

**MINUTES OF THE JOINT GOVERNANCE COMMITTEE MEETING**

**March 18, 2025**

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Minutes of the joint meeting of the New York Power Authority and Canal Corporation’s Governance Committee held via videoconference at approximately 10:45 a.m.

**Members present were:**

Bethaida Gonzalez – Chair  
 John R. Koelmel  
 Cecily Morris  
 Lewis M. Warren Jr.  
 Dennis Trainor

**Also in attendance were:**

|                    |  |
|--------------------|--|
| Justin E. Driscoll | President and Chief Executive Officer                              |
| Joseph Kessler     | Executive Vice President and Chief Operating Officer               |
| Adam Barsky        | Executive Vice President and Chief Financial Officer               |
| Lori Alesio        | Executive Vice President and General Counsel                       |
| Karina Saslow      | Senior Vice President - Human Resources                            |
| Daniella Piper     | Executive Vice President and Chief Innovation Officer              |
| Robert Piascik     | Senior Vice President and Chief Information and Technology Officer |
| Alexis Harley      | Senior Vice President and Chief Risk and Resiliency Officer        |
| Charles Imohiosen  | Senior Vice President - Communications and External Affairs        |
| Salman Ali         | Senior Vice President - Internal Audit                             |
| Maribel Cruz-Brown | Senior Vice President - Internal Affairs                           |
| Patricia Lombardi  | Senior Vice President Project Delivery                             |
| Christopher Hutson | Senior Vice President NYPA Development                             |
| Karen Delince      | Vice President and Corporate Secretary                             |
| Victor Costanza    | Vice President Chief Information Security Officer                  |
| Joshua Cortes      | Deputy Chief of Staff – Executive Office                           |
| Christopher Vitale | Director - Projects  |
| Girish Behal       | Vice President – Projects and Business Development                 |
| Dave Work          | Vice President – Customer Project Development                      |
| Steven Damsky      | Senior Director Business Value Optimization                        |
| Carley Hume        | Chief of Staff and Vice President of Policy                        |
| Kaela Mainsah      | Vice President – Environmental Justice                             |
| Rob Daly           | Director - Licensing   |
| Emma Maceko        | Manager – Federal Affairs  |
| Sandra Bleckman    | Workforce Development Project Director                             |
| Ronald Carroll     | Vice President – Development Data Management                       |
| Joseph Gryzlo      | Vice President and Chief Ethics & Compliance Officer               |
| Nancy Harvey       | Chief Diversity, Equity and Inclusion Officer                      |
| Sheila Quatrocci   | Senior Associate Corporate Secretary                               |
| Michele Stockwell  | Senior Assistant Corporate Secretary                               |
| Fiona Khan         | Senior Assistant Corporate Secretary                               |

Chair Bethaida Gonzalez presided over the meeting. Vice President and Corporate Secretary Delince kept the Minutes.

## Introduction

Chair González welcomed committee members and the Authority's senior staff to the meeting. She said that the meeting has been duly noticed as required by New York State's Open Meetings Law and called the meeting to order pursuant to Section B(4) of the Governance Committee Charter.

### 1. Adoption of the March 18, 2025 Proposed Meeting Agenda

On motion by member Koelmel and seconded by member Morris the agenda for the meeting was adopted. (5-0)

#### Conflicts of Interest

*Chair Gonzalez and members Koelmel, Trainor, Morris, Wheelock, Warren Jr. and Cusick declared no conflicts of interest based on the list of entities previously provided for their review.*

### 2. Motion to Conduct an Executive Session

On motion by member Morris and seconded by member Koelmel an Executive Session was held to discuss the financial and credit history of a particular corporation pursuant to §105(f) of the New York State Public Officers Law. (5-0)

### 3. Motion to Resume Meeting in Open Session

On motion by member Morris and seconded by member Koelmel the meeting resumed in Open Session. (5-0)

Chair Gonzalez stated that no votes were taken during the Executive Session.

