



**Thruway
Authority**

**GOVERNANCE COMMITTEE MEETING NO. 38
TUESDAY, SEPTEMBER 24, 2024
ALBANY, NEW YORK**



**Thruway
Authority**

GOVERNANCE COMMITTEE AGENDA

Meeting No. 38
September 24, 2024
Albany, New York

1. Approval of Minutes of Governance Committee Meeting No. 37
2. Approval of Revisions to the Thruway Authority's Bylaws
3. Other Business
4. Adjournment

TO: The Governance Committee

DATE: September 24, 2024

FROM: Julie Greco
Board Secretary

SUBJECT: Approval of Minutes for Governance Committee Meeting No. 37

Copies of the Minutes of Governance Committee Meeting No. 37 were made available to the Committee Members as part of the agenda.

RECOMMENDATION

It is recommended that the Minutes of Governance Committee Meeting No. 37, held on April 9, 2024, be approved by the Committee.



**Thruway
Authority**

MINUTES

GOVERNANCE COMMITTEE MEETING NO. 37

April 9, 2024

Meeting minutes of the New York State Thruway Authority Governance Committee was held in the boardroom at 200 Southern Boulevard, Albany, New York, and via video conference at SUNY College of Environmental Science and Forestry, 229 Bray Hall, 1 Forestry Drive, Syracuse, NY 13210.

The following Committee Members were present, constituting a quorum:

Heather Briccetti-Mulligan, Chair
Norman Jones, Committee Member
Chair Joanie Mahoney (ex officio)

In addition, the following Board Members were present:

Robert Megna, Board Vice-Chair
Jose Holguin-Veras, Ph.D., Board Member

Staff Present:

Tom McIntyre, Deputy Executive Director of Operations & Special Projects
Nicole Leblond, Chief of Staff
Dave Malone, Chief Financial Officer
Joe Igoe, First Deputy General Counsel
Brent Howard, Chief Engineer
Josh Klemm, Chief Information Officer
Selica Grant, Director of Administrative Services
Erika Beardsley, Director for Strategic Management
Jennifer Givner, Director of Media Relations & Communications
Andrew Trombley, Director of Procurement Services
Andrew Nagy, Superintendent of Maintenance
Sean Lasher, Information Technology Specialist
William Hewitt, Information Technology Specialist
Julie Greco, Board Secretary
Danielle Adams, Director of Compliance
Jeffrey Mysliwec, Auditor

Also Present:

Brendan Kennedy, BST & Co. CPAs, LLC.

Murray Bodin, Constituent

Ms. Briccetti-Mulligan, Committee Chair, called the meeting of the Governance Committee to order at 1:35 p.m.

Ms. Greco recorded the minutes as contained herein (public notice of the meeting had been given).

Item 1

Approval of Minutes of the Governance Committee Meeting No. 36 (30:03)

Upon motion duly made and seconded, the Governance Committee approved the minutes of the previous meeting held on November 14, 2023. Copies of the meeting minutes were provided to the Committee Members and are maintained in Authority records.

Item 2

Review and Approval of Bylaws and Certain Authority Policies (30:23)

First Deputy General Counsel, Joseph Igoe, presented the necessary changes to the Authority's Bylaws and Certain Authority Policies.

Copies of the updated Bylaws and Authority Policies were provided to the Committee Members and are maintained in Authority records. Details of the presentation and Committee Member's discussion is included in the video recording of the meeting and maintained by the Authority.

Upon motion duly made and seconded, the Governance Committee approved the updated Bylaws and certain Authority Policies and authorized its submission to the Authority Board for consideration.

Adjournment (34:00)

There being no other business to come before the Governance Committee, upon motion duly made and seconded, the meeting was adjourned at approximately 1:39 p.m.

Note: Webcasts, which include dialogue of Authority Committee Meeting, are available on the Thruway Authority website 48 hours after such meetings occur and remain on the website for a period of four months.

TO: Governance Committee

DATE: September 24, 2024

FROM: Sandra Rivera,
General Counsel

SUBJECT: Review and Approval of Thruway Authority Bylaws

For review and approval by the Governance Committee are revisions of the Authority's Bylaws. Changes to the Bylaws change the titles of most of the Department heads from "Director" to "Chief", which is consistent with similar public authorities and other current titles of Authority department heads. Additionally, the Department of Media and Government Relations is created as a new Department. The new Department of Media and Government Relations would have the duties of customer information, media relations, public affairs and government relations. Under the current Bylaws, these functions are under the Chief of Staff or Legal Department.

RECOMMENDATION

It is recommended that the Governance Committee approve these Bylaws provisions and authorize Authority staff to present them to the Board.

