



MINUTES OF A SPECIAL MEETING OF THE  
GOVERNANCE COMMITTEE  
OF  
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION  
November 2, 2023

A special meeting of the Governance Committee (the "Committee") of the Board of Directors of New York City Economic Development Corporation ("NYCEDC"), called at the direction of the President of NYCEDC, was held, pursuant to notice by an Assistant Secretary, on Thursday, November 2, 2023, in Conference Room 13F, on the 13<sup>th</sup> Floor at the offices of NYCEDC at One Liberty Plaza, New York, New York.

The following members of the Committee were present:

William Floyd (by Zoom)  
Adam Friedman (by Zoom)  
James McSpirtt

Members of NYCEDC staff also were present.

The meeting was chaired by Mr. McSpirtt, Chairperson of the Committee, and called to order at 11:04 a.m. Mark Silversmith, a Special Counsel and Assistant Secretary of NYCEDC, served as secretary of the duly constituted meeting, at which a quorum was present.

1. Approval of the Minutes of the July 20, 2023 Special Meeting of the Governance Committee

There were no questions or comments with respect to the minutes of the July 20, 2023 special meeting of the Governance Committee, as submitted. A motion to approve such minutes, as submitted, was made, seconded and unanimously adopted.

2. NYCEDC Board Self-Evaluation

As required by the Public Authorities Accountability Act of 2005 as amended (the "PAAA"), a self-evaluation of NYCEDC's Board of Directors (the "Board") had been undertaken for Fiscal Year ("FY") 2023.

At this time, Mr. McSpirtt briefly outlined the annual self-evaluation survey process. He noted that each year the survey was conducted in compliance with the PAAA, that the Committee held a meeting to review the results and comments, and that the Chairperson of the Committee, currently Mr. McSpirtt, provided a report on the survey results at the subsequent meeting of the Board.

Next, Mr. McSpiritt summarized the overall survey results. He stated that the survey yielded the usual generally positive responses, and that there were some "Disagree" and "Somewhat Disagree" responses to this year's survey, but that because the survey was anonymous and the person(s) who provided the negative responses did not provide comments, it was difficult to know the reasoning behind those responses. Mr. McSpiritt also stated that the FY2023 survey had slightly fewer responses than what the Committee had typically seen in recent years, and he discussed an issue that may have contributed to lower participation, which was that some Directors did not remember if they had participated and, since the survey was anonymous, had no way of verifying whether they had completed it. He noted that he had spoken with Delano Clarke, a Vice President in the MIS Department of NYCEDC, about this issue, and that Mr. Clarke advised that NYCEDC would look into whether there was a possible way for Directors to be able to verify whether they had participated without compromising the confidentiality of the survey.

At this time, Mr. McSpiritt and the Committee members went through the survey, page by page, and reviewed the questions and responses. With regard to the comments provided for Question 1, that "Board members have a shared understanding of the mission and purpose of NYCEDC," Mr. McSpiritt noted that Directors were learning more about NYCEDC's broader goals than in the past, through the reports that Andrew Kimball, President of NYCEDC, provided at Board meetings. With regard to Question 5, that the "Board is informed on NYCEDC's clear and measurable performance goals that contribute to accomplishing its mission," Mr. Silversmith explained that measurement goals were required by the PAAA, that NYCEDC had used the same measurement goals for several years, and that this year NYCEDC's President's Office was conducting a substantial review of what the goals should be in order to arrive at a whole new set of measurement goals, which NYCEDC planned to finalize and propose to the Directors at the February 2024 Board meeting. In answer to a question, Mr. Silversmith stated that the new set of goals would apply to the current fiscal year, and that in September the Board would receive the results for the goals.

At this time, the Committee reviewed and discussed the results and comments for Question 11, regarding Board members having "sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken," and Mr. McSpiritt noted that the results were largely consistent with prior years. Mr. Silversmith summarized NYCEDC's process and timing for its distribution of materials prior to meetings, and he noted that there had been a few times recently when the materials were circulated slightly later than usual because certain items had not yet been finalized. A discussion then ensued among Mr. McSpiritt, Mr. Friedman and Mr. Silversmith regarding the timing of the Board's receipt of materials for various matters and initiatives, as well as regarding the Directors' access to information on NYCEDC projects and initiatives. Mr. McSpiritt pointed out that the Directors were encouraged to reach out at any time to NYCEDC staff for information or to discuss projects or aspects of a particular project or initiative, and that NYCEDC staff members were very responsive and helpful. Mr. Silversmith added that the Directors' website provided a full contact list of all senior and executive staff members of NYCEDC for that purpose. Mr. Silversmith also explained that while the results were anonymous, the survey applied a number to each respondent,

and that from that numbering system NYCEDC had noticed that the “Disagree” and “Somewhat Disagree” responses almost entirely came from the same respondent.

With regard to Question 14 concerning identification and mitigation of risk to NYCEDC, Mr. McSpirtt discussed areas of risk and noted that identifying areas of risk and implementing risk mitigation strategies were largely covered by NYCEDC’s Audit Committee. A discussion then ensued among Mr. McSpirtt and Mr. Friedman regarding the boundaries of NYCEDC’s mission and the potential for mission creep when NYCEDC was asked to provide assistance with a matter or initiative that was a bit outside of NYCEDC’s usual area of work, and it was agreed that while this was something that NYCEDC should remain mindful of, it was not an issue that had ever become problematic. At this time, Mr. McSpirtt explained that at his presentation of the Committee report at the November 14, 2023 Board meeting, he would provide a report to broadly reflect what was discussed at this meeting of the Committee, and he encouraged the Committee members to reach out to him if there was anything that they wished to discuss further or that they would like to have included in the Committee’s report to the Board.

3. Adjournment

There being no further business to come before the meeting, pursuant to a motion made, seconded and unanimously approved the meeting of the Committee was adjourned at 11:30 a.m.

Mark Schiornith  
Assistant Secretary

Dated: August 20, 2024  
New York, New York