## 4. DISCUSSION AGENDA:

### a. Diversity, Equity, Inclusion and Accessibility Update

Nancy Harvey, Chief Diversity, Equity & Inclusion Officer, presented the update noting the topics that will be discussed:

- How we're moving forward
  - Introducing IDEALS
  - Introducing 3 E's of Impact
- **DEI Continues to be Critical to High-Performing Teams and Achieving VISION2030**
- NYPA and Canal Corporation (Canals) are committed to a more inclusive, accessible culture in which everyone can work, live, recreate and enjoy New York.
  - NYPA believes everyone contributes, everyone belongs; our leaders and employee resource groups are helping to reinforce these values across the organization.
  - Diversity, equity, inclusion, and accessibility continues to be critical to high-performing teams and achieving VISION2030.
  - The Authority is following direction and guidance from Julissa Gutierrez, Chief Diversity Officer,

- as well as from Governor Hochul, who challenge the organization to foster an environment where success thrives while ensuring that those who feel left behind can see a path forward.
- The Office of Civil Rights and Inclusion (OCRI) team continues to work closely with NYPA's legal team to ensure they remain fully compliant with the law while continuing to build upon the organization's work.
  - Staying the course and continuing DEI's work under the board's direction to think big about NYPA's impact upon the state as an employer, economy and as an advocate for the environment.
- **Introducing Inclusion, Diversity, Equity, Accessibility, Leadership Strategy (IDEALS)**
- **Aligned on a Strategic Approach**
    - Over the last year the team has worked cross-functionally to evolve the DEI working group into IDEALS.
    - IDEALS developed the three E's for collective actions based on the organization's goals and values.
    - IDEALS is a concise platform to improve how data is shared through storytelling and keeps NYPA stakeholders informed of the Authority's good intentions to be a good neighbor.
  - **Three E's:**
    - **Employer** – NYPA will be a manager and a magnet for the New York best, brightest, and most diverse talent.
    - **Economy** – NYPA will grow an economy that works for all New York.
    - **Environment** – NYPA will drive a just and equitable transition to New York's clean energy future.

Harvey noted IDEALS' objectives were established to evolve the strategic platform aimed to re-engage its members and inspire work across silos. The organization's work is a collaborative responsibility to ensure that VISION2030 is achieved, and can be a mechanism for feedback, and a resource to navigate the future together. Providing a lens that can offer leaders to better understand the implications of the organization's goals and equitably implementing VISION2030.

Back in September, the Authority aligned its strategic approach and will be leveraging the team's restructuring and time in monthly sessions. The goal is not to be gatekeepers or approvers, but rather valued Subject Matter Experts, providing crucial perspectives and recommendations to support leadership.

- **IDEALS is Focused on Marginalized and Low Income and Disadvantaged Communities (LIDAC)**
- IDEALS is a group of leaders committed to supporting marginalized and low-income disadvantaged communities as the identified most important and strategic space to focus on.
  - Includes leaders from across all the strategic priorities and foundational pillars of NYPA.

- Collaborating with internal, external, and stakeholder groups to review the organization's policies, procedures, programs, and partnerships using a demographic lens to ensure equitable access for all.
- Advising NYPA and Canals leadership on creating action plans that center on inclusive values and address barriers and the protentional implications of executing the vision of the underrepresented and the LIDAC communities.

➤ **Purpose**

- The team has established its purpose and aligned how to share the impact that is aimed for.
- Remaining committed to the three E's of impact – Employer, Economy, and Environment.
- Aligning how the team communicates both internally and externally through the three E's of impact.

➤ **2025 Meeting Roadmap**

Harvey noted the preview of what's planned through June 2025 through the DEI Executive Leadership Summit that will be held and continues to evolve the program, building it out as the year continues.

➤ **Update in Governance of IDEALS**

- Reporting to the board and semi-annually to the Governance Committee.
- Working to understand the organization's trends.
- Having the Executive Management Committee (EMC) and President and CEO engaged in activities throughout the year for recommendations on actions.