New York State
Thruway Authority



BYLAWS

April-September 2024

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**BYLAWS
OF THE
NEW YORK STATE
THRUWAY AUTHORITY**

**Adopted at Thruway Authority
Board Meeting 191 on October 19, 1964**

(As revised ~~April 9~~September 24, 2024 by Board Resolution Number [x])

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**BYLAWS
OF THE
NEW YORK STATE
THRUWAY AUTHORITY**

**ARTICLE I
THE THRUWAY SYSTEM**

- A. **The Thruway System.** The facilities under the jurisdiction of the New York State Thruway Authority (hereinafter the “Authority”) shall be defined collectively as "the Thruway System."
- B. **Definition of the Thruway System.** Pursuant to Article 2, Title 9, of the Public Authorities Law (hereinafter the "New York State Thruway Authority Act"), the Thruway System shall include the expressway, bridges, shoulders and devices constructed or hereafter constructed in accordance with the New York State Thruway Authority Act, together with the rights-of-way and other lands acquired for such construction or other Thruway purposes, the toll facilities, buildings, restaurants, gasoline stations, equipment, rolling stock and other property of whatsoever kind or nature owned by, or under the jurisdiction of the Authority.

ARTICLE II
OFFICES

- A. **Principal Office.** The principal office of the Authority shall be located at the Administrative Headquarters Building of the Authority, 200 Southern Boulevard, Albany, New York -12209.
- B. **Other Offices.** The Authority shall have such additional offices as the Board, from time to time, may determine by resolution to be necessary or appropriate for the conduct of its operations.

ARTICLE III
THE BOARD

A. **The Board.** Pursuant to the New York State Thruway Authority Act, the governing body of the Authority shall be the Board, which shall consist of seven Members appointed by the Governor by and with the advice and consent of the Senate. The Member designated by the Governor as Chairman of the Authority (hereinafter the “Chair”), shall be the Chair of the Authority until the conclusion of his or her term. The Board is the "appointing authority," as defined in Section 2, subdivision 9, of the Civil Service Law, and shall have the power to appoint and remove Officers, agents and employees and fix their compensation, except to the extent specifically delegated by these Bylaws or by a policy approved by resolution of the Board, provided, however, that the appointment of the Executive Director shall be subject to confirmation by the New York State Senate in accordance with the effective date of Chapter 506 of the Laws of 2009 implementing Public Authorities Law Section 2852. The Chair shall have the power to remove: the Executive Director, after the approval of the Governance Committee and after the approval of the majority of the Board at a duly called meeting of the Board; the Executive Staff of the Authority, upon prior notice to the other Members of the Board; and all other agents and employees of the Authority, except to the extent specifically delegated by the Chair. The Chair shall also have the power to appoint all agents and employees of the Authority except Officers and Executive Staff. In those instances where an individual is both an employee and Officer of the Authority, then the Chair's removal of the individual as an employee shall also terminate such individual's service as an Officer of the Authority. All other powers granted by statute to the Board, unless expressly delegated by these Bylaws or other action of the Board, are reserved unto the Board.

B. Place, Time and Notice of Meetings.

1. Meetings of the Board shall be held at least quarterly at such places and times as shall be called by the Chair, upon notice at the time and at the place within the State of New York as shall be specified in such notice, which shall be given to each Member by mailing the same at least seven business days, or by telephone, personal delivery, facsimile or other electronic means of transmitting the same at least three business days, before the time fixed for the meeting. In the event the Chair shall certify that an urgent need exists for a meeting, the Chair may give notice of such meeting by telephone, personal delivery, facsimile or other electronic means of transmission not less than twenty-four hours before the time fixed for the meeting. In lieu of the notice prescribed in this paragraph, a waiver thereof in writing signed by the Member or Members entitled to said notice, whether before or after the time stated therein for the meeting, shall be deemed equivalent to such notice for the purposes of this paragraph. No notice to, or waiver by, any Member with respect to a meeting shall be required if such Member is present at the meeting. Except as provided in Article VIII of the Bylaws with respect to amendments thereof, any and all business may be transacted at any meeting of the Authority.

2. Electronic Participation.

A. Public Attendance.

Any one or more Members of the Board or any committee thereof, with the prior approval of the Chair, may participate in a meeting of such Board or committee by means of videoconferencing provided the public has an opportunity to attend, listen and observe at any site at which a Member participates.

