

**UNANIMOUS WRITTEN CONSENT OF THE GOVERNANCE COMMITTEE**  
**WITHOUT A MEETING**

**Board Self-Evaluation and Previous Minutes**

The undersigned, being all of the members of the Governance Committee of the Board of Directors of New York City Economic Development Corporation, do hereby adopt the following resolutions and authorize the actions contemplated therein by unanimous written consent of the members of the Governance Committee.

WHEREAS, the Public Authorities Accountability Act of 2005 as amended (the "PAAA") includes New York City Economic Development Corporation ("NYCEDC") in its definition of a local authority; and

WHEREAS, the PAAA requires the Governance Committee to annually perform a self-evaluation of the Board of NYCEDC; and

WHEREAS, the Governance Committee has reviewed the questions attached hereto as Exhibit A for the self-evaluation of the Board of NYCEDC, which are similar to those recommended to be used in the self-evaluation by the New York State Authorities Budget Office, and determined that they are appropriate for use for the self-evaluation of NYCEDC's Board in 2019; and

WHEREAS, the Governance Committee wishes to incorporate a comment section under the questions, as was done in 2018; and

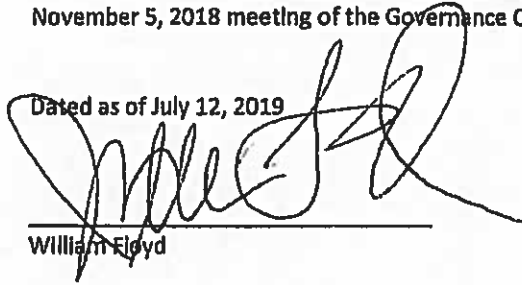
WHEREAS, the Governance Committee wishes to use SurveyMonkey to conduct the 2019 self-evaluation survey; and

WHEREAS, the Governance Committee wishes to approve the minutes of the meeting of the Governance Committee on November 5, 2018 attached hereto as Exhibit B;

NOW, THEREFORE, RESOLVED that the Governance Committee approves a 2019 self-evaluation of the Board of NYCEDC using the questions attached hereto as Exhibit A, with the comment sections under the questions and using Survey Monkey to conduct the survey; and

**BE IT FURTHER RESOLVED** that the Governance Committee approves the minutes of the November 5, 2018 meeting of the Governance Committee attached hereto as Exhibit B.

Dated as of July 12, 2019



Handwritten signature of William Floyd in black ink, written over a horizontal line.

William Floyd

\_\_\_\_\_  
Tanya Levy-Odom

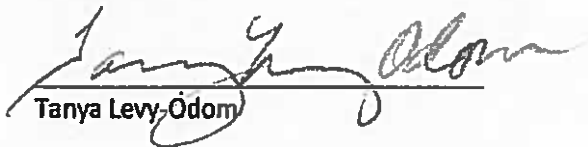
\_\_\_\_\_  
Matthew Washington

\_\_\_\_\_  
Timothy Wilkins

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Dated as of July 12, 2019

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William Floyd

  
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Tanya Levy Odom

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William Floyd

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Matthew Washington

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Timothy Wilkins

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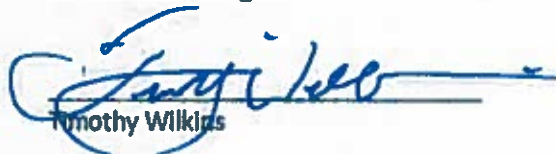
  
\_\_\_\_\_  
Timothy Wilkins

EXHIBIT A

**Board Self-Review**

1. Board members have a shared understanding of the mission and purpose of NYCEDC.

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

2. Comment Section

3. The policies, practices and decisions of the Board are always consistent with this mission.

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

4. Comment Section

5. Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

6. Comment Section

7. The Board has adopted policies, by-laws and practices for the effective governance, management and operations of NYCEDC and reviews these annually.

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

### 8. Comment Section

9. Board is informed on NYCEDC's clear and measurable performance goals that contribute to accomplishing its mission.

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

### 10. Comment Section

11. The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

### 12. Comment Section



**\*13. Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.**

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

#### **14. Comment Section**

**\*15. Board members are knowledgeable about NYCEDC's programs, financial statements, reporting requirements, and other transactions.**

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

#### **16. Comment Section**

**\*17. The Board knows the statutory obligations of NYCEDC and if NYCEDC is in compliance with state law.**

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

### 18. Comment Section

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◀	▶

\*19. Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

### 20. Comment Section

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\*21. Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

### 22. Comment Section

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◀	▶

\*23. Individual Board members feel that they may raise questions with regard to votes and other agenda items if they

feel additional information or discussion is required and NYCEDC staff members are responsive to these questions.

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

#### 24. Comment Section

25. The Board exercises appropriate oversight of the CEO and other executive staff.

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

#### 26. Comment Section

27. The Board has identified the areas of most risk to NYCEDC and works with management to implement risk mitigation strategies before problems occur.