➤ **Build Integrated Recommendations**

• **2024 Integrated Report**

- Pilot a cross-functional planning effort around economy – the economy pillar starting with a session on data and governance.
- Utilize the pilot to test planning templates and work through an action planning process to bring a streamlined approach to the other two pillars.
- Preparing for the 2024 Integrated Report planning to work to understand the trends, progress, and where action is needed.
- Plan to work through each of the three E's of impact to identify trends, understanding the data, how often data is reviewed, and how the organization communicates, and impact is measured.
- Examine employee participation percentage – access and eligibility to NYPA's programs. Monitoring shift impact results and the participation.
- Updates from SME on the team's progress toward key initiatives.

➤ **Thinking Big Sharing Our Impact**

- Employment – Creating a safe, respectful workplace where employees and customers feel welcome and psychologically safe. The team will look through Employee Resource Groups (ERGs) and external volunteer efforts to build community and develop the pipeline of future programs like the Pathways in Technology Early College High School (P-TECH) program along with policies that enable more people to bring their talent and full selves to NYPA and Canals.
- Economy – Addressing gaps in access for employees, customers and partners. Encompasses investing in the organization's diversified chain, growing annual spend and grants to local communities like On the Canals Accessibility Education Program.
- Environment – Advocating for clean energy solutions that lower costs and supporting communities, industries, and neighbors, increasing access to clean energy for all New Yorkers. Supporting and awarding underrepresented students pursuing a STEM degree in environmental justice communities and working toward careers in the energy industry.

Harvey noted that the usage of the three E's of impact framework enables the Authority to visualize the work across the organization from employer to economy to environment and supports NYPA's vision, mission and values.

**b. Artificial Intelligence (AI) Strategy Update**

Ronald Carroll, Vice President, Information Technology Product Development and Data Management, presented the update and the progress being made.

➤ **NYPA Artificial Intelligence (AI) Strategy Executive Summary**

• **Key Highlights**

- The team continues to make progress with the maturing of AI capabilities within the organization.
- Use case delivery, benefits and values being created.
- Continued engagement and leadership with partners across New York State and the energy industry.
- Continue to monitor changes at the state, federal, and AI industry level to determine benefits or potential impacts to NYPA and remain true to the approach to drive innovation through AI in a responsible way.

➤ **Enhancing Organizational Capabilities to Support AI**

• **Data Management**

- A key to having good AI, otherwise it would be suspect.

- Late 2024, the organization’s data management capabilities were assessed, and a roadmap was developed, which is now being executed to support both AI and VISION2030.
- **Education, Communication and Adoption**
  - The Authority is rolling out new capabilities and looking to ensure people know what they are; how to use them; and, how to use them responsibly.
  - NYPA has developed an AI literacy program, visiting businesses units to explain new capabilities and how to benefit from their use.
  - Partnering with Communications to share successes both internally and externally.
- **Use Case Prioritization**
  - Generation AI (Gen AI) popularity has caused a rise in the “use case” numbers directed towards the Authority.
  - NYPA has developed a prioritization process that examines both the value of the use case and the feasibility to help with prioritization.
- **Governance and Risk Management**
  - NYPA conducted a pilot of the risk register and controls the organization created and tested it using the internal NYPA Chat GPT tool called Athena.
  - An Audit of Athena’s delivery and controls reported no observations were found.
  - The Authority now utilizes the risk register to assess other AI applications.
- **AI Use Case Highlights**
  - **Athena Adoption, Usage and Benefits**
    - Since Athena’s launch in October 2024, it has supported approximately 32,000 question-and-answer conversations.
    - Close to 700 employees are using Athena – reflecting approximately a 30% adoption rate.
    - NYPA looks to increase the usage of Athena by going to different business units to drive adoption rate up.
    - More than 70% are using Athena frequently – more than three times a week.
    - 32,000 conversations: less than \$2,200 total, which is relatively inexpensive to support the capabilities.
    - Athena is being used to draft emails, prepare for a presentation to the board, talking points and even more unique scenarios such as:
      - Running decarbonization scenario analyses
      - Examining year-end financial reports

- Making updates by pulling multiple documents together for key projects and passing them to Subject Matter Experts (SME) to validate accuracy.
- For public comments, NYPA is using Athena to generate code to identify information that is sensitive and can be published safely without risk of data exposure.

