



**NEW YORK STATE THRUWAY AUTHORITY
NEW YORK STATE CANAL CORPORATION**



MINUTES

GOVERNANCE COMMITTEE MEETING NO. 9

November 18, 2009

Minutes of a meeting of the New York State Thruway Authority/Canal Corporation Governance Committee, held in the Board Room at Administrative Headquarters, 200 Southern Boulevard, Albany, New York 12209.

The meeting began at 10:02 a.m.

The following Members of the Governance Committee were present, constituting a quorum:

Present:

Chairman John L. Buono, Governance Committee Member (ex officio)
Kevin Plunkett, Chair, Governance Committee
Erin Crotty, Governance Committee Member
Brandon R. Sall, Governance Committee Member

In addition, the following staff were present:

Michael R. Fleischer, Executive Director
Kevin Allen, Acting Director, Audit and Management Services via telephone
Wendy Allen, Deputy Chief of Staff
Diane Galuski, Director, Bureau of Management Analysis and Projects
Harry Lennon, Senior Investigator
Katherine McCartney, Deputy Counsel
William Estes, General Counsel
Daniel Gilbert, Chief of Staff
Elizabeth Yanus, Special Assistant
John Bryan, Chief Financial Officer

Tony Kirby, Director, Office of Real Property Management
Also in Attendance:
John Armstrong, Assistant Television Engineer, New York Network

PUBLIC SESSION

Mr. Plunkett, Committee Chair, called the meeting of the Governance Committee to order.

Ms. Warner recorded the minutes as contained herein.

Item 1

Approval of Minutes of Governance Committee Meeting No. 8

After full discussion, on the motion of Ms. Crotty, seconded by Mr. Sall, without any objections, the Governance Committee approved the minutes of Governance Committee Meeting No. 8, held September 16, 2009.

Item 2

Review and Approve the Following for Board Action

- a) **Rescission of the 1995 Board Policy - Thruway Authority Occupancy and Work Permit Accommodation Policy (TAP-401)**
- b) **Transform TAP-401 into a manual of guidelines**
- c) **Authorizing the Contracting Officer to make future changes to these guidelines as deemed necessary**

Mr. Bryan reported that this item seeks the Committee's approval to take an Item to the full Board that would (a) rescind the Thruway's Occupancy and Work Permit Policy directives that are embodied in Thruway Administrative Publication Number 401 (known as TAP-401); (b) transform TAP-401 into a new customer-friendly manual of guidelines that identify and explain the basic, important permitting elements and procedures established in the Authority's Real Property Management Policy and Real Property Management Standard Operating Procedures Manual; and (c) authorize the Contracting Officer to make future changes to these new Guidelines as deemed necessary.

TAP-401 was approved by the Board in October 1995. At that time, it was the principal document that outlined the requirements for the permitted use of Authority real property. In its current form, TAP-401 is inconsistent with the Authority's Thruway Real Property Management Policy and Real Property Management Standard Operating Procedures (SOPs) which were adopted after TAP-401. The inconsistencies between TAP-401 and these newer Policies and procedures have led to some confusion, to both applicants and staff involved in the permitting process.

This item recommends that staff be allowed to transform TAP-401 into a customer friendly handbook that will help permit applicants and Authority staff to easily get the answers they need with regard to our permitting policies and procedures. Mr. Plunkett stated that this will correct or prevent inconsistencies between TAP-401 and the Authority's Policy and SOPs. Mr. Bryan concurred, adding that TAP-401 was approved originally by the Board which is why the Committee is being asked to approve taking it to the full Board for rescission. Staff uses the SOPs and Policies operationally in permitting, but TAP-401 remains in effect and staff does not have the power to rescind it.

Mr. Plunkett inquired whether the purpose of the second part of this Item is to allow Mr. Bryan to make certain decisions regarding this real property manual. Mr. Bryan responded that the Board would still annually review the Real Property Policies and SOPs. Staff will revise TAP-401 based on Board direction given in the Policies and SOPs. It will become more of a manual that staff can provide to the public when there is an inquiry about permitting. Mr. Plunkett asked if any authority is being taken away from the Board and being put at the administrative level. Mr. Fleischer responded negatively, adding that policy making authority would remain with the Board. Mr. Plunkett inquired if decisions made regarding real property that were once the responsibility of the Board would now simply be made at the staff level. Mr. Fleischer responded negatively.

Item 3

3. Report on the Following Items

- a) **Ethics violations, if applicable**
- b) **Ethics-related publications, if applicable**
- c) **Response to the Governor's Office memorandum regarding the Revised State Fleet Policy**

Mr. Fleischer reported to the Committee on the following Items:

a). Report Out on Ethics-Related Violations

For the calendar year 2009 to date, the Authority/Corporation has not referred any cases to the NYS Commission on Public Integrity.

b). Report Out on Ethics-Related Publications

One Executive Instruction was revised since the Governance Committee last met in September. Committee Members were provided with copies of this publication to update their Governance Committee Reference Manuals. The Executive Instruction, entitled "Use of Authority/Corporation Property/Resources" is issued annually as a reminder to all Authority/Corporation employees that the use of Authority/Corporation property and resources for purposes not in the interest of Authority/Corporation functions or business is prohibited.

c). Report Out on Responses to Recent Memorandums from the Governor's Office

- **Revised State Fleet Policy**

The September 18, 2009 memo regarding the *Revised State Fleet Policy* directed all state agencies and public authorities to develop a fleet policy that adheres to the guidelines set forth by the Division of the Budget. The new policy is intended to achieve savings and to improve transparency and accountability relative to the use of state vehicles. In response, the Authority/Corporation implemented the following measures:

- ❖ Executive Instruction 2009-15 entitled FLEET MANAGEMENT was issued on October 29, 2009 and formalizes the current fleet management practices of the Authority/Corporation's Office of Equipment and Inventory Management.

- ❖ General and Administrative Policies 25-1-08 entitled ASSIGNMENT AND USE OF THRUWAY AUTHORITY VEHICLES were revised to require Authority/Corporation officials of cabinet rank and the agency head to use Authority pool vehicles and to address who would have unlimited use of Authority vehicles. Staff will come back to the Board to discuss the implementation of that policy which is scheduled for February 2010. Over 90 percent of the vehicles that are assigned are the result of a collective bargaining agreement.

Mr. Plunkett stated that staff is basically responding to the Governor's Office request for compliance. Mr. Fleischer responded that the Authority is in compliance.

After full discussion, on the motion of Mr. Plunkett, seconded by Mr. Sall, without any objections, the Governance Committee accepted the reports as presented by Mr. Fleischer.

Adjournment

There being no further business to come before the Governance Committee, on the motion of Ms. Crotty, seconded by Mr. Sall, without any objections, the meeting was adjourned at 10:08 a.m.