



**Metropolitan Transportation Authority**

# **Corporate Governance Committee Meeting**

## **December 2018**

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### Committee Members

**F. Ferrer, acting Chairman**  
**S. Metzger**  
**C. Moerdler**  
**M. Pally**  
**L. Schwartz**  
**P. Trottenberg**  
**P. Ward**  
**N. Zuckerman**

# **Corporate Governance Committee Meeting**

**2 Broadway- 20th Floor**

**Board Room**

**Monday, 12/10/2018**

**3:30 - 4:30 PM ET**

**1. Approve Committee Minutes- March 2018**

*Meeting Minutes- March 19, 2018 - Page 3*

**2. Corporate Governance Work Plan- 2018**

*Work Plan 2018 Corporate Governance Committee - Page 6*

**3. Corporate Governance Work Plan- 2019**

*Work Plan 2018 Corporate Governance Committee - Page 7*

**4. Approve Polices as required by Public Authorities Law**

*Staff Summary - Public Authorities Law Required Policies - Page 8*

**MINUTES OF THE MEETING**  
**MTA Corporate Governance Committee**  
**March 19, 2018**  
**2 Broadway – 20<sup>th</sup> Floor**  
**New York, New York**

The following MTA Corporate Governance Committee members were present:

Hon. Joseph J. Lhota, Chairman  
Hon. Fernando Ferrer, Vice Chairman  
Hon. Susan Metzger  
Hon. Charles G. Moerdler  
Hon. Mitchell H. Pally  
Hon. Lawrence Schwartz  
Hon. Polly Trottenberg

The following MTA Corporate Governance Committee members were absent:

Hon. John J. Molloy  
Hon. James E. Vitiello  
Hon. Peter Ward  
Hon. Neal Zuckerman

The following MTA Board Members attended the meeting:

Hon. Veronica Vanterpool

The following MTA staff attended the meeting:

Helene Fromm, Chief of Staff  
Thomas Quigley, General Counsel  
Lamond W. Kearse, Chief Compliance Officer  
Monica Murray, Deputy Chief Compliance Officer

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Chairman Lhota called the March 19, 2018 meeting of the MTA Corporate Governance Committee to order at 3:00p.m.

**Public Comments Period**

There were 2 public speakers for the public comments portion of the meeting. Refer to the video recording of the meeting produced by the MTA and maintained in MTA records for the content of the speaker's statements.

**Approval of Minutes**

Upon motion duly made and seconded, the Committee approved the minutes of the Committee meetings held March 22, 2017 and December 11, 2017.

**1. 2018 Draft Committee Work Plan**

Upon motion duly made and seconded the Committee approved the 2018 Committee Work Plan.

**2. Presentation – Recent Developments in Corporate Governance**

Mr. Kearse advised the Committee that, pursuant to the Public Authorities Law, this Committee is required to keep the Board informed of the current best practices as they relate to corporate governance and to review corporate governance trends. Mr. Kearse informed the Committee that upon review of the guidance used by the Authority Budget Office in 2017 there are no current new developments to be brought to this Committee at this time.

**3. Review and Approve Mission Statement and Performance Measurement Report**

MTA Chief of Staff Helene Fromm advised the Committee that MTA is required to submit to the ABO a Mission Statement and Performance Measurement Report on an annual basis. She advised the Committee that the Corporate Governance Committee book contains the MTA 2017 report. She also informed the Committee that each operating agency reports its most recent performance data in their respective Committee books and at Committee meetings, which are conducted at least eleven times a year. Ms. Fromm provided the Committee with a summary of the information covered by the report.

Ms. Fromm recommended the Board approve the Mission Statement and Performance Measurement Report.

Upon motion duly made and seconded, the Committee recommended Board approval of the Mission Statement and Performance Measurement Report.

**4. Review and Approval of MTA By-Laws**

Mr. Kearse advised the Committee that the proposed revisions to the MTA By-Laws were made to include: gender neutral terminology and the process to establish Committees, and to clarify the order of precedence of MTA's governance documents and statutory provisions.

Chairman Lhota along with Board member Hon. Veronica Vanterpool and Hon. Polly Trottenberg discussed providing more time for Board members to review documents prior to Board Committee meetings.

Upon motion duly made and seconded, the Committee recommended Board approval of the proposed changes to the MTA By-Laws.

**5. Review and Approve Board Committee Charters**

Mr. Kearse advised the Committee that the non-substantive revisions to the Committee Charters eliminate unintended variations and positions that no longer exist at the MTA. Mr. Kearse informed the Committee that the Audit Committee Charter includes the process to retain outside counsel.

Hon. Susan G. Metzger and Mr. Kearse spoke about Board assessments; Chairman Lhota and Hon. Metzger spoke about Committee vice chairs and the Capital Program Oversight Committee independent engineering review.

Mr. Kearse recommended that the Board adopt the proposed revisions to each of the Committee Charters.