➤ **AI Use Case Highlights – Efficiency through Automation**

Carroll noted that there have been other use cases that have been delivered using Gen AI, robotic process automation, and other coding techniques. These processes are saving hours and enable employees to free up their capacity to work on other key initiatives.

➤ **Pilot of a Rapid Delivery Model: “Hackathon”**

- A one-day event bringing together Information Technology (IT) employees and business partners to work on a problem.
- The end goal is to deliver a solution.

Carroll said that in December 2024 NYPA hosted a “Hackathon” – an all-day event partnering with the Sustainability and Procurement departments, and the team tackled the challenges under Executive Order 22 (EO22) that has procurement requirements to be met when purchasing products – a manual process.

By the end of the day, the team delivered an AI-powered solution to automate the checks, improving efficiency and accuracy. The process still requires a “human in the loop” to validate and read the product but it gives the individual a head start in terms of the answer.

This “Hackathon” was an overall success, and a model that the organization plans to use going forward when examining future use cases.

➤ **External Engagement: NYPA Leading the State and Industry**

Carroll noted that Angelo del Toro, a senior at Genesee High School south of Syracuse and a student of the Puerto Rican and Hispanic Leadership Program, was working with classmates on a project to enable AI at their school. Del Toro and Carroll were connected by Trustee Gonzalez and the program to learn how NYPA implements AI, developed policies, and what a school policy might look like.

In February, Carroll met with Del Toro and his fellow students; they shared experiences and look forward to a continued relationship as they roll out their project.

Carroll said that NYPA continues to lead and participate in multiple industry groups related to AI and data.

- Carroll serves on the steering committee of the New York State Forum AI Group.
- NYPA is a member of Electric Power Research Institute (EPRI) Data Management Project.
- Presented at multiple industry and technology panels and conferences, including the Utilities Analytics Institute and EPRI.



Carroll added that NYPA is leveraging the expertise of the organization's technology and advisory partners to assist with the overall strategy to guide us forward.

➤ **Monitoring Legislation at the State/Federal Level and AI Technology Developments**

• **State Level**

- **New York State Loading Act** – Enacted late December 2024, the Act requires the examination of how government agencies are leveraging AI and automation to make decisions and limiting the number of automated decisions made.
- NYPA assessed the AI capabilities and the solutions that were delivered.
- In 2024, NYPA performed an inventory of all AI solutions enabling an easier assessment.
- All of the organization's solutions involve human oversight consistent with the principle of "human in the loop".
- NYPA continues to build a framework to evaluate new AI capabilities going forward.

• **Federal Level**

- **Executive Order** – January 2025, the order removed barriers to American Leadership in Artificial Intelligence, rolling back some prior orders. The action plan is due 180 days after the order was put in place. NYPA will continue to monitor and determine the impacts to the Authority.

• **Technology**

- **DeepSeek** – A new tool that generated significant attention. NYPA will continue to follow its approach with other AI advancements to ensure the organization is aligned with the guiding principles of responsible AI. Currently, the Authority does not have any use cases that would require the use of DeepSeek. If this changes then it will be tested in an isolated environment to determine its capabilities and roll out.
- **AI Agents** – Agents performing individual tasks.
- **Agentic AI** – Linking multiple agents to complete a workflow.

Carroll presented a brief demonstration of a solution that was built during the "Hackathon". The demo provided insight into the benefit of AI to quickly turn ideas into real, practical use cases.

**c. Committee Governance Update**

Joseph Gryzlo, Vice President and Chief Ethics and Compliance Officer, presented the update and introduced a new governance initiative at NYPA, led by the Ethics and Compliance Office relating to committee governance.

