



**NYC Technology Development Corporation**

**Minutes of Governance Committee Meeting Held on  
September 18, 2015 at 8:45 AM**

**at**

**City Hall, Governor's Room  
New York, New York 10007**

**1. Meeting Called to Order; Quorum Noted**

The meeting was called to order at approximately 8:45 a.m. A quorum was present consisting of Lisa Flores, Committee Chairperson Anne Roest, and Minerva Tantoco.

**2. Approval of Minutes from Meeting of February 26, 2015**

Upon motion duly made and seconded, the Minutes were unanimously adopted as follows:

RESOLVED, that the Governance Committee hereby approves the minutes of the Committee meeting held on February 26, 2015, a copy of which is annexed hereto.

**2. Mission Statement and Performance Measurements.**

Ms. Roest stated that the next item on the agenda was a proposal to amend the Corporation's mission statement and performance measurements. She noted that state law requires the Board to adopt a mission statement and a list of measurements by which the performance of the authority and the achievement of its goals can be realized and that the Corporation's staff had proposed amendments to the current mission statement and performance measurements to be used beginning in Fiscal Year 2016. Ms. Roest asked TDC's Acting President, Eileen Cleary, to summarize the proposed amendments.

Ms. Cleary explained that the amendment of the mission statement was to clarify that TDC, rather than having a "citywide oversight" role for major IT initiatives actually works on select projects which they are assigned by the City's CTO. The amended language also was intended to give specific emphasis to the significance of TDC's role in providing an alternative to the City to retaining private for-profit IT consultants.

With regard to the proposed amendments to the performance measures, Ms. Cleary explained that the proposed change to the language in the third enumerated performance measure was intended to provide greater detail regarding the scope and size of projects on which TDC

was engaged by providing a breakdown in terms of budget size of the projects receiving TDC senior management services. Ms. Flores asked whether it would be appropriate to also provide reporting on changes in budgets for projects on which TDC was working. Ms. Cleary responded that change in project budgets was not necessarily a reliable measure of TDC's effectiveness since various other factors outside of the control of TDC impact such budget changes. In addition, the purpose of including budget categories in the third performance measure was just to give insight into the ~~scope~~-scale of projects on which TDC worked. Ms. Flores stated that reporting on project budget changes could be relevant information for the Board even if it is not included as a performance measure. Ms. Cleary and Ms. Tantoco stated that TDC could look into this issue and get back to Ms. Flores.

Ms. Cleary then explained that the revised language in the sixth enumerated performance measure was intended to create a more objective and specific basis for measuring the effectiveness of TDC's services in providing oversight, transparency and identification of issues and risks. Specifically referencing the extent to which TDC consistently applied its methodology to achieve these objectives would provide a more readily quantifiable measure of effectiveness.

Upon motion duly made and seconded, the Committee then approved the following resolution unanimously:

WHEREAS, section 2824-a of the Public Authorities Law requires all state and local authorities 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 has reviewed the Corporation's mission statement and list of performance measurements and proposed amendments to such mission statement and performance measurements, and finds that the proposed amendments are appropriate; it is therefore

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

#### **4. Review of Compensation and Benefits**

Ms. Roest stated that the next item on the agenda was the annual review of compensation and benefits for the officers who are employed full-time by the Corporation and the total compensation that the Corporation reimburses to City agencies for legal and financial support services provided to TDC by City employees. She then suggested that the Committee convene an executive session to discuss the past performance and proposed salary adjustments for the Corporation's paid officers. Upon motion duly made and seconded, the Committee then went into an executive session.

Following the executive session, upon motion duly made and seconded, the Committee then approved a resolution to bring the following salary recommendations to the Board of Directors:

Eileen E. Cleary, Acting President: \$205,000

Bruce Nolan, Vice President: \$205,000

**5. Board Self-Evaluation**

Ms. Roest explained that the Public Authorities Law requires each authority board to perform an annual self-evaluation and that it is the responsibility of the Governance Committee to lead the self-evaluation process and compile the report. Ms. Roest explained that while the results of the self-evaluation would need to be reported to the New York State Authorities Budget Office, it would otherwise be maintained as a confidential record. The form proposed was similar to what TDC had used in past years and was suitable for a Board of TDC's size and level of activity.

Upon motion duly made and seconded, the Committee then adopted the following resolution unanimously:

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 amended proposed form and deems it to be reasonable and appropriate for conducting a Board self-evaluation for the Board's first fiscal year; it is therefore

RESOLVED, that the Governance Committee approves the attached form and authorizes the Chair of the Committee to distribute this form to Board members for the purpose of performing the Board's self-evaluation for Fiscal Year 2015.

**6. Adjournment**

The meeting adjourned at approximately 9:10 a.m.

Respectfully submitted,



Elissa Stein Cushman  
Secretary