

AGENDA

NASSAU COUNTY INTERIM FINANCE AUTHORITY

GOVERNANCE COMMITTEE MEETING

DECEMBER 18, 2023

Call to Order

Action Items

- I. Approval of the Minutes of the Governance Committee Meeting on July 13, 2023
- II. Re-adoption of Self Evaluation Form for NIFA Directors and the Taking of Related Actions

Adjournment

TAB I

DRAFT – SUBJECT TO REVIEW AND REVISION

NASSAU COUNTY INTERIM FINANCE AUTHORITY

MEETING OF THE

GOVERNANCE COMMITTEE

MINUTES OF JULY 13, 2023

The Governance Committee (the “Committee”) of the Nassau County Interim Finance Authority (“NIFA” or the Authority”) was convened on July 13, 2023, at 6:21 PM at the Long Island Marriott located at 101 James Doolittle Blvd., Uniondale, NY, pursuant to legal notice given on July 7, 2023 and electronic notice posted on the Authority’s website.

Committee members present: Adam Barsky
Mo Meghji

Temporary members present: Charo Ezdrin
Christopher Wright

Committee member absent:

Staff present: Evan Cohen, Executive Director
Conal Denion, Deputy General Counsel
Carl Dreyer, Treasurer
Kathleen Stella, Corporate Secretary
Martha Worsham, Deputy Director

Call to Order

The meeting was called to order at 6:21 PM.

Appointment of Temporary Members

Upon a motion by Committee member Meghji and seconded by Committee member Barsky, Mr. Barsky as NIFA Chairman appointed Directors Ezdrin and Wright as temporary Committee members (*i.e.*, those present not already serving as members of such committees).

Positive votes: 4

Negative votes: 0

* * *

1. Approval of Minutes

Upon a motion by Committee member Wright and seconded by Committee member Ezdrin, the Committee approved the minutes from the meeting on November 17, 2022.

Positive votes: 4

Negative votes: 0

RESOLUTION NO. 23-31

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE NOVEMBER 17, 2022, MEETING OF THE GOVERNANCE COMMITTEE OF THE NASSAU COUNTY INTERIM FINANCE AUTHORITY

RESOLVED, that the Minutes of the Governance Committee meeting of the Authority held on November 17, 2022, are hereby approved and all actions taken by the Committee present at such meeting, as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Authority.

* * *

2. Recommendation of Authorization for Directors who Experience an Extraordinary Circumstance to Attend Meetings by Videoconference and Adoption of Procedures, and Authorization to Take Related Actions

Committee member Barsky pointed out that there was a public hearing on this item just prior to the Committee meeting.

Upon a motion by Committee member Wright and seconded by Committee member Meghji, the Committee approved the following resolution.

Positive votes: 4

Negative votes: 0

RESOLUTION NO. 23-32

RECOMMENDATION OF APPROVAL OF RESOLUTION AUTHORIZING DIRECTORS WHO EXPERIENCE AN EXTRAORDINARY CIRCUMSTANCE TO ATTEND MEETINGS BY VIDEOCONFERENCE AND ADOPTION OF PROCEDURES, AND AUTHORIZATION TO TAKE RELATED ACTIONS

WHEREAS, by passing Chapter 56 of the Laws of 2022 (“Chapter 56”), the New York State Legislature amended Section 103 of the Open Meetings Law; and

WHEREAS, Chapter 56 adds Section 103-a of the Open Meetings Law, permitting public bodies

such as the Nassau County Interim Finance Authority (the “Authority”) to authorize its members to attend meetings by videoconferencing under extraordinary circumstances; and

WHEREAS, Section 103-a(2)(a) requires the Authority to adopt a resolution following a public hearing authorizing the limited use of videoconferencing under such circumstances; and

WHEREAS, Section 103-a(2) allows for hybrid meetings by requiring “that a minimum number of members are present to fulfill the public body’s quorum requirement in the same physical location or locations where the public can attend”; and

WHEREAS, Section 103-a(2)(c) requires that members be physically present at any such meeting “unless such member is unable to be physically present at any such meeting location due to extraordinary circumstances . . . including disability, illness, caregiving responsibilities, or any other significant or unexpected factor or event which precludes the member’s physical attendance at such meeting”; and

WHEREAS, in accordance with Section 103-a(2)(d), any Directors attending by videoconference must, except during executive session, be “heard, seen and identified, while the meeting is being conducted, including but not limited to any motions, proposals, resolutions, and any other matter formally discussed or voted upon”; and

WHEREAS, Section 103-a(2)(g) requires that any meeting where a Director attends by videoconference be recorded, posted to the Authority’s webpage within five business days, and transcribed upon request; and

WHEREAS, Section 103-a(2)(h) requires that members of the public be permitted to attend and participate, if authorized, by videoconference in any meeting when a member attends by videoconference; and

WHEREAS, in enacting Chapter 58 of the Laws of 2003, the New York State Legislature amended Section 103-a(2)(c) to permit a public body such as NIFA to determine, through its written procedures governing member and public attendance, to provide for the exemption from certain in-person meeting participation requirements of individuals with disabilities who are members of such public body, at any meetings conducted through videoconferencing pursuant to Section 103-a under certain conditions.