➤ **Inconsistent Committee Governance Practices: A Preventable Risk**

• **The Plan:**

- The formation, execution and dissolution of committees is of high importance to NYPA and Canals.
- Developed from an internal audit that contained relevant recommendations to enhance committee frameworks, standardization and value for the organization.
- Although the initiative is in its early stages, NYPA has already accomplished a significant assessment.

➤ **2025 Transition Period: Implementing and Educating**

- NYPA has developed and published a new company policy and related procedures.
- Provided training to all applicable employees on the new policy, including an attestestation.
- Created a governance committee portal on the NYPA Powernet page with frequently asked questions and other relevant information.
- Reviewing the inventory of known NYPA and Canals committees to ensure all have an executive sponsor at the executive management committee level and a comprehensive charter that will follow a standard framework.

Gryzlo noted that this initiative is not about the Ethics and Compliance Office looking to impose its judgment on committee purposes and outcomes; rather, it is to create efficiencies and retire obsolete committees and consolidate others in order to deliver more defined outputs. There is more to come on this initiative.

**5. CONSENT AGENDA**

*On motion made by Member John Koelmel and seconded by Member Cecily Morris, all items on the Consent Agenda were unanimously approved. (5-0)*

- a. New York Power Authority and Canal Corporation Ethics and Compliance Program Report**
- b. Procurement and Related Reports for New York Power Authority and Canal Corporation (January – December 2024) – Resolution**

**RESOLUTION**

RESOLVED, that pursuant to Section 2879 of the Public Authorities Law and the Procurement and Related Reports for New York Power Authority and Canal Corporation, as amended, be, and hereby are, approved; and be it further

**Procurement and Related Reports**

|  |
|--|
| NYPA Procurement Contracts Summary                             |
| Disposal of Personal Property                                  |
| Supplier Diversity Program (SDP)                               |
| Inventory Statistics   |
| Fossil Fuels Activity  |
| Corporate Finance Activity                                     |
| Transfer of Interest in Personal Property to Canal Corporation |
| Canal Corporation Procurement Contracts Summary                |
| Canal Corporation Disposal of Personal Property                |

RESOLVED, That the Procurement and Related Reports, and hereby are, reviewed and approved; and be it further

RESOLVED, that the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

**c. Annual Report of Procurement Contracts, and Annual Review of Open Procurement Service Contracts -- Resolution**

**RESOLUTION**

RESOLVED, that pursuant to Section 2879 of the Public Authorities Law and the Authority's and Canal's Procurement Guidelines, the Annual Report of Procurement Contracts, and the Guidelines for the use, awarding, monitoring and reporting of Procurement Contracts, as amended, be, and hereby are, approved; and be it further

RESOLVED, that the open service contracts exceeding one year be, and hereby are, reviewed and approved; and be it further

RESOLVED, that the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

**d. Annual Review and Approval of Guidelines and Procedures for the Disposal and Acquisition of Real Property, and Annual Reports for the Disposal and Acquisition of Real Property – Resolution**

**RESOLUTION**

RESOLVED, That the Governance Committee recommends approval of the Authority's 2025 Real Property Disposal Guidelines, 2025 Real Property Acquisition Guidelines, 2024 Annual Report of the Disposal of Real Property in excess of \$15,000, 2024 Annual Report of the Acquisition of Real Property in excess of \$15,000 and 2024 Report of Acquisition and Disposal of Real Property to the

Trustees and Board of Directors as required by Section C.5 of the Governance Committee Charter; and be it further

RESOLVED, that the Governance Committee recommends approval of the Canal Corporation’s 2025 Canal Real Property Disposal Guidelines, 2025 Canal Real Property Acquisition Guidelines, 2024 Annual Report of the Disposal of Canal Real Property in excess of \$15,000, 2024 Annual Report of the Acquisition of Canal Real Property in excess of \$15,000 and 2024 Report of Acquisition and Disposal of Real Property to the Trustees and Board of Directors as required by Section C.5 of the Governance Committee Charter; and be it further

