



Monday, December 5, 2022
21 Lodge Street, 12:00 p.m.

CAPITALIZE ALBANY
CORPORATION

Capitalize Albany Corporation
Governance Committee Meeting
Agenda

1. Review of the minutes from the Governance Committee meeting of October 17, 2022
2. Annual Review of Board Compliance
 - a) Review Confidential Board Evaluation Forms Submitted
 - b) Review Conflict of Interest Forms Submitted and Approve Conflicts as Appropriate
 - c) Confirm ABO Board Member Training Status
 - d) Review Election of 2022 Board Officers
3. Annual Corporate Performance Review
 - a) Review Attainment of 2022 Capitalize Albany Corporation Performance Goals
 - b) Review Reasonableness of 2023 Officer Compensation
 - c) Establish 2023 Annual Performance Measurements
4. Review of Other Committee Responsibilities
 - a) Review of Governance Committee Charter
 - b) Governance Committee Self Evaluation
5. Other Business (if necessary)

MINUTES



**CAPITALIZE ALBANY
CORPORATION**

Date of Meeting: October 17, 2022

Meeting: Capitalize Albany Corporation Governance Committee Meeting

The meeting of the Capitalize Albany Corporation Finance & Investment Committee was held immediately following the Finance Committee Meeting at noon, October 17, 2022 at 21 Lodge Street. A record of the meeting via the Minutes are transcribed below and have been posted to the Corporation's website.

The following were in attendance:

Committee: John Harris and Anders Tomson

Excused: David Parente

Other: John Vero

Staff: Sarah Reginelli and Thomas Conoscenti

The meeting was called to order at 12:42 p.m.

Review of the minutes from the Governance Committee meetings of April 12 and 19, 2022

The Committee reviewed the minutes of the April 12 and 19, 2022, meetings of the Governance Committee. The Committee noted a misspelling in the April 12 minutes for correction. Anders Tomson made a motion for approval as amended, and John Harris seconded. A vote being taken, the motion passed unanimously with all members voting aye.

Procedures for Board/Committee Member Videoconferencing

Staff provided an overview of the proposed Policy for Procedures for Board/Committee Member Videoconferencing drafted to reflect guidance from the Committee on Open Government ("COG"). The Committee discussed the merits of having flexibility for Board members who needed the provision, but emphasized the need for quorum in-person given the State legislation and COG guidance. The Committee recommended the policy list staff titles instead of specific staff names for continuity. Anders Tomson made a motion for approval as amended, and John Harris seconded. A vote being taken, the motion passed unanimously with all members voting aye.

Annual Review of Corporate Policies

Code of Ethics Policy

The Committee reviewed the Corporation Code of Ethics (which had been also reviewed by counsel) and no changes were recommended.

EEO Policy

The Committee reviewed existing Equal Employment Opportunity (EEO) policy (which had also been reviewed by counsel) and determined it adequate.

Whistleblower Policy

The Committee reviewed the Whistleblower Policy (which had also been reviewed by counsel), and no changes were recommended.

Procurement Policy Review

Staff reviewed (also had been reviewed by counsel) the current Procurement Policy with the Committee, and no

changes were recommended.

Property Disposition/Acquisition Policies Review

Staff reviewed (also had been reviewed by counsel) the Property Disposition/Acquisition Policies with the Committee, and no changes were recommended.

The Committee concurred on the acceptance of all required statement and policy reviews and would report to the Board at an upcoming meeting.

Annual Review of Board Compliance

Confidential Board Evaluation Forms Submitted

The Committee discussed the distribution of annual Board Evaluation Forms.

Conflict of Interest Forms

The Committee discussed the distribution of the annual Conflict of Interest Forms.

Confirm ABO Board Member Training Status

The Committee confirmed the status of all Board members with ABO training requirements and acknowledged the importance of staying up to date with ABO policy. Staff committed to working with any Board member with upcoming training needs and reporting back to the Committee with any updates on compliance.

Review Public Document Posted to Website

Staff reported to the Committee that all documents required to be publicly posted by New York State's oversight bodies have been updated and posted on the Corporation's website.

Review of Other Responsibilities

Committee Charter

The Committee indicated its plan to review the Committee Charter at its December meeting.

Review of Board and Committee Appointments

The Committee reviewed the Board Members whose current terms were set to expire in 2022. Staff reported that all three Members whose terms were expiring were willing to serve an additional term. The Committee requested that staff review the Membership/Investment status of each Board Member. Staff also reported that the Chair had accepted recommended prospective Board Members to fill additionally available seats per the Governance Committees recommendations, and that outreach to prospective Members was ongoing.

Review of Number and Structure of Committees

The Committee discussed the current, active committees, noting the need for an addition member of the Audit Committee and that additional members of other committees would be welcome.

Other Business & Executive Session

None.

Adjournment

There being no further business, the Capitalize Albany Corporation Governance Committee meeting was adjourned at 1:19 p.m.

MEMORANDUM



To: Capitalize Albany Corporation- Governance Committee Meeting
From: Capitalize Albany Staff
Date: December 5, 2022
Re: Governance Committee Self Evaluation

Per the Corporation's Governance Committee Charter and PAAA requirements, the Committee conducts the following Self Evaluation for 2022:

1. Meetings

During 2022, the Governance Committee convened three (3) times (the committee charter requires the committee to meet a minimum of two (2) times per year, plus any additional meetings as needed).

- a. All meetings were properly noticed and open to the public as required, and all agendas, meeting materials and minutes were made available to the public in advance of each meeting on the Corporation's website.
- b. Meeting materials were provided to board members in advance of each meeting.

2. 2022 Summary of Activities

During 2022, the Committee reviewed and made recommendations to the Board of Directors regarding Corporate policies and practices:

- a. Annual Review of Corporate Policies
 - i. Code of Ethics Policy
 - ii. EEO Policy
 - iii. Whistleblower Policy
 - iv. Procurement Policy
 - v. Real Property Acquisition Policy
 - vi. Real Property Disposition Policy
- b. Annual Review of Board Compliance
 - i. Review Confidential Board Evaluation Forms Submitted
 - ii. Review Conflict of Interest Forms Submitted and Approve Conflicts as Appropriate
 - iii. Confirm ABO Board Member Training Status
 - iv. Review Election of 2022 Board Officers
 - v. Establish 2022 Annual Performance Measurements
 - vi. Annual Review of Public Documents Posted to Website
- c. Review of Other Responsibilities
 - i. Review of Number and Structure of Committees
 - ii. Review Reasonableness of Officers' Compensation
 - iii. Review of Governance Committee Charter
 - iv. Governance Committee Self Evaluation

3. Compliance

During 2022, the committee complied with NYS ABO and PAAA requirements. The Committee complied with its functions as regards Board reporting and regulatory compliance.