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

RESOLVED, that the Committee hereby recommends that the Authority, for itself and its committees, authorize its Directors who experience an extraordinary circumstance, as described above and further defined by written procedures to be adopted therewith, to attend meetings by videoconference: (i) as long as a quorum of the Directors attend in person at one or more locations open to the public; (ii) as long as the Director can be seen, heard, and identified while the open portion of the meeting is being conducted; and (iii) as otherwise permitted under Public Officers Law §103-a or other applicable law; and be it further

RESOLVED, that the Committee hereby recommends that the Authority adopt the attached Procedures for Director Videoconferencing Pursuant to Public Officers Law §103-a further

governing the use of videoconferencing by the Authority's Directors, effective immediately on July 13, 2023, in compliance with Chapter 56 of the Laws of 2022; and be it further

RESOLVED, that based upon the discussion in the Materials, the Committee Chairperson or his or her designee(s) is and are hereby authorized to take all actions deemed necessary or appropriate to implement the foregoing and related matters.

3. Recommendation of Approval of Amended NIFA By-laws

Conal Denion, Deputy General Counsel, gave a briefing on the recommendation to amend the NIFA By-laws.

Upon a motion by Committee member Wright and seconded by Committee member Meghji, the Committee approved the following resolution.

Positive votes: 4

Negative votes: 0

RESOLUTION NO. 23-33

RECOMMENDATION OF APPROVAL OF AMENDED BY-LAWS OF THE NASSAU COUNTY INTERIM FINANCE AUTHORITY, AND AUTHORIZATION TO TAKE RELATED ACTIONS

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

RESOLVED, that the Committee hereby recommends that the Authority approve and adopt the amended Nassau County Interim Finance Authority By-Laws in the form presented at this meeting and attached to this resolution to be effective immediately on July 13, 2023; and be it further

RESOLVED, that based upon the discussion in the Materials, the Committee Chairperson or his or her designee(s) is and are hereby authorized to take all actions deemed necessary or appropriate to implement the foregoing and related matters.

Adjournment

Committee member Wright made a motion to adjourn; the motion was seconded by Committee member Meghji and Committee member Ezdrin; and, the meeting was adjourned at 6:23 PM.

Respectfully submitted,

Kathleen Stella
Corporate Secretary

RESOLUTION NO. 23-

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE JULY 13, 2023, MEETING OF THE GOVERNANCE COMMITTEE OF THE NASSAU COUNTY INTERIM FINANCE AUTHORITY

RESOLVED, that the Minutes of the Governance Committee meeting of the Authority held on July 13, 2023, are hereby approved and all actions taken by the Committee present at such meeting, as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Authority.

* * *

TAB II

**NASSAU COUNTY INTERIM FINANCE AUTHORITY
GOVERNANCE COMMITTEE**

FOR CONSIDERATION

December 18, 2023

TO: Richard Kessel and Mo Meghji

FROM: Evan Cohen

SUBJECT: Director Self Evaluation Forms.

REQUEST FOR: Readoption of Self Evaluation Form for NIFA Directors and the Taking of Related Actions

Background:

The 2009 Public Authorities Reform Act requires that the board of every state and local public authority conduct an annual evaluation of its performance. Board member comments are protected from disclosure under Article 6 of Public Officers Law, but the results of the assessment are to be provided to the Authorities Budget Office.

Discussion:

Board members of State authorities must be committed to the highest standards of corporate governance. NIFA's Directors (the "Board") must hold itself accountable to the mission of the authority and the public interest.

The annual assessment is a reminder to each Board member of his or her duties, why those responsibilities are important, and whether they are performing those duties appropriately. The evaluation provides an opportunity for Board members to measure their individual and collective effectiveness, determine if they are following their own policies and procedures, identify areas for Board improvement, and to compare how their evaluation of the Board's performance compares to that of other board members.

The evaluation should be conducted confidentially with the results compiled by the Chairman of the Governance Committee, who will then forward them to the Authorities Budget Office. The Board's discussion of its performance can be conducted in private.

To the extent that the results of this evaluation demonstrate the need for the Board to improve its performance, amend its practices or procedures, or clarify its expectations of Board members, the Board is expected to implement suitable corrective actions.

On April 20, 2011, the Directors adopted a model board evaluation tool, which was developed by the Authorities Budget Office. This evaluation, which was most recently readopted on November 17, 2022, is attached to these materials and should be completed by each Director and returned to the Chairman of the Governance Committee.

Requested Action:

Readopt the model board evaluation attached to these materials and distribute to the entire Board and request that it be completed and returned to the Governance Committee.

Attachments:

Resolution

Evaluation Form

NASSAU COUNTY INTERIM FINANCE AUTHORITY
Governance Committee

RESOLUTION NO. 23 -

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

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 Authorities 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.

Chairperson

Dated: December 18, 2023

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

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 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.				

Name of Authority: _____

Date Completed: _____