B. Extraordinary Circumstances Without Public Attendance.

To the extent permitted by the New York State Open Meetings Law, in circumstances

where inclement weather conditions or other extraordinary circumstances requiring a reasonable accommodation (including religious, medical, caregiving responsibilities, or any other significant or unexpected factor or event which precludes the member's physical attendance at such meeting approved by the Chair) make it not feasible for additional Member(s) to attend a meeting of the Board in person at the location originally designated for the meeting, and where a quorum is or will be present, the Chair may determine that additional Member(s) may participate in the meeting of the Board by means of video conference equipment. In such circumstances, the Chair or the Executive Director, upon the direction of the Chair, may give notice that the Member(s) impacted by the inclement weather conditions or requiring a reasonable accommodation may participate in the meeting of the Board by means of video conference equipment, whereby all persons participating in the meeting can hear and observe each other and all other persons present at each of the designated places of the meeting, and such participation in a meeting via videoconference shall constitute presence in person at such meeting.

The public notice for the meeting shall inform the public: (i) that extraordinary circumstances videoconferencing will (or may) be used, (ii) where the public can view and/or participate in such meeting, (iii) where required documents and records will be posted or available, and (iv) the physical location(s) for the meeting where the public can attend. The minutes of the meetings involving videoconferencing based on extraordinary circumstances shall include which, if any, members participated by videoconferencing from a private location due to such extraordinary circumstances.

If videoconferencing is used to conduct a meeting, the public shall be provided the opportunity to view such meeting via video, and to participate in proceedings via

videoconference in real time. Public comment opportunity shall be the same as in person participation.

Each open portion of any meeting conducted using extraordinary circumstances videoconferencing shall be recorded and such recordings posted or linked on the Authority's website within five business days following the meeting, and shall remain so available for a minimum of five years thereafter. Such recordings shall be transcribed upon request.

C. The in-person participation requirements of shall not apply during a State disaster emergency declared by the Governor pursuant to Executive Law § 28.

C. **Quorum/Voting**. A majority of the Members of the Board then sitting shall constitute a quorum for the transaction of any business or the exercise of any power or function of the Authority and the Board shall have the power to act by a majority of the Members present at any meeting at which a quorum is in attendance. A member who is participating from a remote location that is not open to in-person physical attendance by the public shall not count toward a quorum but may participate and vote if there is a quorum of members at a physical location(s) open to the public.

A member who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his abstention or dissent is stated at the meeting, which dissent or abstention shall be duly entered in the minutes of the meeting.

D. **Adjournment**. Any meeting of the Board may be adjourned from time to time by the Members present, and no notice shall be required of any adjourned meeting beyond the announcement of such adjournment at the meeting or the adjournment thereof. In the absence of a quorum, any meeting of the Board may be postponed and notice of the new date shall be given in accordance with the

provisions of this Article.

ARTICLE IV

OFFICERS, DEPARTMENTS AND EXECUTIVE STAFF

- A. **Officers.** The Officers of the Authority shall be the Chair, the Vice-Chair, the Secretary, the Treasurer and the Executive Director. The Officers of the Authority shall also include such Assistant Secretaries and Assistant Treasurers as the Board may, from time to time, by resolution, name and appoint. Any two or more of such offices, except Chair and Vice-Chair, may be held simultaneously by the same Member of the Board. The office of Executive Director shall not be held by any Member of the Board. The offices of Secretary, Treasurer, Assistant Secretary and Assistant Treasurer may be held by persons other than Members, and any two or more of these offices may be held simultaneously by the same person. The Board may, from time to time, pursuant to the provisions of Public Authorities Law Section 354(6), name and appoint additional Officers, fix their compensation and define their duties.
- B. **Terms of Chair and Members of the Board; Election and Terms of Officers.** The terms of office of the Chair and other Members of the Board shall be as provided in their appointments by the Governor. A resignation by the Chair or other Member shall be submitted to the Governor in accordance with the provisions of the Public Officers Law. Except for the Chair, all Officers, as provided and authorized in this Article of the Bylaws, shall be appointed by the Board and, subject to applicable provisions of the Civil Service Law, if any, shall hold office at the pleasure of the Board; provided, however, that the Executive Director is subject to New York State Senate confirmation and shall serve at the pleasure of the Chair pursuant to Article III(A) of these Bylaws. All Officers, except the Chair, may resign their respective offices at any time by giving written notice thereof to the Board and such resignations shall be governed by the provisions of the Public Officers Law.

A vacancy in any such office shall be filled in the manner prescribed herein for appointment thereto.