Upon motion duly made and seconded, the Committee recommended Board approval of the proposed changes to the each of the Committee Charters.

**6. Review and Approve Procurement Guidelines**

Mr. Kearse informed the Committee that each year the Committee is required to review and approve the All Agency Service Contract Procurement Guidelines and the All Agency General Contract Procurement Guidelines. Mr. Kearse advised that there are no recommended changes to these guidelines at this time.

Mr. Kearse recommended that the Board approved the All Agency Service Contract Procurement Guidelines and the All Agency General Contract Guidelines.

Upon motion duly made and seconded, the Committee recommended Board approval of the All Agency Service Contract Procurement Guidelines and the All Agency General Contract Guidelines.

**7. Review and Approve MTA Policies in connection with provision of the Public Authorities Law**

Mr. Kearse advised the Committee that the Board is required to formerly adopt certain policies contained in the exhibit book and that these policies have been approved by their respective agencies and are being presented to the Board for their review and approval.

Upon motion duly made and seconded, the Committee recommended Board approval of the policies contained in the exhibit book.

**8. Other Business**

There was no other business to discuss at the Corporate Governance Meeting held on March 19, 2018.

**Adjournment**

Chairman Lhota adjourned the March 19, 2018 meeting of the Corporate Governance Committee at 3:27pm.

Respectfully submitted,

Monica A. Murray  
MTA Deputy Chief Compliance Officer



## 2018 CORPORATE GOVERNANCE COMMITTEE WORK PLAN

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### I. RECURRING AGENDA ITEMS

	<u>Responsibility</u>
Approval of Minutes	Committee Chair & Members
Governance Committee Work Plan	Committee Chair & Members
Follow-up Items	As Appropriate
Review of any Significant Governance Issues	Chief Compliance Officer
Executive Sessions	As Appropriate
Action Items	As listed

### II. SPECIFIC AGENDA ITEMS

#### March 2018

#### Responsibility

1. Presentation on Recent Developments in Corporate Governance \_\_\_\_\_ Chief Compliance Officer
2. Review and Approve Mission Statement and Measurement Report \_\_\_\_\_ Various Staff Members
3. Review and Approve Procurement Guidelines \_\_\_\_\_ Chief Procurement Officer
4. Review and Approve Any Revisions to MTA By-laws \_\_\_\_\_ General Counsel
5. Review and Approve Any Revisions to Board Committee Charters \_\_\_\_\_ Committee Chair & Members
6. Review and Approval MTA Policies in connection with Provisions of the Public Authorities Law \_\_\_\_\_ Various Staff Members

#### November 2018

#### Responsibility

1. Presentation on Compliance with Procurement Lobby Law \_\_\_\_\_ Chief Compliance Officer
2. Review Governance Principles \_\_\_\_\_ Chief Compliance Officer
3. Review MTA Whistleblower Protection Policy \_\_\_\_\_ Chief Compliance Officer
4. Review and Approval MTA Policies in connection with Provisions of the Public Authorities Law \_\_\_\_\_ Various Staff Members
5. Review and Approve Revisions to MTA Code of Ethics \_\_\_\_\_ Chief Compliance Officer
6. Approve 2019 Committee Work Plan \_\_\_\_\_ Committee Chair & Member

## 2019 CORPORATE GOVERNANCE COMMITTEE WORK PLAN

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### I. RECURRING AGENDA ITEMS

	<u>Responsibility</u>
Approval of Minutes	Committee Chair & Members
Governance Committee Work Plan	Committee Chair & Members
Follow-up Items	As Appropriate
Review of any Governance Documents and Issues	Chief Compliance Officer
Executive Sessions	As Appropriate
Action Items	As listed

### II. SPECIFIC AGENDA ITEMS

#### March 2019

Agenda to be developed.

#### November 2019

Agenda to be developed.

# Staff Summary

Subject <b>Public Authorities Law Required Policies</b>
Department <b>Corporate Compliance</b>
Department Head Name <b>Lamond W. Kears / Monica A. Murray</b>
Department Head Signature 
Project Manager Name <b>Monica A. Murray</b>

Date <b>December 10, 2018</b>
Vendor Name <b>N/A</b>
Contract Number <b>N/A</b>
Contract Manager Name <b>N/A</b>
Table of Contents Ref # <b>N/A</b>

Board Action					
Order	To	Date	Approval	Info	Other
1	Governance	12/10/18	X		
2	Board	12/12/18	X		

Internal Approvals			
Order	Approval	Order	Approval
1	Corporate Compliance		
2	Legal		
3	Chief of Staff		

**Purpose:**

To obtain Board approval for revisions to certain existing policies of the MTA and its Agencies, in order to comply with Public Authorities Law Section 2824 ("PAL 2824").

**Discussion:**

PAL 2824 requires formal Board adoption of certain policies. Corporate Compliance has provided an exhibit book that includes the relevant policies for your review.

**Recommendation:**

It is recommended that the Board approve the policies contained in the exhibit book.