RESOLVED, That the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

**e. Annual Review and Approval of Certain Policies for New York Power Authority and Canal Corporation -- Resolution**

**RESOLUTION**

RESOLVED, That the Governance Committee recommends that the New York Power Authority’s Board of Trustees and the Canal Corporation’s Board of Directors adopt the below listed policies pursuant to Section 2824 of the Public Authorities Law, Section 2 of Article II of the Authority’s and the Canal Corporation’s By-laws and Section (C)(1) of the Authority’s and Canal Corporation Charters:

AND BE IT FURTHER RESOLVED, That the Governance Committee recommends that the Authority’s Trustees and the Canal Corporation’s Board of Directors authorize the President and Chief Executive Officer to modify the foregoing policies, as necessary, except in the event that any powers, duties or obligations of the Trustees and Board of Directors would be affected by such modification; and be it further

RESOLVED, That the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

| <b>NYPA Policy Name</b>   | <b>Policy Number</b> | <b>Revision Date</b> |
|---|----------------------|----------------------|
| NYPA’s Workplace Violence Policy  | CP 1-8               | 10/1/2024            |
| Equal Employment Opportunity Anti Harassment Anti Discrimination Policy     | CP 1-14              | 3/25/2024            |
| Gender-Based Violence and the Workplace Policy                              | CP 1-16              | 7/30/2024            |
| Screen and Pre-Employment Bargaining Unit Positions at Operating Facilities | EP 1-4               | 2/25/2025            |
| Separation from Service   | EP 1.6               | 11/21/2023           |

|   |                      |                      |
|---|----------------------|----------------------|
| Transfer or Re-Employment in Public Service   | EP 1.9               | 1/27/2025            |
| Foreign National Sponsorship Policy   | EP 1.13              | 12/21/2023           |
| Management Non-Exempt and Facility-Based Exempt Overtime                              | EP 2.4               | 12/12/2024           |
| Management Exempt Emergency Crisis Response Compensation                              | EP 2.5               | 6/3/2024             |
| Management Employee Categories and Eligibility for Benefits                           | EP 3.1               | 1/13/2025            |
| Family and Medical Leave Act (FMLA)   | EP 3.3               | 7/2/2024             |
| Employee Assistance Program   | EP 3.5               | 1/31/2025            |
| Tuition Reimbursement   | EP 3.6               | 02/21/2024           |
| Relocation Benefits for New and Transferred Employees                                 | EP 3.8               | 01/14/2025           |
| Management Time Away from Work  | EP 3.12              | 02/25/2025           |
| Performance Improvement   | EP 4.2               | 05/9/2024            |
| Fitness for Duty  | EP 4.5               | 5/29/2024            |
| Attendance and Flexible Hours   | EP 4.6               | 3/3/2025             |
| No Smoking Policy   | EP 4.7               | 10/31/2024           |
| Employee Resource Group Policy  | HR-ERG-BUP-001       | 04/23/2024           |
| Code of Conduct   |                      |                      |
| Anti-Retaliation Policy   | CP 1-7               | 9/25/2021            |
|   |                      | <b>Revision Date</b> |
| <b>Canal Policy Name</b>  | <b>Policy Number</b> |                      |
| 2025 Seasonal and Occasional PEF Transportation Construction Inspector (TCI) Rates    | ASB-2025-002         | 1/21/2025            |
| Rehired Retiree Eligibility for Accruals/Holiday Pay                                  | ASB-2024-018         |                      |
| Driver License Requirements and Verification Procedure                                | ASB-2024-023         | 12/1/2024            |
| Assignment and Use of Canal Corporation Vehicles                                      | CADM-POL-001         | 6/2/2022             |
| Reasonable Accommodation in Public Programs and Services for People with Disabilities | CADM-POL-004         | 9/5/2023             |
| Reasonable Accommodation of Religious Observances or Practices                        | CADM-POL-005         | 9/5/2023             |
| Reasonable Accommodation of Disabilities Pregnancies and Domestic Violence            | CADM-POL-006         | 9/5/2023             |
| Nursing Related Rights Policy   | CADM-POL-007         | 10/17/2023           |
| Attendance Rules  | CCP-2022-001         | 10/7/2022            |
| MC Handbook   | CCP-2025-001         | 02/2025              |
| Succession Planning   | CGP-2023-002         | 12/15/2023           |
| Gender Based Violence in the Workplace  | CGP-2022-004         | 12/7/2022            |
| Positive Workplace Policy   | CGP-2022-003         | 2/15/2023            |
| Salary Administration Manual  |                      | 10/2024              |
| Social Leave for Holiday Luncheons 2024   |                      | 10/28/2024           |
| Social Leave for Holiday Luncheons 2024 HQ Employees                                  |                      | 11/26.2924           |

