



**Minutes of the Governance Committee Meeting
held at 10:30 a.m. on September 19th at 253 Broadway
New York, New York 10007**

1. Meeting Called to Order; Quorum Noted

The meeting was called to order at approximately 10:30 a.m. The Secretary read the roll and noted a quorum was present consisting of Chairperson Anne Roest, Lisa Flores and Felix Ortiz.

2. Approval of Minutes From Meeting on September 18, 2015

Upon motion duly made and seconded, the Minutes of the September 18, 2015 meeting of the Committee were unanimously adopted as follows:

RESOLVED, that the Governance Committee hereby approves the minutes of the Board of Directors meeting held on September 18, 2015, a copy of which is annexed hereto.

3. Approval of the Mission Statement and Performance Measures

The next item on the agenda was the approval of the Mission Statement and Performance Measures. The following resolution was unanimously approved:

WHEREAS, section 2824-a of the Public Authorities Law requires every state and local authority to annually reexamine its mission statement and list of measurements of performance by which performance of the authority and the achievements of its goals may be measured; and

WHEREAS, the Governance Committee recently recommended, and the Board adopted, amendments to the Corporation's Mission Statement and list of Performance Measurements and the Committee has reviewed such Mission Statement and Performance Measurements and finds that they remain appropriate; it is therefore

RESOLVED, that the Governance Committee recommends that the Board approve the current Mission Statement and list of Performance Measurements, copies of which are annexed hereto.

4. **Review of Officers' Compensation and Benefits**

At approximately 10:45 a.m., upon motion duly made and seconded, the Committee voted to go into Executive Session to discuss the compensation of officers.

The Committee voted unanimously to approve the following resolution:

WHEREAS, the Governance Committee has completed its annual review of the compensation and benefits for the officers employed by the Corporation; it is therefore

RESOLVED, that the Chair of the Governance Committee shall recommend that the current compensation and benefits, as annexed hereto, are appropriate and shall be continued, provided that the compensation of Marge Ginsburg as Acting President be increased to \$205,000.

5. **Board Self Evaluation**

At approximately 11:05 a.m., the Committee returned to open session and voted unanimously, by the resolution below, to approve the proposed Board Self-Evaluation form required by the Public Authorities Law.

WHEREAS, the Board is required by section 2800(2)(a)(15) of the Public Authorities Law to do an annual self-evaluation; and

WHEREAS, it is the responsibility of the Governance Committee pursuant to section 2824(7) of the Public Authorities Law to cause the Board to perform such self-evaluation; and

WHEREAS, the Committee has reviewed the attached proposed form and deems it to be reasonable and appropriate for conducting a Board self-evaluation for the Board's 2015 Fiscal Year; it is therefore

RESOLVED, that the Governance Committee approves the attached form and authorizes the Chair of the Committee to have this form distributed to Board members for the purpose of performing the Board's self-evaluation for Fiscal Year 2017. WHEREAS, the Board is required by section 2800(2)(a)(15) of the Public Authorities Law to do an annual self-evaluation; and

WHEREAS, it is the responsibility of the Governance Committee pursuant to section 2824(7) of the Public Authorities Law to cause the Board to perform such self-evaluation; and

WHEREAS, the Committee has reviewed the attached proposed form and deems it to be reasonable and appropriate for conducting a Board self-evaluation for the Board's 2015 Fiscal Year; it is therefore

RESOLVED, that the Governance Committee approves the attached form and authorizes the Chair of the Committee to have this form distributed to Board members for the purpose of performing the Board's self-evaluation for Fiscal Year 2017.

Following the last Agenda item, there was discussion of the future role and mission of TDC. Felix Ortiz observed that there had been no IPOs for tech start-ups in the City in the past six months and suggested that TDC could participate in assisting such start-ups. Commissioner Roest noted the role in development of other entities, such as EDC or the incoming Chief Digital Officer (CDO). General Counsel Ruth Markovitz said that it would be necessary to determine whether the mission set forth in TDC's Certificate of Incorporation would encompass such a role for the Corporation. Lisa Flores stated that the Committee needs to examine the mission of TDC in order to see whether it should be expanded or focused more narrowly. It was agreed that such a discussion should occur quickly, preferably within the next 30 days. Commissioner Roest commented that it would be useful to bring in representatives from other entities involved with IT in the City and noted further that members of the entire Board should be involved in the discussion.

Respectfully Submitted,

A handwritten signature in blue ink that reads "Ruth Markovitz". The signature is written in a cursive style with a large, stylized "R" and "M".

Ruth Markovitz
Secretary