

NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY  
Minutes of the 38<sup>th</sup> Governance Committee Meeting  
Held on June 26, 2023

Pursuant to a notice and agenda dated June 12, 2023, the thirty-eighth (38<sup>th</sup>) meeting of the Governance Committee (the “Committee”) of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (the “Authority”) was convened at 1:00 p.m. on Monday, June 26, 2023 at the Authority’s Albany Office located at 17 Columbia Circle, Albany, New York and 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 Albany.

Sherburne Abbott attended from Albany.

Frances Resheske attended from NYGB.

Committee Chair Arturo Garcia-Costas and Member Jay Koh were unable to attend.

Also present were Doreen Harris, President and CEO; 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. Notice of this meeting was provided to the Committee Members on June 12, 2023, and to the press on June 20, 2023. The Chair noted that the Committee’s Chair was unable to attend and therefore Chair Kauffman would be leading the meeting.

The Chair indicated that the first item on the agenda concerned the approval of the minutes of the thirty-seventh (37<sup>th</sup>) meeting of the Committee, held on April 26, 2023.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members, the minutes of the thirty-seventh (37<sup>th</sup>) meeting of the Committee, held on April 26, 2023, 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 Comptroller's Office; legislation; and other authority practices to determine whether to recommend any modifications. In addition, staff review the Charters of other authorities including the New York Power Authority; the Long Island Power Authority; the New York State Dormitory Authority; and the New York State Environmental Facilities Corporation. Management did not recommend any changes to the Governance Committee Charter.

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

#### Resolution No. 79

RESOLVED, that the Authority's Governance Committee Charter as presented to the Members for consideration at this June 26, 2023 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 consideration of the Authority's compensation schedule and asked the Authority's Chief Financial Officer, Pam Poisson to discuss this item.

CFO 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 part of the Authority's annual report.

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

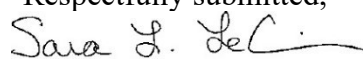
Resolution No. 80

RESOLVED, that the Authority's compensation schedule presented at this June 26, 2023, 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,  
  
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, 2023

TO THE MEMBERS OF THE GOVERNANCE COMMITTEE:

PLEASE TAKE NOTICE that the thirty-eighth (38<sup>th</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 26, 2023, commencing at 1:00 p.m. for the following purposes:

1. To consider the Minutes of the 37<sup>th</sup> meeting held on April 26, 2023.
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 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.nyserderda.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.nyserderda.ny.gov/About/Board-Governance/Board-and-Committee-Meetings>.

Sara L. LeCain  
Secretary to the Governance Committee

**New York State Energy Research and Development Authority**

**Albany**  
17 Columbia Circle, Albany, NY 12203-6399  
(P) 1-866-NYSERDA | (F) 518-862-1091  
nyserderda.ny.gov | info@nyserderda.ny.gov

**Buffalo**  
726 Exchange Street  
Suite 821  
Buffalo, NY  
14210-1484  
(P) 716-842-1522  
(F) 716-842-0156

**New York City**  
1359 Broadway  
19th Floor  
New York, NY  
10018-7842  
(P) 212-971-5342  
(F) 518-862-1091

**West Valley Site  
Management Program**  
9030-B Route 219  
West Valley, NY  
14171-9500  
(P) 716-942-9960  
(F) 716-942-9961