

Natural Heritage Trust
Governance Committee Meeting
June 29th 2011

Attendees:

Chris Pushkarsh	Governance Committee Member, Resource Development Manager, Office of Parks, Recreation and Historic Preservation
Donna Ensign	Governance Committee Designee, Senior Accountant: Federal Account Unit, Department of Environmental Conservation
Natasha Phillip	Governance Committee Member, Senior Attorney, Office of General Counsel, Department of State
Alex Roth	Executive Director, NHT
Paul Laudato	Counsel and Chief Financial Officer (Acting), NHT
Sarah Purcell	Program Manager, NHT

The meeting came to order at 2:05 pm at Building 1, 14th Floor, Empire State Plaza on June 29th, 2011.

Introductions and Overview

A. Roth began by providing a brief overview of the Natural Heritage Trust (NHT) and the Governance Committee (Committee). He explained that establishment of a Committee was first required under the Public Authorities Accountability Act of 2005. At that time the Board of Directors (Board) decided that due to its small size of four members all members would serve as the Committee. Then in 2009 the Public Authorities Reform Act was passed, which included new provisions regarding governance. In 2010 the Board elected to appoint employees from each member agency to serve as on the Committee. Due to retirements and movements within the Department of Environmental Conservation (DEC) the new Committee did not assemble prior to this meeting.

A. Roth then mentioned that both the Board and the NHT's Audit Committee each have a Chairperson (Chair) and the Committee may want to consider who it would like to nominate as the Chair either at this meeting or a subsequent meeting. C. Pushkarsh suggested that it would be better to wait until the Board appointed a new DEC representative and the Committee had a better perspective on the role of the Committee.

Annual Board Member Evaluation and Training

A. Roth then explained that one of the new governance requirements involves each Board member to complete an annual self-evaluation, the results of which are given to the Governance Committee. The aggregated results of the evaluations must also be submitted to the Authorities Budget Office (ABO).

Each member submitted a completed evaluation and the Committee discussed the results. D. Ensign asked how many Board meetings have taken place since new Board members were appointed. A. Roth responded that there have been two meetings. C. Pushkarsh stated that ultimately, the goal should be to get each Board member to be able to "Agree" to every criteria listed in the evaluation. N. Phillips suggested that the Committee may want to meet with Board members to better understand some of the responses and be able to make recommendations for improvements.

C. Pushkarsh then asked whether all Board members have received the required governance training, as the training may inform their decisions and responses on the evaluations. A. Roth responded that two Board members have attended the training,

while the two newly appointed members have not. There was discussion regarding when the ABO would be providing training and whether or not the NHT should consider hiring a state-approved trainer to come in and give the training. It was agreed that the NHT would do some research and get back to the Committee on training options.

Mission Statement and Performance Measures Report

A. Roth then stated another requirement of the 2009 Public Authorities Reform Act is an annual performance measures report which also must be submitted to the ABO and placed on the NHT website. He stated that the mission statement and performance measures were submitted to the ABO last year, making this the first measurement report.

S. Purcell then briefly reviewed the report. The Committee did not have any issue with NHT management submitting and posting the measurement report.

A. Roth then informed the Committee that it received a letter from the ABO dated June 21, 2011 informing the NHT that its mission statement should be revised and resubmitted based on the criteria within the ABO's mission statement policy guidance. He also explained that the letter was a form letter and didn't provide details on what specifically the ABO felt was lacking. There was discussion about some wording that could potentially be changed or added to the mission statement. Because this was not an original agenda item, it was decided the NHT would also contact the ABO for additional guidance and examples of mission statements the ABO would deem "good." This information would be helpful in considering mission statement revisions at another time.

Annual Report Submittal and Assessment of Internal Controls

S. Purcell then reviewed the Governance-related information that was prepared in the Public Authorities Reporting Information System (PARIS). She explained that this information needed to be submitted and certified by the statutory deadline of June 30th. She noted that one of the PARIS questions included completion of an internal control assessment. S. Purcell explained that the NHT prepared its assessment based on the ABO's internal controls policy guidance. S. Purcell provided an overview of the assessment. C. Pushkarsh commented that the report seemed straightforward, but that it may be more suitable for the Audit Committee to review the assessment in the future and the other Committee members agreed.

Adjournment

The Committee asked about how future meetings will be handled. A. Roth suggested that the frequency of meetings and agenda items will be up to the Committee as it continues to get more familiar with the NHT. There were no other questions or new business and the meeting adjourned at 3:32 p.m.

Respectfully Submitted,

Sarah Purcell, Governance Committee Secretary