



Minutes
Governance Committee Meeting
December 13, 2016 at 9:00 am
253 Broadway
New York, New York 10007

1. Meeting Called to Order; Quorum Noted

The meeting was called to order at approximately 9:25 a.m. The Secretary read the roll and noted that a quorum was present consisting of Chairperson Ann Roest, Lisa Flores and Felix Ortiz.

2. Approval of Minutes from Meeting on September 19, 2016

Upon motion duly made and seconded, the Minutes of the September 19, 2016 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 19, 2016.

3. Approval of the Policy on Videoconferencing for TDC Meetings

The next item on the agenda was the approval of the Policy on Videoconferencing for TDC Meetings. Ruth Markovitz explained the legal requirements for videoconferencing under the TDC By-Laws and the New York State Open Meetings Law and Marge Ginsburg explained the practicalities of the way the policy would work. The following resolution was unanimously approved:

WHEREAS, from time to time, members of the TDC Board of Directors find themselves unable to attend meetings in person but have requested that arrangements be made for them to attend remotely by means of videoconferencing; and

WHEREAS, TDC By-Laws require that Directors may participate in meetings by videoconference provided that all participants in the meeting are able to see each other; and

WHEREAS, the New York State Open Meetings Law requires that public notice must be given that videoconferencing will be used at a meeting, and that further,

such notice must contain the address from which the remote access will occur and a statement that the public may attend at that address; and

WHEREAS, therefore, in accommodating requests for remote access, TDC must balance the practicalities of providing such access with the legal requirements in the TDC By-Laws and the New York State Open Meetings Law; now therefore, be it

RESOLVED, that the policy setting forth guidelines for the use of videoconferencing at meetings of the full Board and Committees, which is annexed hereto, is hereby approved.

4. Adoption of Amendments to TDC Time and Leave Policy

The next item on the Agenda was the consideration of amendments to the TDC Time and Leave Policy. Ruth Markovitz explained that there were two main changes, the increase of bereavement leave to 5 days and the capping of payout for unused accrued vacation days at two years. Following discussion, it was agreed to amend the policy to specify that a person leaving TDC employment will be entitled to a payout of unused vacation accruals of no more than 252 hours. Lisa Flores then asked if the new policy would mirror the Time and Leave Policy of the City, which lowered the number of vacation days accrued by managers in order to help defray the cost of paid family medical leave for City employees. It was agreed to retain the existing accrual schedule, since TDC is not required to be covered by the City's accrual rate.

The following resolution was unanimously approved:

WHEREAS, the TDC have policy governing employee time and leave benefits is set forth in a Memorandum dated April 4, 2015; and

WHEREAS, it is now necessary to provide greater clarity regarding the use and accrual of vacation benefits and to modify the policy regarding bereavement leave; now, therefore

BE IT RESOLVED, that the April 4, 2015 Memorandum to Employees is hereby modified and superseded by the Policy Memorandum, as amended to provide for a maximum payout of unused accrued vacation days not to exceed 252 hours, dated September 27, 2016.

5. Adjournment

The meeting was adjourned at approximately 10:15 a.m.



Jennifer Lupo
Secretary