



GOVERNANCE COMMITTEE MEETING
November 3, 2025 at 11:00 AM

Minutes

Attendees:

Board: Michael Pastor (Chair), Meera Joshi, Sarah Neilson, Jeffrey LeFrancois

Trust: Noreen Doyle, Robert Atterbury, Christine Fazio, Nick Malin (via Zoom)

With an in-person quorum being present for the Governance Committee meeting, Michael Pastor thanked everyone for attending and announced that given the need for several members to leave by 11:50, the last agenda item on Strategic Planning would be moved to a different meeting. Director Pastor then asked for feedback on the first agenda item regarding the recent format changes made to the full Board of Directors' meetings, including use of the consent agenda for more Board actions, providing a copy of the Advisory Council reports so that the President's Report can be shortened and more theme driven, and having the Trust Executives and Board members sit together to allow for more Directors' engagement. All Directors agreed that the new format worked well. Additional suggestions to the meeting format included having the Trust email a survey to Directors of possible discussion items for the President's report to determine what is of most interest to the Directors and Trust staff presenting a "Day in the Life of the Park" theme so that all Directors understand what is involved in maintaining a park, including such topics as maintaining rest rooms and trash removal.

Christine Fazio then presented the second agenda item on possible solutions to ensure in-person quorum for committee meetings as it has historically been more difficult for Directors to have time to meet in person for the committee meetings. Suggestions discussed included modifying the Trust By-Laws to provide more flexibility on the composition of committees, establishing a smaller threshold to meet the in-person quorum requirements at such meetings, and incorporating the Open Meetings Law provision that allows for Directors to attend remotely if sick or other exigent circumstances arise as well as utilizing additional meeting sites and scheduling meetings early morning or in the evenings so as not to interfere with Directors' work schedules. The Committee will present suggested changes at the December full Board meeting that can later be made to the Trust By-Laws.

Noreen Doyle then presented the proposed changes to the Revenue Contract Guidelines that had last been adopted in 2019. She explained that, in contrast to the Trust's Procurement Guidelines that are required by law, the Revenue Contract Guidelines are not required by law nor are there any specific NYS guidelines for them. However, a former Director recommended that the Trust have a formal process for approving concessions and other occupancy agreements in addition to the significant action process the Trust utilizes for lease agreements with a term of 10 years or longer. One proposed change includes clarifying the types of revenue agreements that do not need to be subject to a competitive procurement such as pilot projects, concessions which

primary purpose is to provide a public amenity such as vending machines and food carts, and for RFPs that have historically failed to receive any proposals such as concessions that would generate very little income for a vendor. The proposed changes also would allow for issuance of event permits and other smaller permits for more than a one-year period, essentially up to a three-year period. As an example, the Trust could issue an event permit to a permittee for an event that would occur over the same one-week period as part of a three-year permit term. Finally, the proposed guidelines reflect the actual processes used by the Trust post-COVID, such as proposals are submitted electronically, not opened in person. The Directors asked a number of questions. The Committee Chair then called for a motion to recommend that the full Board review and approve the proposed Guidelines, which motion was unanimously approved by all four Committee members present as follows:

RESOLVED, based upon the proposed Guidelines for Revenue-Generating Contracts shared with the Governance Committee on November 3, 2025 (the “Revenue Guidelines”), the Governance Committee hereby recommends that the Revenue Guidelines be presented to the full Board of Directors at the December 4, 2025 meeting for approval.

The Committee meeting was adjourned at 11:40 am.