



Governance Committee Meeting

AGENDA

Wednesday, June 18, 2025 – 8:30 am
111 Washington Ave, Suite 100, Albany, NY 12210
Conference Room

1. Welcome & Roll Call Diana Ostroff, Chair
2. Meeting Minutes -March 20, 2025 Diana Ostroff, Chair
3. ABO Compliance Madeline Kaufmann, Esq.
 - a. Public Documents posting on website
 - b. Board Member ABO Training
 - c. Discussion of results of Confidential Board Survey
4. Adjournment Diana Ostroff, Chair



Roll Call

Thursday, June 18, 2025 – 8:30 am
111 Washington Ave, Suite 100, Albany, NY 12210
Conference Room

| Board Member | Present / Excused / Absent |
|--|----------------------------|
| Diana Ostroff, Chair | |
| Alan Alexander, Member | |
| Allen Maikels, Member | |
| Marcus Pryor, Member | |
| Daniel Scarring, Member | |
| Susan Pedo, Member | |
| Mike McLaughlin, Albany Co. Deputy CE, Member | |
| Caitlin O'Brien Representative of J. Cunningham, Member | |



**Governance Committee Meeting Minutes
March 20, 2025**

| | |
|--------------------|--|
| DIRECTORS PRESENT | Diana Ostroff, Alan Alexander, Caitlin O'Brien, Susan Pedo, and Marcus Pryor |
| EXCUSED DIRECTORS | Jeffrey Stone, Allen Maikels, Michel McLaughlin, and Daniel Scarring |
| COUNSEL PRESENT | John Hartzell |
| AACA STAFF PRESENT | Kevin O'Connor, Amy Thompson, Kevin Catalano, Antionette Hedge, and Sara Paulsen |

Ms. Ostroff called the meeting to order at 8:33 a.m. and then read the roll call and it was determined that there was a quorum.

Election of Board Officers

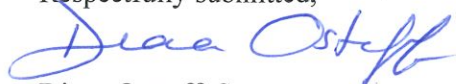
Ms. Ostroff presented the resignation of Chairman Jeffrey Stone and Election of Board Officers. Ms. Ostroff has agreed to fill the role of both Secretary and Treasurer until the role may be filled. The role for Vice-Chair was tabled. Alan Alexander accepted the role of Chairman. Mr. Pryor made a motion to accept the slate of officers. Mr. Alexander seconded the motion; all Board members in attendance voted in favor.

ABO Reporting:

John Hartzell of Nolan Heller Kauffman LLP presented updates to (a) the Code of Ethics Policy, (b) the Conflict of Interest Policy, (c) the Whistleblower Policy, (d) the Procurement Guidelines & Procurement Policy, (e) the Property Disposition Policy, (f) the Investment Policy, and (g) the Property Acquisition Policy, as well as the following additional documents for consideration by the Board (i) the Mission Statement & Performance Goals for 2025, and (ii) the Report of completion by all Board Members of required Board Member training. There were no questions from the Board. Mr. Alexander made a motion to accept the above policies. Mr. Pryor seconded the motion; all Board members in attendance voted in favor. Ms. Pedo made a motion to accept the above policies documents. Mr. Pryor seconded the motion; all Board members in attendance voted in favor.

Mr. Alexander made a motion to move to adjourn the meeting at 8:43 a.m. and Mr. Pryor seconded the motion; all members of the Board in attendance voted in favor.

Respectfully submitted,


Diana Ostroff, Secretary

Confidential Evaluation of Board Summary

| Criteria | Agree | Somewhat Agree | Somewhat Disagree | Disagree |
|---|-------|----------------|-------------------|----------|
| Board members have a shared understanding of the mission and purpose of the Authority. | 4 | | | |
| The policies, practices and decisions of the Board are always consistent with this mission. | 4 | | | |
| Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles. | 4 | | | |
| The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually. | 4 | | | |
| The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission. | 3 | 1 | | |
| The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest. | 4 | | | |
| Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues. | 3 | 1 | | |
| Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions. | 4 | | | |
| 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. | 4 | | | |
| The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law. | 3 | 1 | | |
| Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members. | 4 | | | |
| Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken. | 4 | | | |
| Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required. | 4 | | | |
| The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually. | 4 | | | |
| The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur. | 4 | | | |
| Board members demonstrate leadership and vision and work respectfully with each other. | 4 | | | |

Date Completed: 3/19/2025

ACBOC