



CAPITALIZE ALBANY
CORPORATION

Wednesday, November 15, 2017
21 Lodge Street, 11:00 a.m.

Capitalize Albany Corporation
Governance/Nominating Committee

Agenda

1. Review and Approval of minutes from October 18, 2017 meeting
2. Annual Performance & Compensation Review
 - a. Review Attainment of 2017 Performance Goals
 - b. Review 2018 Proposed Performance Goals
 - c. Review Reasonableness of Officer Compensation
3. Review of Conflict of Interest Declarations
4. Other Business
5. Executive Session

**Capitalize Albany Corporation
Governance Committee Meeting
MINUTES
Wednesday, October 18, 2017**

The meeting of the Capitalize Albany Corporation Governance Committee was held at 1:30 p.m., Wednesday, October 18, 2017 at 21 Lodge Street, Albany, NY.

The following were in attendance:

Committee Members:

Mark Sullivan, Jeff Sperry, and John Harris

Anders Tomson (participated via conference call but not counted for quorum purposes)

Other:

Thomas M. Owens, Esq.

Staff:

Sarah Reginelli, Mark Opalka and Chantel Burnash

Excused:

David Parente

Chair Mark Sullivan called the meeting of the Capitalize Albany Corporation Governance Committee to order at 1:31 p.m.

Approval of Minutes for May 18, 2017 Governance Committee Meeting

The Committee reviewed the minutes of the May 18, 2017 meeting. John Harris made a motion for approval. Jeff Sperry seconded. The Committee agreed unanimously to approve the minutes.

Review of Board and Committee Appointments

The Committee reviewed the Board members with terms expiring at the end of 2017, the election of Karen Torrejon and the elections of Kristina Johnson and Havidan Rodriguez to fill Board seats previously held by Chancellor Nancy Zimpher and Dr. James Stellar, at the Annual Meeting. Staff informed the Committee that all members whose terms expire have expressed interest in continuing their appointments. The Committee discussed and agreed to have staggered expiration dates for the terms to provide the Corporation with greater continuity with its Directors.

The Committee also discussed the resignation of Dorsey Whitehead. The Committee agreed to nominate Counsel Tom Owens to the Board to serve as Secretary of the Board until the next annual election of officers, due to the resignation of Dorsey Whitehead, the previous Secretary.

Liberty Park Committee

The Committee and Staff discussed the formation of a Liberty Park Committee in 2018 to focus on the redevelopment of the site. The Committee agreed that the Finance Committee be charged with assisting in the due diligence process in the interim. John Harris made a motion to recommend the Corporation create a Liberty Park Committee and move it to the full Board. Jeff Sperry seconded. The members voted unanimously in favor and the motion carried.

NYS Family Leave Program

Staff discussed the NYS Family Leave Program in which the Corporation's participation is optional as a public employer. Staff discussed the details of the program and the impact it would have on employees' payroll deduction. After discussion, the Committee agreed that the adoption of the NYS Family Leave Program would enhance the benefit offerings that the Corporation provides to its employees. Jeff Sperry made a motion to recommend the Corporation adopt the NYS Family Leave Program and move it to the full Board. John Harris seconded. The members voted unanimously in favor and the motion carried.

Other Business

The Committee and Staff had a review and brief discussion of the process relating to the Staff's attainment of performance goals and at-risk compensation.

Executive Session

None.

There being no further business, the Capitalize Albany Corporation Governance Committee meeting was adjourned at 2:29 p.m.