



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



MINUTES

GOVERNANCE COMMITTEE MEETING NO. 13

December 12, 2011

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 and by video conference from the New York State Thruway Authority's New York Division office, 4 Executive Boulevard, Suffern, New York.

The meeting began at 2:32 p.m.

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

Present:

Chairman Howard P. Milstein, Governance Committee Member (ex officio)

Brandon R. Sall, Chair, Governance Committee (via video conference)

Donna J. Luh, Governance Committee Member

Richard N. Simberg, Governance Committee Member

In addition, the following were present:

E. Virgil Conway, Board Member

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

Thomas J. Madison, Jr., Acting Executive Director

John Barr, Director, Administrative Services

Donald Bell, Director, Maintenance and Operations

John Bryan, Chief Financial Officer

William Estes, General Counsel

J. Marc Hannibal, Director, Audit and Management Services

Brian Stratton, Director, Canal Corporation

Thomas Ryan, Chief of Staff

Ted Nadratowski, Chief Engineer

Jill B. Warner, Board Administrator

Dorraine Steele, Director, Fiscal Audit and Budget, via video conference

Jonathan Ehrlich, Special Assistant to the Chairman

Major Robert Meyers, Troop T

Lawrence Norville, Chief Compliance Officer

Kathleen LeFave, Special Assistant to the Chief of Staff

Karen Wilson, Information Technology Specialist

Joe Capovani, Civil Engineer 2, Canal Corporation

Also in attendance:

Steve VanWagenen, New York Network

Murray Bodin, public

Doug Zimmerman, Director, Toski, Schaefer & Co., P.C.

James Screen, public

Diane Yu, public

PUBLIC SESSION

Mr. Sall, 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. 12

After full discussion, on the motion of Ms. Luh, seconded by Chairman Milstein, without any objections, the Governance Committee approved the minutes of Governance Committee Meeting No. 12, held January 19, 2011.

Item 2

Mr. Sall took a few moments to report to Committee members, as well as the full Board, on on-going Governance Committee activity.

He stated that all Committee members have received proposed amendments to the Governance Charter. This revision is being conducted as part of a larger effort to bring uniformity to the Charters of the Governance, Audit and Finance Committees. If any Governance Committee members have edits they would like to propose, they were instructed to let General Counsel Bill Estes know, as there is still time for adjustments.

As required by statute, the Authority Budget Office, in consultation with the Office of the Attorney General, has developed a whistleblower access and assistance program. The object of the program is to assist Public Authorities in developing policies that provide for a confidential means for Board Members and employees to report misconduct. Work on modifying the Authority/Corporation's policy is being undertaken and he anticipates bringing this to the Committee in the near future.

Also underway is a complete overhaul of the Code of Ethics Governing Employees and amendments to the Code of Ethics Governing Board Members. Drafts of these will be circulated to Governance Committee members in the New Year.

Finally, as is statutorily required and mandated in the Governance Charter, the Governance Committee will be compiling the annual confidential evaluations that each Board Member will be asked to fill out regarding Board performance.

Mr. Sall stated that it has been a pleasure to work with all the Governance Committee and Board Members this year and he looks forward to another great year in 2012.

Adjournment

There being no further business to come before the Governance Committee, on the motion of Ms. Luh, seconded by Mr. Simberg, without any objections, the meeting was adjourned at 2:35 p.m.

Note: Webcasts, which include dialogue of Authority/Corporation Governance Committee Meeting, are available on the Thruway Authority website 48 hours after such meetings occur and remain on the website for a period of 4 months