- C. **Departments**. The Departments of the Authority shall be Maintenance and Operations, Engineering, Information Technology, Administrative Services, Finance and Accounts, Legal, Revenue Management, Procurement Services, Department of Strategic Management, and Audit and Management Services, and Media and Government Relations. The Board may, by resolution, add or abolish Departments.
- D. **Divisions**. For purposes of administration, operation and maintenance, the Thruway System is subdivided into the following Divisions: New York, Albany, Syracuse and Buffalo.
- E. **The Executive Staff**. The Executive Staff of the Authority shall be the Chief of Staff, Chief Engineer, Chief Director of Maintenance and Operations Officer, Chief Director of Administrative Services Officer, General Counsel, Chief Director of Audit and Management Services Investigations Officer, Chief Financial Officer, Chief Information Officer, Chief Director of Procurement Services Officer, Director of Chief Strategic Initiatives Officer Management, Director of Chief Revenue Management Officer, Chief Media and Government Relations Officer, and the Division Directors for New York, Albany, Syracuse, and Buffalo. The Board may, from time to time, pursuant to the provisions of Public Authorities Law Section 354(6), create additional Executive Staff positions, fix their compensation and define their duties.

ARTICLE V
DUTIES OF OFFICERS

- A. **Chair**. The Chair shall set the agenda for, and preside over, all meetings of the Board and is specifically authorized to do the following:
1. Take all steps necessary and proper in the Chair's judgment to carry out the decisions and policies of the Board.
 2. Take all steps necessary and proper in the Chair's judgment to carry out the powers and duties the Board has delegated to the Chair.
 3. Delegate to any Officer, Executive Staff member, assistant or employee such of the Chair's duties, powers and functions as the Chair may deem necessary or appropriate; provided, however, that the Chair may revoke any such delegation at any time.
- B. **Vice-Chair**. The Vice-Chair shall be Acting Chair and shall assume and perform all powers and duties of the Chair in the event the office of the Chair is vacant or the Chair is unable to perform such duties by reason of illness, disability or absence.
- C. **Treasurer**. The Treasurer is authorized to sign vouchers, payrolls and requisitions for the disbursement of monies of the Authority from funds of the Authority held by the Comptroller of the State of New York as Agent for the Authority; sign and cosign checks in the name of the Authority for the withdrawal of monies from any bank account held by the Authority; and make and sign statements showing the financial condition of the Authority.

- D. **Secretary**. The Secretary shall: keep the minutes of the meetings of the Board; affix and attest the seal of the Authority; certify copies of Authority papers and records; ensure that all notices of meetings required to be given to Members of the Board are duly given; and ensure that all reports, statements and other documents required by law are properly kept and filed.
- E. **Assistant Treasurer**. The Assistant Treasurer, and if there be more than one, the one so delegated, shall perform such duties as may be assigned by the Treasurer, and shall perform the duties of the Treasurer in the event the office of Treasurer is vacant, or in the event the Treasurer is unable to perform such duties by reason of illness, disability or absence.
- F. **Assistant Secretary**. The Assistant Secretary, and if there be more than one, the one so delegated, shall perform such duties as may be assigned by the Secretary, and shall perform the duties of the Secretary in the event the office of Secretary is vacant, or in the event that the Secretary is unable to perform such duties by reason of illness, disability or absence.
- G. **Executive Director**. The Executive Director, under the supervision of and subject to the directions of the Chair, is the chief executive officer of the Authority and is primarily responsible for the discharge of the administrative functions of the Authority, including the giving of such orders and directives as are necessary for the conduct of the Authority's business. The Executive Director shall attend all meetings of the Board, shall preside at meetings of the Executive Staff and shall be a member of all standing and ad hoc committees of the Authority. The Executive Director is hereby designated an Assistant Secretary and an Assistant Treasurer. The Executive Director is specifically authorized to do the following in accordance with the decisions and policies of the Board:
1. Approve the expenditure of Authority funds.
 2. Sign documents, releases, conveyances, contracts and agreements in the name of the Authority.

3. Sign vouchers, payrolls and requisitions for the disbursement of monies of the Authority from funds of the Authority held by the Comptroller of the State of New York as Agent for the Authority; sign and cosign checks in the name of the Authority for the withdrawal of monies from any bank account held by the Authority; and make and sign statements showing the financial condition of the Authority.
4. Provide for the prosecution, defense, settlement or compromise of any action, proceeding or claim by or against the Authority, as the case may be, which, in the Executive Director's judgment, is in the best interests of the Authority, provided that the expenditure of Authority funds for such prosecution, defense, settlement or compromise does not exceed \$2.5 million.
5. Delegate to any Executive Staff member, assistant or employee such of the Executive Director's duties, powers and functions as the Executive Director may deem necessary or appropriate; provided, however, that the Executive Director may revoke any such delegation at any time.

