



MINUTES

GOVERNANCE COMMITTEE MEETING NO. 35

200 Southern Boulevard

Albany, New York

March 27, 2023

The following committee members were present:

Joanne M. Mahoney, Chair
Robert Megna, Vice-Chair
Jose Holguin-Veras, Ph.D., Board Member
Heather Briccetti Mulligan, Board Member

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

Staff were present:

Frank G. Hoare, Interim Executive Director
Matthew Trapasso, Chief of Staff
Matt Howard, Treasurer and Chief Financial Officer
Richard Lee, Chief Engineer
Joe Igoe, Deputy General Counsel
Jennifer Givner, Director of Media Relations & Communications
Mary Boehm, Director, Audit & Management Services
Andrew Trombley, Director of Contracts & Procurement Services
Diana Neboilo, Director of Revenue Management
Sean Lasher, Information Technology Specialist
Peter Nilsson, Information Technology Specialist
Tanya Morris, Board Secretary

The current membership of the Committee is Heather Briccetti -Mulligan as Chair of the Committee, Jose Holguin-Veras, Ph.D. and Chair Mahoney serves in the ex-officio capacity. The Governance Committee began at 1:25 p.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. 34

Upon motion duly made and seconded, the Governance Committee approved the minutes of the previous meeting held on December 5, 2022.

Item 2

Amending the Thruway Authority's Bylaws

Mr. Igoe presented the Item. Copies of the Item was 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 Amending the Thruway Authority's Bylaws and authorized their submission to the Authority Board for consideration.

Item 3

Review and Approval of Real Property Management Policy, Personal Property Disposal Policy, Procurement Contracts Policy, Whistleblower Policy, Code of Ethics Governing Employees, and Code of Ethics Governing Board Members.

Mr. Igoe presented the Item. Copies of the Item 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 Review and Approval of Real Property Management Policy, Personal Property Disposal Policy, Procurement Contracts Policy, Whistleblower Policy, Code of Ethics Governing Employees, and Code of Ethics Governing Board Members 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 1:40 p.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.