



MINUTES

GOVERNANCE COMMITTEE MEETING NO. 29

200 Southern Boulevard

Albany, New York

January 27, 2020

The following committee member was present in Syracuse Division:

Joanne M. Mahoney, Chair – via video conference

In Tarrytown:

J. Donald Rice, Board Member - via video conference

George Miranda, Board Member - via video conference

In Albany:

Robert Megna, Vice-Chair

Jose Holguin-Veras, Ph.D., Board Member

Constituting a majority of the members of the Thruway Authority Board.

Members of the Board excused:

Stephen Saland

Staff Present:

Matthew J. Trapasso, Chief of Staff

Matt Howard, Treasurer and Chief Financial Officer

Richard Lee, Chief Engineer

Mark Hixson, Director of Maintenance & Operations

John Barr, Acting Director of Administrative Services

Jennifer Givner, Director of Media Relations & Communications

Major Doug Keyer, Troop T

Kim McKinney, Chief Information Officer

Kevin Allen, Director of Purchasing

Joseph Igoe, Deputy General Counsel

Eric Christensen, Deputy Director of Operations & Maintenance

Peter Nilsson, Information Technology Specialist

Tanya Morris, Board Secretary

Staff Present in Syracuse

Matthew J. Driscoll, Acting Executive Director - via video conference

Frank Macarilla, Information Technology Specialist

Staff Present in Tarrytown

Khurram Saeed, Director of Communication New NY Bridge

Alex Gardiner, Information Technology Specialist

Also in attendance:

Doron Bar-Levav, Harris Beach

B. Seth Bryant, Bryant & Robbino LLP

Murray Bodin, Welded Steel Sculptures

Steven Alifano, OGS Media Services Center

Jerry O'Brien, OGS Media Services Center

The current membership of the Committee is Stephen Saland as Chair of the Committee, Jose HolguinVeras, Ph.D., George Miranda and Chair Mahoney serves in the ex-officio capacity. The Governance Committee began at 11:15 a.m.

Ms. Morris recorded the minutes as contained herein (public notice of the meeting had been given).

Item 1

Approval of Minutes of the Governance Committee Meeting No. 27

Upon motion duly made and seconded, the Governance Committee approved the minutes of the previous meeting held on September 23, 2019.

Item 2

Appointing Tanya Morris as Secretary of the Authority

Executive Director Driscoll nominated Tanya Morris as Secretary to the Authority.

Details of the Committee Members discussion with staff are included in the video recording of and maintained by the Authority.

Upon motion duly made and seconded, the Governance Committee approved the appointment of Tanya Morris and authorized their submission to the Authority Board for consideration.

Item 3

Approving a Revised Code of Ethics Governing Board Members, Approving a Revised Code of Ethics Governing Employees and Rescinding Outside Activities and Honoraria Policy

Copies of the revised policy were provided to the Committee Members and are maintained in Authority records. Details of the Committee Members discussion with staff are included in the video recording of and maintained by the Authority.

Upon motion duly made and seconded, the Governance Committee approved the Revised Code of Ethics item and authorized their submission to the Authority Board for consideration.

Adjournment

There being no other business to come before the Governance Committee, upon motion duly made and seconded, the meeting was adjourned at 11:30 a.m.

Note: Webcasts, which include dialogue of Authority Board Meeting, are available on the Thruway Authority website 48 hours after such meetings occur and remain on the website for a period of four months.