pause]. Hearing none may I have a motion recommending approval of the compensation schedule and recommending approval of submission of the vitae?

**Mark Willis:**

So moved.

**Sherburne Abbott:**

Second?

**Richard Kauffman:**

Second.

**Sherburne Abbott:**

When Sara calls your name, please indicate whether you're in favor by stating "Aye" or opposed by stating "No."

**Sara LeCain:**

Thank you. When I call each name, please indicate your vote.

Committee Chair Shere Abbott.

**Sherburne Abbott:**

Aye.

**Sara LeCain:**

Authority Chair Richard Kauffman.

**Richard Kauffman:**

Aye.

**Sara LeCain:**

Chuck Bell.

**Charles Bell:**

Aye.

**Sara LeCain:**

Jay Koh.

**Jay Koh:**

Aye.

**Sara LeCain:**

Mark Willis.

**Mark Willis:**

Aye.

**Sara LeCain:**

The compensation schedule and vitae are recommended for approval.

**Sherburne Abbott:**

Thank you. The next agenda item concerns a resolution to convene in private session. Section 108 of the Public Officers Law authorizes the Members to convene in private session in order to review a matter made confidential by State law. Section 2800 of the Public Authorities Law requires that the Authority conduct an annual confidential board member performance evaluation. Since the law states that the annual board member performance evaluation is confidential, it may be discussed by the Members in private session.

May I have a motion recommending approval to convene in private session for the purpose of reviewing the Annual Confidential Board Member Performance Evaluation Report?

**Richard Kauffman:**

So moved.

**Sherburne Abbott:**

Second?

**Jay Koh:**

Second.

**Sherburne Abbott:**

When Sara calls your name, please indicate whether you are in favor by stating “Aye” or opposed by stating “No”.

**Sara LeCain:**

Thank you. When I call each name, please indicate your vote.

Committee Chair Shere Abbott.

**Sherburne Abbott:**

Aye.

**Sara LeCain:**

Authority Chair Richard Kauffman.

**Richard Kauffman:**

Aye.

**Sara LeCain:**

Chuck Bell.

**Charles Bell:**

Aye.

**Sara LeCain:**

Jay Koh.

**Jay Koh:**

Aye.

**Sara LeCain:**

Mark Willis.

**Mark Willis:**

Aye.

**Sara LeCain:**

The private session has been approved.

**Sherburne Abbott**

Thank you. The Members will now enter into a private session. During that time, the webcast will remain up. Upon your return, our return, we will reconvene the meeting.

I just have a question about this, which is we have to go into a different video?

**Sara LeCain:**

Yes, there's a second link and I will be starting that one and then you'll come back to this one.

**Sherburne Abbott:**

So I'm not sure I have that second link. Do you, did you send that second link?

**Sara LeCain:**

It should be in the meeting invitation, but I can send it again right now.

**Sherburne Abbott:**

In the one that logged us into this, this session.

**Sara LeCain:**

Yes.

**Sherburne Abbott:**

Oh, okay. Then I can get into that. I probably didn't read down far enough. Okay. I will go back.

**Richard Kauffman:**

And so do we log out of this and one and then log back in or keep this one open?

**Sara LeCain: (09:24):**

It will, you'll have to log back into the session when you're done, but this session will stay open.

**Sherburne Abbott:**

Do we hit X here and leave the event?

**Sara LeCain:**

Yes.

**Sherburne Abbott:**

Okay. Okay.

[Members entered into Private Session and the Webcast remained open.]

**John Campagna:**

Alright. Welcome back, everyone. Recording has been restarted, but whenever you're ready,

**Sherburne Abbott: (10:00):**

My video won't connect, but perhaps that's not necessary. Can you hear me, John?

**John Campagna:**

Yeah, we can hear you, Shere.

**Sherburne Abbott:**

Okay. Is that okay? Just to be on, do I have to be on video?

**John Campagna:**

That's a Sara question.

**Sara LeCain:**

That's okay.

**Sherburne Abbott**

Okay. Cause it's saying that it won't, it won't WebEx is denying it. Okay.

The Committee was, the Committee that meeting has reconvened in open session. No action was taken during the private session.

The next item is the Committee is asked to recommend approval of the Annual Confidential Board Member Performance Evaluation Report, which was reviewed during the private session.

Is there any discussion? [Pause].

Okay. May I have a motion recommending approval of the Annual Confidential Board Member Performance Evaluation Report?

**Charles Bell:**

So moved.

**Richard Kauffman:**

Second.

**Sherburne Abbott:**

When Sara calls your name please indicate whether you are in favor by stating "Aye" or opposed by stating "No".

**Sara LeCain:**

Thank you. When I call each name, please indicate your vote.

Committee Chair Shere Abbott

**Sherburne Abbott:**

Aye.

**Sara LeCain:**

Authority Chair Richard Kauffman.

**Richard Kauffman:**

Aye.

**Sara LeCain:**

Chuck Bell.

**Chuck Bell:**

Aye.

**Sara LeCain:**

Jay Koh.

**Jay Koh:**

Aye.

**Sara LeCain:**

Mark Willis. [Pause]. Mark Willis

**Mark Willis:**

Aye. Can you hear me?

**Sara LeCain:**

Yes. Thank you. The evaluation report has been recommended for approval.

**Sherburne Abbott:**

Thank you. The last item is other business. Are there any other matters the Members wish to discuss?

**Richard Kauffman:**

I have none.

**Sherburne Abbott:**

Hearing no other interventions. May I have a motion to adjourn?

**Jay Koh:**

So moved.

**Richard Kauffman:**

Second.

**Sherburne Abbott:**

All in favor?

**Committee Members:**

Aye.

**Sherburne Abbott:**

Opposed? [Pause]. The meeting is adjourned. See you tomorrow.

**Various:**

Thank you. See you tomorrow.