

**ALBANY CONVENTION CENTER AUTHORITY  
GOVERNANCE COMMITTEE MEETING MINUTES  
Albany Capital Center  
Meeting #2 of 2023 October 31, 2023**

**CALL TO ORDER:**

The meeting was called to order at 9:01 AM by Michele Vennard, Chair.

**Members Present:**

Chair Michele Vennard, Daniel C. Lynch, Michael Hoffman, Sarah Reginelli, John McDonald, Steven C. Lerner

**Member joining via ZOOM:**

Jahkeen Hoke,

**Others present:**

Robert Ryan Esq. ACCA Counsel, Mark Opalka, BST/CFO, Shannon Licygiewicz, Albany Capital Center GM, Duncan Stewart, ACCA Executive Director

**Absent:** Dominick Purnomo, Joseph Bonilla

Ms. Vennard calls upon Robert Ryan, ACCA Counsel.

Mr. Ryan reviews the contents of the Board packets the information having been provided in advance in preparation for this meeting of the Board along with copies of the applicable forms and directives related to an all-volunteer board that is not compensated for its service.

Mr. Ryan guides the discussion in the order of the Counsel memo, reviewing both Board Member Responsibilities and Requirements, and advising the members on matters related to:

- ABO Fiduciary
- ABO Independence
- ACCA Cert. of Independence
- ACCA Code of Ethics
- ABO Procurement
- ACCA Procurement
- ABO Annual Board Evaluation

Mr. Ryan explains that both the ABO Fiduciary Statement and ACCA independence certificate require a signature and are then maintained on file by the ACCA, signature copies were provided.

Mr. Ryan notes the requirement for new members to take the NYS Ethics (formerly JCOPE) course and that every 3 years all members are required to take a refresher course which in the past has been administered by ACCA Counsel. Separately, The ABO provides online course instruction for new members, which is required to be completed within 1 year of being appointed.

As Policy Makers, all Board members are required to file an annual financial disclosure related to their service on the ACCA Board unless otherwise provided through their full time employment elsewhere.

Mr. Ryan summarizes the ACCA Ethics Policy related to conflicts of interest. If concerned about a conflict related to an agenda item or business before the Board, or the appearance of same, members are encouraged to review with Counsel.

Mr. Ryan summarizes the ABO Public Procurement requirements and the ACCA procurement Policy that follows, including those related to permissible contact, lobbying, and influence.

Mr. Ryan reviews the FY 2023 Board evaluation form, a requirement of the Authority Budget Office (ABO), explaining that these forms are to be completed anonymously, the data collected is then summarized and thereafter submitted to the ABO by ACCA Staff.

Ms. Vennard emphasized the importance of this form and that if there are any issues or concerns members are encouraged to contact the Chair and are welcome to discuss any at the meeting before completing the form. Mr. Ryan offers that should members wish to discuss any matters in confidence, that they may contact him directly.

Referring to the last page of the Counsel memo, Mr. Ryan details meeting frequency, quorum requirements, composition of standing committees and their purposes and references the current ACCA policies that are in place and posted to the website.

Any changes in or amendments to ACCA policy as may be required by NYS under PAA (Public Authorities Accountability Act) or other NYS entities/agencies will be presented at the Annual meeting, Thursday, January 25, 2024, when the Board will be asked to consider any policy re-statements or changes identified by Counsel in advance.

**OTHER BUSINESS:**

No other business was discussed.

***ADJOURN: A motion to adjourn the Governance Committee meeting was made by Mr. McDonald, seconded by Ms. Reginelli; The motion carried unanimously***

The Committee meeting adjourned at 9:13 AM.

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**Next Governance Committee Meeting  
Thursday, January 25, 2024  
Immediately preceding the ACCA Board Annual Meeting  
Location: Albany Capital Center Rm. Location: TBD**