

**MINUTES OF THE MEETING OF THE GOVERNANCE COMMITTEE
NEW YORK CITY WATER BOARD**

December 16, 2021

A meeting of the Governance Committee (the “Committee”) of the New York City Water Board (the “Board”) was held on Thursday December 16, 2021 beginning at approximately 10:30 a.m. via teleconference in accordance with the Governor’s Emergency Order regarding the Covid-19 pandemic. Members of the public called into the teleconference to listen to the meeting, in addition to the availability of a live text captioning option. The following committee members attended the meeting:

Evelyn Fernandez-Ketcham,

Jonathan Goldin, and

Arlene Shaw

constituting a quorum. The committee members were joined by the Board’s chairman, Alfonso Carney, and Board member Daniel Zarrilli, who participated in the meeting as observers. Mr. Goldin chaired the meeting of the committee, and Albert Rodriguez served as Secretary of the meeting.

Review of the Governance Committee’s Scope of Responsibility

Committee Chairman Goldin welcomed the public attendees and the Committee and Board members in attendance, and identified the Board’s Executive Director, Joseph Murin, Secretary Albert Rodriguez, and Treasurer Omar Nazem as in attendance. Mr. Goldin provided an overview of the Committee’s main responsibilities, which include ensuring that the Board has appropriate governance practices in place, as well as overseeing the Board’s self-evaluation process each year. Mr. Goldin further noted that the Committee has the ability and obligation to consider the Board’s governing documents, including the Board’s bylaws, the committee charters, and the Board’s code

of ethics, and to present recommendations to the full Board with respect to whether policies should be implemented or amended. Committee Chairman Goldin noted, given the Board's effect on every person who is resident within the water system's jurisdiction, the importance of operating with transparency and in accord with good governance principles. Mr. Carney added remarks about the importance of leadership from the Committee in providing an indication of the Board's direction and priorities. Committee Chairman Goldin invited Executive Director Murin and Treasurer Nazem to provide the Board with their remarks

Discussion of Board Members' Annual Self-Evaluation Form

Mr. Murin thanked Committee Chairman Goldin for his opening remarks, and requested that Treasurer Nazem provide the Board with any comments he wished to make. Mr. Nazem described the annual requirement to provide the Board's members with the opportunity to review the Board's effectiveness and how the Board conducts its meetings and decision making, and noted that member responses are recorded and tabulated anonymously. Mr. Nazem explained that the Board's self-evaluation sheet covered a range of topics, ranging from fairly technical questions to conceptual questions about Board effectiveness, and noted that the self-evaluation is prescribed by State law.

Committee Chairman Goldin asked Mr. Nazem if the Board evaluation process, while standardized, could allow for some customization of the criteria or questions presented on the evaluation form. Mr. Nazem answered that, provided the modified form addresses the range of topics included on the model State ABO form, the validity of the form would not be called into question if additional questions or modifications were made to the model form. Mr. Nazem added that one of the State ABO's objectives is likely to be able to compare responses on a uniform basis across different Boards statewide, and that the key questions on a modified form should allow the State ABO to make such comparisons. Mr. Carney informed the Board that, in connection with this service on a different board, he had worked with the State ABO to rework some of the questions on

the evaluation form. Mr. Carney requested that the Board's staff look at the evaluation form, and reword or refashion the questions, to better reflect what the Board does. Committee Chairman Goldin added the suggestion that an additional response column labeled "not applicable," or similar, could be one option for modifying the Board evaluation form. Member Fernandez-Ketcham stated her agreement that exploring whether the addition of a "not applicable" response option could be incorporated into the model form. Member Shaw noted her view that the survey document did not correspond to the Board's activities in all respects.

Committee Chairman Goldin noted that an option of returning the evaluation forms electronically would increase the response rate by the Board, and noted that of the Board's seven members, four completed evaluation forms were provided for tabulation, and requested that Board secretary Rodriguez assist in determining which modifications to the form could be acceptable. Chairman Carney commented on the importance of providing the public with evaluations of the Board's performance, and emphasized that any modifications to the evaluation form should reflect the full scope of the Board's duties and responsibilities. Ms. Fernandez-Ketcham suggested that the Board should consider modifications to the evaluation form, if such modifications would help the Board better interpret and contextualize the form. Committee Chairman Goldin noted there were a number of questions whether the four members providing completed forms provided the same answer, suggesting some consistency of understanding among members with respect to some of the questions.

Executive Director Murin thanked the Committee for its comments, and said the Board's staff would review the comments and the evaluation form for potential modifications. Secretary Rodriguez stated that he had prior experience with the form, and that the Board had raised important questions about the scope for modifications of the form and the appropriate role of the State ABO. Executive Director Murin added that he was not aware of other instances of the form being modified,

but that the State ABO characterizes the form as a model, and that there may be some discretion in whether the form could be modified. Mr. Carney stated that, in a different context, he had been involved in making modifications to the model form.

Discussion of Role and Responsibilities of the Board's Chief Contracting Officer

Committee Chairman Goldin invited the Board's staff to provide the Committee with an overview of the Chief Contracting Officer's role and responsibilities. Treasurer Nazem explained to the Board that the Chief Contracting Officer is a role defined in the Board's bylaws that is usually held by one of the Board's officers, although it is not required that the Chief Contracting Officer be a Board officer. Treasurer Nazem described the role's job duties as including overseeing the design and structure of the Board's procurements, as well as the negotiation and specification of contract terms. The Chief Contracting Officer also maintains the log and records of any property the Board releases from the Board's lease agreement with the City of New York, and that such releases of the lease usually involve another City agency. The Chief Contracting Officer's role also includes creating the records and justification analysis of any new property the Board directly leases or purchases, which is an infrequent occurrence.

Committee Chairman Goldin stated that he had reviewed the Board's procurement guidelines, and – as he understood the guidelines – the Board's staff could enter into contracts of up to \$100,000 without the Board's approval and, for smaller contracts of less than \$10,000, the contracts would not necessarily need to be disclosed to the Board. Committee Chairman Goldin requested that the Board be notified if circumstances arose under which the Board's staff were to enter into a smaller contract below the de minimis amount, especially if such a contract were to be procured on a no-bid basis. Committee Chairman Goldin added that it would be advisable to inform the Board of all no-bid contracts of any dollar amount. Committee Chairman Goldin offered a suggestion for a potential amendment to the procurement guidelines, to reflect that if a procurement

is conducted under a waiver of the usual requirement for a competitive solicitation process, that the procurement guidelines be amended to make clear that the stated reporting and Board authorization requirements explicitly apply to such procurements. After a discussion, Committee Chairman Goldin, Mr. Carney, and Secretary Rodriguez agreed that any amendment to the procurement guidelines would require a discussion and a vote of the entire Water Board.

Committee Chairman Goldin also asked that DEP and the Board's staff involve the Board's membership in real property dispositions as early in the process as practical.

Adjournment

There being no further business to come before the Board, upon motion duly made and seconded, the meeting was adjourned.

 /S/
SECRETARY