



## GOVERNANCE COMMITTEE MEETING

December 9, 2025 at 4:30 PM

New York Law School  
185 West Broadway  
New York, NY

### MINUTES

**Attendees:**

**Directors:** Michael Pastor (Chair), Antonia Pereira, Jeffrey LeFrancois, Sarah Neilson

**Staff:** Noreen Doyle, Robert Atterbury, Christine Fazio

With a quorum present, Director Pastor opened the meeting by thanking the Committee members for coming to the meeting in person. He stated that the public portion of the meeting was also being shown live via zoom and was being recorded.

Director Pastor turned the discussion to Christine Fazio on the first agenda item -- follow up from the last meeting regarding steps to ensure in-person quorum at committee meetings. Ms. Fazio summarized the last meeting, stating that the Trust By-Laws could be amended to (1) provide that a quorum to hold a committee meeting would be three Directors but that approval of resolutions could remain as requiring a majority and (2) allow a Director to attend a meeting remotely under exigent circumstances as provided for under the 2024 amendments to the Open Meetings Law. Other measures discussed included sharing a proposed schedule for committee meetings over the entire calendar year so that Directors could hold the time on their calendar, adding meeting locations that are closer to subway stops as long as the meeting space is also open to the public, and scheduling meetings before or after work. Ms. Fazio continued that the Governance Committee should review the By-Laws overall as portions of the document were modeled after the Urban Development Corporation's by-laws from the 1980s such that some of the terms and procedures are outdated. The Directors agreed that the Governance Committee would work on drafting revisions to the By-Laws early next year that can then be presented to the full Board.

Director Pastor then requested approval by the Directors to move into Executive Session to discuss personnel and pending litigation matters. The public portion of the meeting was adjourned at 4:39 pm. The Executive Session was adjourned at 5:15 pm; no action items occurred during the Executive Session.