

NYSERDA'S 44TH GOVERNANCE COMMITTEE MEETING

April 28, 2025

Clean Copy of Transcript

Dale Bryk:

Welcome everyone. I call this meeting to order and note that we have the presence of a quorum. A notice of this meeting was forwarded to the Committee members on April 16th, 2025, and to the press on April 17th, 2025. This meeting is being conducted by video conference. The Authority will post a video and a transcript of the meeting on the web. To confirm that we have a quorum, I'd like to ask each of the Committee members to introduce themselves. And I'll start. I'm Dale Bryk, Chair of the Governance Committee.

Jay Koh:

Jay Koh Member of the Committee Member of the Board.

Sherburne Abbott:

Shere Abbott, Member of the Committee. Member of the Board.

Charles Bell:

Chuck Bell, Member of the Committee. Acting Chair of the Authority.

Dale Bryk:

Thank you. Alright, first order is to approve the minutes of the 43rd meeting, which was held on January 29th, 2025. Does anybody have comments on the minutes? Alright, may I have a motion?

Charles Bell:

So meeting.

Dale Bryk:

Thank you.

Charles Bell:

I second

Dale Bryk:

First and second. All in favor?

Members of the Committee:

Aye.

Dale Bryk:

Any opposed? No discussion. The minutes are approved. Okay. Conflict of Interest Policies. The next item we're going to hear about proposed revisions to the Authority's. Conflict of Interest Policies. Peter Costello, the Authority's General Counsel will present on this item.

Peter Costello:

Thank you Chair. The Authority's Budget Office Guidance recommends that the Conflict of Interest Policies of an Authority should be reviewed annually by the Board Members to ensure that it meets the organization's needs and addresses any revisions in the law. As such, the members are being asked to review the employee Conflict of Interest Policy and the Board Member Conflict of Interest Policy copies of which were included with your materials. If satisfied with these policies, the Governance Committee would recommend that the full Board adopt a resolution approving these policies. The purpose of the Conflict of Interest Policies are to make Authority employees and Members aware of their ethical obligations set forth in the Public Officer's Law and encourage disclosure and discussion of any circumstances that may constitute a conflict of interest. The Conflict of Interest Policies, supplements, ethics, training obligations. Colleen Dawson, who is today in Albany, the Authority's Ethics Officer, reviewed the policies against Authority's, Budget Office Guidance and model rule, Public Officer's Law Section 73 and 74, the Commission on Ethics and Lobbying and Government Regulations and advisory opinions and the Conflict of Interest Policies of the New York Power Authority, Empire State Development, the Environmental Facilities Corporation, and the Long Island Power Authority.

With respect to both policies as set forth, the new materials and as explained in the Board memo, there are only really ministerial and clarification edits. There are no substantive changes within these Conflict of Interest Policies. Colleen and I would be happy to answer any questions.

Dale Bryk:

Any questions? Colleen, anything to add? Oh yeah, please, Charles.

Charles Bell:

I just had a question. When a new Member joins the Board, they are onboarded through ethics training that is provided by Colleen.

Peter Costello:

Yes.

Charles Bell:

And so this document would be covered in that training or when are they presented with this actual document?

Peter Costello:

That's Colleen. Can you answer that?

Colleen Dawson:

They are. This is discussed during the ethics training, along with the prepared ethics training that the commission on ethics and lobbying has developed.

Charles Bell:

Thank you.

Colleen Dawson:

And the training that you have and what is in your Board Member Conflict of Interest Policy. There is no differences between the two.

Dale Bryk:

Great.

Charles Bell:

Thank you.

Dale Bryk:

Any other questions? Anything people want to discuss? Anything else that you want to tell us, Colleen?

Colleen Dawson:

No, I think I'm good, but thank you.

Dale Bryk:

Excellent. In that case, may I have a motion recommending approval of the amendments to the amendments to the employee Conflict of Interest Policy and the Board Member Conflict of Interest Policy.

Jay Koh:

So moved.

Dale Bryk:

Second. Thank you. Any discussion? All in favor?

Members of the Committee:

Aye.

Dale Bryk:

Any opposed? Alright. Our amended conflict of Interest Policies are approved. Thanks Peter and Colleen.

Peter Costello:

You're welcome.

Dale Bryk:

Alright, the next agenda item concerns a resolution to convene in private session Section 108 of the Public Officer's 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 Authority's Law requires that the Authority conduct an Annual Confidential Board Member Performance Evaluation. Since the law states that the Annual Confidential Board Member Performance Evaluation is confidential, it may be discussed by the members in private session. May I have a motion to

convene in private session for the purpose of reviewing the Annual Confidential Board Member Performance Evaluation? Thank you. Second?

Charles Bell:

Second.

Dale Bryk:

Thank you. All in favor?

Members of the Board:

Aye. Aye.

Dale Bryk:

Opposed? No. Alright. The resolution is improved. The members will now enter into private session. I'd like everyone except for the members to take the room and during that time we can leave the webcast up and upon our return will reconvene the meeting. Alright. Thanks everyone. So the next item that we have is the performance evaluation report. The committee's asked to recommend approval of the Annual Confidential Board Member Performance Evaluation Report, which was reviewed during the private session. Is there any of that report?

Members of the Committee:

None.

Dale Bryk:

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

Jay Koh:

So moved.

Charles Bell:

Second.

Dale Bryk:

Excellent. All in favor?

Members of the Committee:

Aye. Aye.

Dale Bryk:

Any opposed? Alright. The Annual Confidential Board Member Performance Evaluation Report is recommended for approval. The last item is other business. Are there any other matters that the members wish to discuss?

Members of the Committee:

Nope.

The meeting transcript was created with the assistance of an Artificial Intelligence (AI) transcription tool.

Dale Bryk:

All right. Since we have no other business, can I have a motion to adjourn?

Charles Bell:

So moved.

Sherburne Abbott:

So moved.

Jay Koh:

Second.

Dale Bryk:

Moved. And second. All in favor?

Members of the Committee:

Aye.

Dale Bryk:

Any opposed? Excellent. The meeting is adjourned. Thank you all.