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

#### 28. Comment Section



**\*29. Board members demonstrate leadership and vision and work respectfully with each other.**

- Agree
- Somewhat Agree
- Somewhat Disagree
- Disagree

**30. Comment Section**

EXHIBIT B



New York City Economic Development Corporation

MINUTES OF A SPECIAL MEETING OF THE  
GOVERNANCE COMMITTEE  
OF  
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION  
November 5, 2018

A special meeting of the Governance Committee (the "Committee") of the Board of Directors of New York City Economic Development Corporation ("NYCEDC") was held, pursuant to notice by an Assistant Secretary, on Monday, November 5, 2018, at the offices of NYCEDC, in Conference Room 5B, 110 William Street, New York, New York.

The following members of the Committee were present:

Tanya Levy-Odom (by conference telephone)  
Matthew Washington  
Timothy Wilkins (by conference telephone)

Also present were members of NYCEDC staff.

The meeting was chaired by Mr. Wilkins and called to order at 10:41 a.m. Meredith Jones, Executive Vice President, General Counsel and Secretary of NYCEDC, served as secretary of the duly constituted meeting, at which a quorum was present.

1. NYCEDC Board Self-Evaluation

As required by the Public Authorities Accountability Act of 2005 as amended, a self-evaluation of NYCEDC's Board of Directors (the "Board") had been undertaken for Fiscal Year ("FY") 2018.

Mr. Wilkins first provided an overview of the results and stated that the self-evaluation survey for FY2018 had a good response rate, with 23 Board members having completed the survey. He noted that 320 of the 340 total responses were positive and that 18 of the 20 negative responses came from only 3 respondents. Mr. Wilkins then stated that there were a few categories where a respondent or a few respondents either disagreed or somewhat disagreed.

Mr. Wilkins stated that some of the comments submitted by respondents related to the role the Board should play. Mr. Washington stated that there was room for broader discussions at meetings and more input from the Board. Mr. Silversmith noted that the opportunity to raise questions was provided at the meetings, but that typically only a few Directors did so. Mr. Washington agreed, and suggested that perhaps there could be scheduled time to facilitate larger discussions with the Board about particular items, as

well as NYCEDC's mission and direction. Mr. Wilkins then suggested that it might also be helpful for James Patchett, President of NYCEDC, to talk more about NYCEDC's mission and goals and how to achieve them. He also said NYCEDC could have more briefings on particular new projects and decisions in advance of votes on those matters. In answer to a question from Mr. Wilkins, Ms. Jones pointed out that NYCEDC staff was always available and willing to engage with Directors, and she suggested that perhaps the Board could be encouraged to reach out to staff more in advance of the meetings to raise questions they might have.

Mr. Wilkins stated that another category raised was whether the Board could play more of a role in setting the strategy and future planning of NYCEDC. Mr. Wilkins suggested that a short period of time could be carved out to enable the Board to have some discussion and input with respect to goals. Mr. Washington then stated that the Board perhaps should require Directors to attend the meetings in person to increase participation. Mr. Washington also suggested that maybe Mr. Patchett could occasionally provide a summary of goals to the Board members and remind them that his President's Report is structured to illustrate how NYCEDC's outlined goals were guiding its projects and activities. Mr. Wilkins also suggested that perhaps some sort of visual could help the Board to better understand the metrics, how NYCEDC was meeting them, and how the Board should think about them.

Mr. Wilkins then stated some interest had been expressed in better understanding risk assessment and mitigation. He suggested that Mr. Patchett could provide a brief presentation on NYCEDC's larger risks and what it was doing to mitigate those risks. Ms. Jones noted that one particular area where risks tied in with goals was reputation-related risk. She explained that one of NYCEDC's goals was how best to interact and engage with outside stakeholders. Mr. Wilkins suggested that these topics, risk and reputation, were an area for which some brief period of meeting time could be carved out for Directors and NYCEDC staff to engage in discussion and share any feedback they might have. Ms. Levy-Odom agreed and stated that creating additional time during the Board meetings for people to be able to comment, discuss and share additional information was an excellent idea. Mr. Washington stated that he liked this idea, but that he also wondered whether extending meetings further would create scheduling challenges for the Board members and make it even more difficult for them to attend.

Mr. Washington stated that he thought that creating an opportunity to provide the Directors with the chance to interact with one another informally and with NYCEDC staff, would be very helpful and worthwhile.

Mr. Washington then stated that perhaps the Directors also should consider whether it would be beneficial to move Board meetings to a different time of day. Mr. Wilkins stated that doing a survey to get the Board's feedback on this might be helpful.

It was determined that at the next Board meeting the Chairman of the Committee would present a report on the FY2018 survey.

2. Adjournment

There being no further business to come before the meeting, the meeting of the Committee was adjourned at 11:33 a.m.

\_\_\_\_\_  
Assistant Secretary

Dated: \_\_\_\_\_  
New York, New York