



## NYC Technology Development Corporation

### Minutes of a Board Meeting Held on December 19, 2014 at 10:00 AM at 253 Broadway, 8th Floor New York, New York 10007

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

The meeting was called to order at approximately 10:00 a.m. The Secretary read the roll and noted a quorum was present consisting of Minerva Tantoco, Chairperson, Lisa Flores, Anne Roest, Kristine Ryan (as the designee of Dean Fuleihan), and Steven Salzinger.

#### 2. Minutes From Meeting on September 29, 2014

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

RESOLVED, that the Board of Directors hereby approves the minutes of the Board of Directors meeting held on September 29, 2014, a copy of which is annexed hereto.

#### 3. Governance Committee

The next item on the agenda was a resolution to appoint members to the Board's Governance Committee. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that pursuant to section 6.01 of the By-Laws of the Corporation, in addition to the Chairperson of the Board who, pursuant to section 5.09 of the By-Laws, serves, *ex officio*, as a member of the Governance Committee, the Board of Directors hereby consents to the Chairperson's appointment of the following persons to serve on the Governance Committee at the pleasure of the Board, which appointments shall supersede any previous appointments:

Anne Roest, Chair; and  
Lisa Flores

#### **4. Audit Committee**

The next item on the agenda was a resolution to appoint members to the Board's Audit Committee. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that pursuant to section 6.01 of the By-Laws of the Corporation, in addition to the Chairperson of the Board who, pursuant to section 5.09 of the By-Laws, serves, ex officio, as a member of the Audit Committee, the Board of Directors hereby consents to the Chairperson's appointment of the following persons to serve on the Audit Committee at the pleasure of the Board, which appointments shall supersede any previous appointments:

Dean Fuleihan, Chair; and  
Steve Salzinger.

#### **5. Approval of Amended Performance Measures**

The next item on the agenda was the amendment of the Corporation's performance measures that had been recommended by the Governance Committee, as reported at the Board's prior meeting.

Mr. Salzinger stated that Board should discuss how TDC implements the measurement for "effectiveness" of the Corporation in "providing oversight, transparency, and early identification of issues and risks." Mr. Salzinger also indicated that in the past, he found the operational update dashboards to be a useful tool. The Secretary noted that under the Board's previously approved Performance Measures, TDC's "effectiveness" was measured solely by the dashboards; under the new Performance Measures, there was room to utilize broader measures of effectiveness.

Ms. Flores agreed with Mr. Salzinger that the Board should have input on how the "effectiveness" measurement is implemented. She also stated that the Board should discuss the method to be used to measure the savings achieved by using TDC's services.

The Secretary noted that these would be appropriate subjects for the Governance Committee. The Chairperson, Ms. Roest and Ms. Flores all agreed that it would be useful for the Governance Committee to meet in the near future for this purpose. Mr. Salzinger asked if other Board members could join this meeting and the Secretary answered that Committee meetings are open meetings that all members were free to attend and that all Board members would be notified of the next meeting. Ms. Flores requested that materials for the meeting be distributed in advance.

Following this discussion, upon motion duly made and seconded, the Board unanimously approved the following resolution:

WHEREAS, section 2824-a of the Public Authorities Law requires all state and local authorities to adopt a list of measurements of performance by which performance of the authority and the achievements of its goals may be measured; and

WHEREAS, the Board's Governance Committee has reviewed the Corporation's performance measures and has recommended the adoption of an amended list of such proposed measurements, as reported at the September 29, 2014 Board meeting; it is therefore

RESOLVED, that the proposed amended Performance Measures presented at this meeting, copies of which are annexed hereto, are approved

6. **Approval of Amended Policy on Salary, Compensation, Reimbursement and Time and Attendance**

The Chairperson explained that the next item on the agenda, the amendment to the Corporation's Policy on Salary and Compensation, had been prepared in response to a request at the Corporation's July 25, 2014 meeting. At that time, the Board requested that one or more governing documents be amended to require the implementation of a personnel performance evaluation process and to require that a performance evaluation be completed prior to making any future salary adjustments for an employee. The Chairperson further noted that the Corporation had developed and begun to implement such an evaluation process, and asked the Acting President, Eileen Cleary, to give an overview of the process. Ms. Cleary then summarized the evaluation process that had been developed which includes semi-annual reviews and annual written evaluations of each TDC staff member, which would incorporate client feedback. Ms. Flores then asked whether TDC's performance had itself been evaluated by the City as required by the PPB Rules, and the Secretary responded that she believed the City had previously determined that TDC was not required to be evaluated because of its close affiliation with the City. The Secretary said that she would confirm and report back to the Board.

Following Ms. Cleary's presentation, upon motion duly made and seconded, the Board unanimously adopted the following resolution:

WHEREAS, the Board has adopted a Policy on Salary, Compensation, Reimbursements and Time and Attendance (hereinafter, the "Policy"); and

WHEREAS, the Policy provides that appropriate salary levels for the Corporation's employees should be based upon their "skill, experience, past performance, work history and position"; and

WHEREAS, the Corporation has established a performance review and evaluation procedure that is being employed to measure the performance of its personnel and recommends that use of this procedure be incorporated into the Policy; and it is therefore

RESOLVED, that the proposed amended Policy, a copy of which is annexed hereto, is approved.

7. **Operational Update/President's Report**

The Chairperson asked Acting President, Eileen Cleary, to give the Corporation's Operational Update, which included a review of TDC's active and completed engagements. In addition to project-specific discussions, a question was raised about how TDC had calculated the capital budget amounts for the projects reflected in the "active engagements". Ms. Cleary explained that the amounts were obtained from the client agencies and that TDC would meet with the Office of Management and Budget to verify them.

Mr. Salzinger observed that in the past, TDC had included project dashboards with the Operational Update and that he had found them very useful. Ms. Cleary explained that the format of the dashboards was being reviewed and that she would take that feedback under advisement.

Mr. Salzinger stated that it was important for TDC to be careful about the growth of its staff and there was some discussion about the best use of TDC staff, and Ms. Roest and the Chairperson both indicated the need for Solution Architects on City projects. The Chairperson indicated that there will be additional hirings in the coming months. Mr. Salzinger indicated that it appeared from a comparison of TDC's active and completed engagements that TDC's staff had grown, but the number of projects it was handling had actually diminished. The Chairperson noted that the number of projects was not necessarily an accurate reflection of TDC's effectiveness, as the complexity, size and significance of the projects varied. The Treasurer and Secretary pointed out that the completed engagements actually reflected work that had been done by TDC since its inception in January 2013 with completion dates from July '13 to the present, whereas the active projects reflected projects all of which were being handled at the present time, so it was not accurate to infer from the list that TDC was now handling less engagements than in the past. Ms. Flores requested that a breakdown of resources per project be provided.

Following Ms. Cleary's presentation, upon motion duly made and seconded, the meeting was adjourned at approximately 11:00 am.

Respectfully submitted,



Elissa Stein Cushman  
Secretary