

LONG ISLAND POWER AUTHORITY

MINUTES OF THE

GOVERNANCE, PLANNING and PERSONNEL COMMITTEE MEETING

HELD ON MARCH 30, 2022

The Governance, Planning and Personnel Committee of the Long Island Power Authority ("LIPA") was convened at 10:57 a.m. at LIPA Headquarters, Uniondale, NY, pursuant to legal notice given on March 25, 2022; and electronic notice posted on LIPA's website.

In compliance with New York State Open Meeting Law and in furtherance of COVID-19 public safety, the following guidelines were publicly posted and followed:

The Long Island Power Authority is taking steps to minimize the risk of exposure for the public and our employees. As such, LIPA will not be permitting in-person access to its March 30, 2022 Governance, Planning and Personnel meeting. Members of the public are encouraged to observe the live stream of the meeting posted at the LIPA website. The meeting will also be recorded and posted to LIPA's website for later viewing.

The following LIPA Trustees were present:

Elkan Abramowitz, Committee Chair (in person)
Valerie Anderson Campbell, Committee Member (via video conferencing)
Drew Biondo, Committee Member (in person)
Sheldon Cohen, Committee Member (in person)
Mark Fischl (in person)
Nancy Goroff (in person)
Laureen Harris (in person)
Rev. Al Cockfield (via video conferencing)

Representing LIPA, in person, were Thomas Falcone, Chief Executive Officer; Bobbi O'Connor, General Counsel & Board Secretary; Barbara Ann Dillon, Director of Human Resources and Administration; Jen Hayen, Director of Communications; and Andrew

Berger, Communications Assistant. Participating via video conferencing were Mujib Lodhi, Chief Information Officer and Senior Vice President of Customer Experience; Tamela Monroe, Chief Financial Officer; Rick Shansky, Senior Vice President of Power Supply and Whole Markets; Billy Raley, Senior Vice President of T&D Oversight; Donna Mongiardo, Vice President-Controller; Justin Bell, Vice President of Public Policy and Regulatory Affairs; Tom Locascio, Director of External Affairs; and Jason Horowitz, Assistant General Counsel and Assistant Secretary to the Board.

Chair Abramowitz welcomed everyone to the Governance, Planning and Personnel Committee meeting of the Long Island Power Authority Board of Trustees.

Chair Abramowitz stated the first item on the agenda is the adoption of the minutes from the November 17, 2021 Governance, Planning and Personnel Committee meeting.

Upon motion duly made and seconded, the minutes of the November 17, 2021 meeting were approved unanimously.

Chair Abramowitz stated the next item on the agenda is the Committee's Annual Self Report to the Board, and Consideration of Recommendation to Amend the Committee's Charters to be presented by Bobbi O'Connor.

Ms. O'Connor represented the Committee's Annual Self Report to the Board, and the following action item:

Requested Action

The Governance, Planning and Personnel Committee (the "Committee") of the Board of Trustees (the "Board") is requested to adopt a Resolution approving certain amendments to the Governance, Planning and Personnel (the "Committee") Charter (the "Charter").

Discussion

In 2021, the Board hired Leading Resources, Inc. to facilitate discussion amongst the Trustees on the Board's policies and amending those policies. Specifically, four separate working groups of Trustees participated in various meetings to develop and draft proposed policies, including the Purpose and Vision, T&D Operations Policy, Customer Experience Policy, and the IT and Cyber Security Policy. Additionally, in September 2021, the Board adopted an amended policy on Strategic Planning and Oversight. This policy defined LIPA's strategic planning process to include "several complementary elements that articulate strategy at different levels of granularity and across different time horizons." The Strategic Planning and Oversight policy provides that, "these elements should be collectively coherent, ensuring strategic alignment from the Board defined Purpose, Vision, and Policies to the annual Work Plan and budget." The Board's work on various other policies continues in 2022 with the formation of additional working groups.

In light of these policy changes, LIPA Staff is proposing minor amendments to the Committee's responsibilities consistent with changes to LIPA's Purpose and Vision and to its Strategic Planning and Oversight Policy. The amended Committee Charter is attached hereto as Exhibit "B."

Recommendation

Based upon the foregoing, it is recommended that the Trustees adopt the resolution in the form attached hereto as Exhibit "A".

A motion was made and seconded, and the Trustees unanimously adopted the following resolution:

RESOLUTION RECOMMENDING APPROVAL AMENDMENTS TO THE GOVERNANCE, PLANNING AND PERSONAL COMMITTEE CHARTER

NOW, THEREFORE, BE IT RESOLVED, that consistent with the accompanying memorandum, the Governance. Planning and Personnel Committee hereby recommends approval of amendments to its Committee Charter, in the form attached hereto, are hereby approved.

Chair Abramowitz stated that the last item on the agenda is the Discussion of CEO Performance to be presented by Barbara Ann Dillon.

Ms. Dillon presented the Discussion of CEO Performance and took questions from the Trustees.

At approximately 11:03 a.m. Chair Abramowitz stated that the Committee would adjourn to Executive Session to discuss personnel matters. Chair Abramowitz stated that no votes would be taken and that the Committee would not be returning to public session.