**f. New York Power Authority and Canal Corporation 2024 Annual Board Evaluation Pursuant to Sections 2800 and 2824 of the Public Authorities Law and Guidance of the Authorities Budget Office -- Resolution**

**RESOLUTION**

RESOLVED, Pursuant to Sections 2800(1)(a)(15) and 2800(2)(a)(15) and Section 2824(7) of the Public Authorities Law and Guidance of the Authorities Budget Office, the Authority and Canal Board is required to annually submit a summary of the Board Evaluation to the Governor, the Chairman and Ranking Minority Member of the Senate Finance Committee, the Chairman and Ranking Minority Member of the Assembly Ways and Means Committee, the State Comptroller and the Authorities Budget Office, within 90 days after the end of its fiscal year; and be it further

RESOLVED, the Governance Committee recommends the adoption of the 2024 Annual Board Evaluation Summary to the Authority's Board of Trustees and the Canal Corporation's Board of Directors as required by Section C (2) of the Governance Committee Charter.

RESOLVED, That pursuant to Sections 2800(1)(a)(15) and 2800(2)(a)(15) and Section 2824(7) of the Public Authorities Law and Guidance of the Authorities Budget Office, the 2024 Annual Board Evaluation Summary is hereby adopted and the Corporate Secretary is hereby authorized to submit to the Governor, the Chairman and Ranking Minority Member of the Senate Finance Committee, the Chairman and Ranking Minority Member of the Assembly Ways and Means Committee, the State Comptroller, and the Authorities Budget the adopted 2024 summary; and be it further

RESOLVED, That the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

**g. Annual Review and Approval of Guidelines for the Investment of Funds and 2024 Annual Report on Investment of Authority Funds -- Resolution**

**RESOLUTION**

RESOLVED, that the Committee recommends that the Trustees adopt the Annual Report on Investments of the Authority Funds and adopt the Guidelines for the Investment of Funds to support the continued growth of and strengthen the fiduciary controls over the internal investment portfolio, and approve the debt service and operating reserve levels (\$175 million and \$104 million, respectively) as discussed in the foregoing memorandum of the President and Chief Executive Officer; and be it further

RESOLVED, that the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

## **h. Strategic Plan and Mission Statement – Resolution**

### **RESOLUTION**

RESOLVED, That the Governance Committee recommends that the Authority's Trustees approve the 2025 Mission Statement and Strategic Plan at their March 25, 2025 meeting, as discussed in the foregoing memorandum of the President and Chief Executive Officer; and be it further

RESOLVED, That the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

### **i. Approval of the Minutes of the Joint Meeting of the New York Power Authority and Canal Corporation Governance Committee held on October 16, 2024**

On motion made and seconded the Minutes of the joint meeting held on October 16, 2024, were unanimously adopted. (5-0)

## **6. Next Meeting**

Chair Koelmel said that the next Finance Committee Meeting is scheduled for Tuesday, October 14, 2025.

## **Adjournment**

On motion made by member Morris and seconded by member Koelmel the Governance Committee meeting was adjourned at 11:49 a.m. (5-0)



Karen Delince  
Vice President & Corporate Secretary