

NYSERDA'S 46TH GOVERNANCE COMMITTEE MEETING

April 29, 2026

Clean Copy of Transcript

Dale Bryk:

Good morning everyone. I call this meeting to order and note the presence of a quorum. A notice of the meeting was forwarded to Committee Members and press on April 17, 2026. This meeting is being conducted by video conference. The Authority will post a video and a transcript of this 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 and Member of the Board.

Jay Koh:

Jay Koh, Member of the Committee, Member of the Board.

Charles Bell:

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

Dale Bryk:

Is that all we have? All right. But it's enough. Excellent. Okay. So first order of business is approval of the minutes from the 45th meeting. The first item ... Oh, sorry. That was the 45th Committee meeting that was held on June 24th, 2025. Any comments on the meeting? Minutes? Can I have a motion approving them?

Charles Bell:

So moved.

Jay Koh:

Second.

Dale Bryk:

Excellent. All in favor?

Members of the Committee:

Aye. Aye.

Dale Bryk:

Any opposed? All right. Minutes are approved. Now we've got Conflict of Interest Policies. Colleen Dawson, the Authority's Ethics Officer is going to present this one. Colleen? Oh, there you are.

Colleen Dawson:

Hi, everyone. Good morning. Thank you for letting me present today. Yes, I'm here to present on the Conflict of Interest Policies. Authorities Budget Office guidance recommends that the Conflict of Interest Policies of an Authority should be reviewed annually by the Members to ensure that the policies meet the organization's needs and address any revisions in the law. As

such, the Members are being asked today 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. I know that the purpose of these Policies is to make Authority employees and Members aware of their ethics obligations as set forth in the ethics laws and rules and encourage disclosure and discussion of any circumstances they may constitute a Conflict of Interest.

These Policies supplement the annual ethics training obligation. They also supplement what is already required by law and by regulation. I had the opportunity to review our Policies against the Authorities Budget Office guidance, the Ethics Laws, the Ethics Commission's Regulations and Advisory Opinions, and the Conflict of Interest Policies of the Environmental Facilities Corporation, Empire State Development, the Long Island Power Authority, and Throughway Authority. And I recommend two changes. The first proposed amendment affects both policies, the employee and Member Conflict of Interest policies. Last Wednesday, April 22, Governor Hochul issued an Executive Order prohibiting State Employees from profiting on insider information. Specifically, this Executive Order prohibits Members and employees from using any non-public or confidential information for the purpose of participating in prediction markets or similar service or assisting any other person in seeking profit or avoiding loss from participation in a prediction market or similar service.

The Executive Order also required us to adopt policies or rules applying these restrictions, which we are doing so here. The second proposed amendment only affects the employee Conflict of Interest Policy and prohibits employees from giving or raising monetary contributions for the Governor's political campaign. I know that this provision is already in the Member Conflict of Interest Policy and is part of an annual communication that I sent to all employees and Members regarding political activities in the workplace. I'm happy to answer any questions you may have.

Dale Bryk:

Thanks. Any questions?

Charles Bell:

Colleen, do we keep current with what other Authorities in the State are doing with respect to their ethics policies and consider other possible amendments based on best practices and other Authority's?

Colleen Dawson:

Yes. And that's why I do go through and review just a sample of what other Authorities are doing and also paying attention to what guidance the Authorities Budget Office may provide. Ultimately, I do review what the Ethics Commission may put out there in order to determine whether any changes do need to go into effect with regard to our policies.

Charles Bell:

Thank you so much.

Jay Koh:

I just think it's great that we're dealing with the prediction markets. I mean, this is going to be a very unusual period where you've seen a lot of discreditation, I think, of government related personnel in the federal context that have been involved in some of these manipulations. I'd also think it's worth looking at our own data. There's a strange French meteorological problem where we're in the airports had their temperature monitors manipulated to figure some payout on prediction markets. So I don't know if we capture any primary data that could be subject to public betting, but it's worth considering that we're in a brave new world with regard to these kinds of activities. But it's great to hear that we're updating the ethics in the right way, and thank you very much for the revisions. You're welcome.

Dale Bryk:

Yeah, I agree. Those are great updates. Can I just ask you a question, not about the changes, but just about us? And I know we just filled out our updated forms, but can you remind us what the timing is for informing you about when we have any changes of the other Boards that we're on or in our work in our day jobs? I know we update it annually, but should we be telling you within a certain time if we newly join a Board or something like that?

Colleen Dawson:

We do as practice send out a reminder before every Board meeting, probably approximately six weeks before our Board meetings, you update your conflicts of interest. However, you should be notifying me before you are on a Board that you actually want to be on that Board. So I can assess what those conflicts of interest, if any, may be. I think that gives me the best opportunity to have that open communication with you to make sure I understand what the conflicts are and whether any recusals have to be put in place.

Dale Bryk:

Okay. That's great. And I'll make sure that everybody knows that or is reminded of that. I know you send us, but we get a lot of stuff. Everyone's not here right now, but I'll make a point of doing that. Okay. Thank you so much. Anything else? Any other things to discuss? Okay, great. Thank you so much. So now may I have a motion recommending approval of the amendments to employee Conflict of Interest Policy and the Board Member conflict?

Charles Bell:

So moved.

Jay Koh:

Second.

Dale Bryk:

All in favor?

Members of the Committee:

Aye.

Dale Bryk:

Opposed. Excellent. The amendments to the employee Conflict of Interest Policy and the Board Member Conflict of Interest Policy are recommended for approval. Thanks, Colleen. Okay. Now the next agenda item concerns a resolution to convene in a 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 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. So may I have a motion to convene in private session for the purpose of reviewing the Annual Confidential Board Member Performance Evaluation report?

Charles Bell:

So moved. Second.

Dale Bryk:

All in favor?

Members of the Committee:

Aye.

Dale Bryk:

Any opposed? Excellent. The resolution is approved. So the Members will now enter into private session. I'd like everyone except for the Members to leave the room and during that time, the webcast will remain up and when we, upon our return, will reconvene the meeting.

Jay Koh:

All right.

Dale Bryk:

Session and the executive session. 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? Okay. May I have a motion recommending approval of the Annual Confidential Board Member Performance Evaluation report?

Charles Bell:

So moved. Second.

Dale Bryk:

All in favor?

Members of the Committee:

Aye.

Dale Bryk:

Any opposed? Okay. 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? Nope. All right. May I have a motion to adjourn?

Charles Bell:

So moved.

Dale Bryk:

Second.

Dale Bryk:

All in favor?

Members of the Committee:

Aye.

Dale Bryk:

Opposed? All right. Meeting is adjourned. Thanks everyone.