

NASSAU COUNTY INTERIM FINANCE AUTHORITY  
MINUTES OF THE MEETING OF THE  
**GOVERNANCE COMMITTEE**  
HELD ON DECEMBER 7, 2017

The Governance Committee of the Nassau County Interim Finance Authority met on December 7, 2017 at 6:42 PM at the Marriott Long Island Hotel & Conference Center located at 101 James Doolittle Blvd, Uniondale, NY 11553.

Committee Members present: Paul Annunziato, Chairman  
Adam Barsky  
Paul Leventhal  
Howard Weitzman

Staff present: Evan Cohen, Executive Director  
Jeremy Wise, General Counsel  
Carl Dreyer, Treasurer  
Laurie Giardina, Corporate Secretary  
Maria Kwiatkowski, Deputy Director

**1. Call to Order/Roll Call**

The meeting was called to order at 6:42 PM.

**2. Approval of Minutes**

On a motion by Director Barsky, the Directors approved the minutes from the meeting on November 29, 2016.

Positive votes: 4

Negative votes: 0

Resolution No. 17-19

**APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE NOVEMBER 29, 2016 MEETING OF THE GOVERNANCE COMMITTEE OF THE NASSAU COUNTY INTERIM FINANCE AUTHORITY**

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RESOLVED, that the Minutes of the Governance committee meeting of the Authority held on November 29, 2016 are hereby approved and all actions taken by the Directors present at such meeting, as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Authority.

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### 3. **Readoption and Distribution of Self Evaluation Form for NIFA Directors and the Taking of Related Actions**

The Directors were asked to re-adopt and complete the Self Evaluation Forms as required under the 2009 Public Authorities Reform Act.

On a motion by Director Leventhal, the Directors approved the re-adoption of the Self Evaluation Form.

Positive votes: 4

Negative votes: 0

Resolution No. 17-20

Readoption and Distribution of Self Evaluation Form for NIFA Directors and the Taking of Related Actions.

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RESOLVED, that the materials presented to this meeting (the “Materials”) are ordered to be filed with the records of the Governance Committee of the Nassau County Interim Finance Authority (the “Authority”); and be it further

RESOLVED, that the model board evaluation (“Evaluation”) attached to the Materials be readopted and distributed to the Directors with instructions that they complete the Evaluation and return it to the Chairman of the Governance Committee for review and ultimate transmission to the New York State Authority Budget Office; and be it further

RESOLVED that the Governance Committee recommends that the staff of NIFA be delegated the authority to do all things deemed necessary or appropriate to carry out this resolution.

\* \* \*

#### Confidential Evaluation of Board Performance

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Board members have a shared understanding of the mission and purpose of the Authority.				
The policies, practices and decisions of the Board are always consistent with this mission.				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.				

The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.				
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.				
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.				
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.				
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.				
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.				
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.				
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.				
Board members demonstrate leadership and vision and work respectfully with each other.				

Date Completed: \_\_\_\_\_

**Summary Results of Confidential Evaluation of Board Performance**

<b>Criteria</b>	<b>Agree</b>	<b>Somewhat Agree</b>	<b>Somewhat Disagree</b>	<b>Disagree</b>
	#	#	#	#
Board members have a shared understanding of the mission and purpose of the Authority.				
The policies, practices and decisions of the Board are always consistent with this mission.				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.				
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.				
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.				
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the Authority and works with management to implement risk mitigation strategies before problems occur.				
Board members demonstrate leadership and vision and work respectfully with each other.				

Name of Authority: \_\_\_\_\_

Date Completed: \_\_\_\_\_

**4. Adjournment**

The Chairman made a motion to adjourn. The meeting was adjourned at 6:44 PM.

Respectfully submitted,

Kathleen Stella  
Corporate Secretary