ARTICLE VI

FUNCTIONS OF DEPARTMENTS - DUTIES OF EXECUTIVE STAFF

Chief of Staff. The Chief of Staff shall be primarily responsible for ~~overseeing oversight over critical departments, oversight over~~ interdepartmental projects and activities, ~~delivering customer service and operational improvements and management of internal and external partnerships, such as customer information, public and community affairs, and administrative analysis.~~ In addition, the Chief of Staff shall perform such duties as may be assigned by the Executive Director.

Departments and Executive Staff:

<u>Department</u>	<u>Function</u>	<u>Department Head</u>
Engineering	Engineering including traffic, design and construction; development, management and delivery of the Capital program; transportation planning; and environmental services.	Chief Engineer
Maintenance and Operations	Management of Divisions; maintenance of highways, bridges, facilities and equipment; inventory management; traffic management; management of service areas; emergency services and State Police liaison.	Director of Maintenance and Operations Chief Maintenance and Operations Officer
Administrative Services	Personnel administration; labor relations; employee safety and health; training and employee development; equal opportunity; and office services. Services employee development; equal opportunity; and office services.	Chief Director of Administrative Officer
Finance and Accounts	Investments, asset management and insurance; accounting and disbursements; fiscal audit; and budget.	Chief Financial Officer

Legal

Legal affairs; real property; government relations; and advice and counsel to the Authority Board, Executive Staff and employees.

General Counsel

Audit and Management Services	Audit and review of administration and operations; internal controls; liaison with State Inspector General; procurement integrity; and vendor responsibility.	Director of Audit and Management Services Chief Audit and Investigations Officer
Information Technology	Application and technology development; information security and systems management.	Chief Information Officer
<u>Media and Government Relations</u>	<u>Customer information; media relations; public affairs; government relations</u>	<u>Chief Communications Officer</u> <u>Media & Government Relations Officer</u>
Procurement Services	Purchasing; Minority and Women-Owned Business compliance; Service Disabled Veteran-Owned Business compliance; capital contract management.	Director of Procurement Services Chief Procurement Officer
Strategic Management	Strategic planning; enterprise risk management; project management; continuous improvement and analysis.	Director of Strategic Management Chief Strategic Initiatives Officer
Revenue Management	Toll collection operations; E-ZPass customer service; commercial operator services; revenue management.	Director of Revenue Management Chief Revenue Management Officer

ARTICLE VII
MISCELLANEOUS

- A. **Seal.** The official seal of the Authority shall be a design bearing the outline of the map of the State of New York and generally indicating the route of the Thruway and bearing the words "New York State Thruway Authority" around the circumference thereof. The Secretary shall be the custodian of the seal.
- B. **Fiscal Year.** The fiscal year of the Authority shall commence on the 1st day of January in each year and shall end on the 31st day of December in each year.
- C. **Service of Process and Papers.** The General Counsel is authorized to receive service of legal process and all papers of a similar nature or import.
- D. **Committees.** There shall be an Audit Committee, a Governance Committee and a Finance Committee, the membership of which shall be comprised of Members of the Board. The Chair or Executive Director may appoint such ad hoc committees as may be necessary for the efficient management of the Authority and designate the membership and define the duties of such committees.
- E. **Defense and Indemnification.**
1. Right of Indemnification. Each Member, officer and employee of the Authority whether or not then in office, and any person whose testator or intestate was such a Member, officer or employee, shall be indemnified by the Authority in accordance with and to the fullest extent permitted by law for the defense of, or in connection with, civil or criminal actions or proceedings or appeals therein arising out of the Members', officers' or employees' exercise or carrying out of any of the Authority's purposes and powers; provided however, that no Member, officer or employee shall be reimbursed for attorney fees and expenses incurred by

the Member, officer or employee in his or her defense of a criminal proceeding or matter unless such Member, officer or employee is acquitted of such charges or the charges are dismissed, or if the attorney fees and expenses are incurred in connection with a grand jury appearance, no true bill is returned against the member, officer or employee.

The right of indemnification herein provided shall not be deemed exclusive of any other rights to which any such Member, officer or employee may now or hereafter be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of the rights, pursuant to statute or otherwise, of any such Member, officer or employee in any such action or proceeding to have assessed or allowed in his favor, against the Authority or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

ARTICLE VIII
AMENDMENTS

The Bylaws of the Authority may be altered, amended or repealed by resolution of the Board, provided that a copy of the proposal to so alter, amend or repeal such Bylaws shall be mailed, electronically transmitted or delivered to each Member of the Board at least seven business days prior to the date of the meeting at which such proposal is to be considered. The Members may, however, by unanimous consent, agree to consider and act upon any such proposal at any duly called meeting of the Board.