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**Governance Committee**

**Meeting of December 21, 2020**

**Call to Order and Roll Call**

The meeting convened at 11:03 a.m.

**Board Members Present at Roll Call:** Claire Parde, Gertrude O’Sullivan and Helen Evans

**Excused:** Ann Battaglia and Bryan O’Donovan

**Staff Member:** Sara Wall Bollinger

1. **Approval of Minutes**

The minutes for the meeting of 11/18/20 were approved without amendment.

1. **Review of Disclosures of Interests Forms**

The Committee continued its review of Disclosure of Financial Interests Forms that had been submitted or amended since its last meeting. The following table summarizes the determinations that were made on this date:

|  |  |  |  |
| --- | --- | --- | --- |
| **Board Member Name** | **Independent** | **Potential for Conflict** | **Revision Needed** |
| Barry Brogan | No | Appropriation | No |
| Charlotte Crawford | No | Appropriation | No |
| Scott Emery | Yes | None disclosed | No |
| Helen Evans | No | Appropriation | No |
| Richard Kazel | No | Appropriation | Yes |
| Nancy McGraw | No | Appropriation | Yes |
| Bryan O’Donovan | No | Appropriation | No |
| Mandy Qualls | No | HWNY | No |
| Victoria Reid | No | Appropriation | No |
| Carrie Roseamelia | Yes | None disclosed | No |
| Jack Salo | No | Appropriation | No |

The Committee identified two forms that required further revision to adequately describe an interest that may give rise to a conflict. It was decided that, in the interest of moving the annual review process forward to a satisfactory conclusion, the Committee would append a statement to each member’s Disclosure Form that states that the Committee, upon its review of the form, noted that it was aware of a particular financial arrangement that should have been disclosed and that the determinations regarding independence were made with that item in mind. Claire will draft this statement, circulate it among Committee members for approval, and then send to the two board members to advise them of this action and provide an opportunity to add to or amend the statement or the form itself. The statement will include a deadline for correspondence on the matter, after which time, hearing none, the Committee will assume that the Member agrees to the addition of this note to the form as submitted. Upon that occurrence, the Committee will consider that its annual review of the Disclosure of Financial Interest Forms is complete.

The Committee discussed how lengthy and challenging this year’s review process was. That is due, in part, to the Disclosure Form itself, which is complicated and rather opaque. It was decided that the form should be revised prior to the next annual review. Claire will draft.

The length and challenges of this year’s review process were also related to the high number of Directors who are affiliated with an organization that has a direct contract with NYSARH for the Legislative Appropriation Award. These various financial arrangements rendered the Directors non-Independent, which raises multiple issues and concerns. Consequently, the Committee will next turn its attention to exploring the practical implications of this for governance, starting with a review of the corporate bylaws.

**Action Items:**

* **Claire** will contact the two board members whose forms require greater detail regarding an interest that was not adequately described or disclosed.
* **Claire** will revise the Disclosure Form to be simpler and more intuitive.
* **All Members** will review the corporate bylaws with two questions in mind:
  + What references to Independence do you find?
  + What limitations of non-Independence do you find?
* **All Members** will review the corporate bylaws and make note of any other changes that should be considered.

**Next Meeting:** January 11th at 11 a.m. [off-cycle due to holiday]

Tentative Agenda Item:

Review implications of non-Independent board members