

LONG ISLAND POWER AUTHORITY
GOVERNANCE, PLANNING AND PERSONNEL COMMITTEE – 2022 REPORT

The Governance, Planning and Personnel Committee (the “Committee”) of the Long Island Power Authority’s Board of Trustees (the “Board”) has prepared this report related to its obligations pursuant to the Committee’s Charter.

Among its responsibilities, the Committee must report to the Board on at least an annual basis on the actions and recommendations it has undertaken to discharge its duties and meet its responsibilities pursuant to its Charter.

The Committee is charged with specific responsibilities including:

- Develop and recommend to the Board policies for the sound governance including but not limited to the LIPA’s Purpose and Vision, the purpose and role of the Board, the Board’s relationship with LIPA’s CEO and other Board-appointed officers, Codes of Ethics and Conduct, performance standards for the Board and employees, and other such policies as it deems necessary or appropriate to address transparency, independence, accountability, fiduciary responsibilities, and management oversight (which responsibility may be delegated by this Committee to other board committees that have greater first-hand knowledge or experience with the issue, at its discretion).
- Develop and recommend to the Board the number and structure of committees to be created by the Board, including this Committee.
- Develop and provide recommendations to the Board evaluation of the performance of the Board, its committees and the CEO in LIPA’s governance process, including coordination and oversight of such performance evaluations.
- Examine potential ethical and conflict of interest issues and situations.
- Review on a regular basis, and update as necessary, LIPA’s Purpose, Vision, and strategic direction to ensure that LIPA is establishing and following the appropriate and necessary direction for itself, the CEO and all of LIPA’s service providers for the immediate and long-term benefit of the customer-owners and residents of Long Island and the Rockaways.
- Develop, review on a regular basis, and update as necessary the LIPA’s Code of Ethics and Conduct, which shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Develop and recommend to the Board:
 - any required revisions to LIPA’s written policies regarding the protection of whistleblowers from retaliation.
 - any required updates on LIPA’s written policies regarding procurement of

goods and services, including policies relating to the disclosure of persons who attempt to influence LIPA's procurement process.

- any required updates on LIPA's written policies regarding the disposition of real and personal property;
 - all updates on LIPA's other written policies that are required by statute or by resolution of the Board which have not been delegated to other Board committees or retained to itself by the Board; and
 - any other policies or documents relating to LIPA governance practices, including rules and procedures for conducting the business of the Board, such as LIPA's by-laws. The Committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.
- Develop a description of the competencies and personal attributes required of Trustees and Chairs of the Board or Committees to assist those authorized to appoint members to the Board in identifying qualified individuals.
 - Develop and provide recommendations to the Board regarding Trustee education, including new Trustee orientation and regularly scheduled Trustee training.
 - Review and report to the Board on the requirement under the LIPA Reform Act to keep LIPA's staffing at only those levels necessary to ensure that it is able to meet its obligations with respect to its bonds and notes and all applicable statutes and contracts and oversee the activities of its service provider.
 - Monitor and make recommendations to the Board with respect to LIPA's staffing and employment policies, practices, and programs, including those that seek to attract and retain a qualified workforce, support the continued professional development of the LIPA staff, and ensure employment practices that meet or exceed relevant laws and regulations.
 - Recommend for approval by the Trustees the appointment and compensation of the CEO and annually evaluate and make recommendations to the Board regarding the performance of the CEO relative to the Purpose, Vision, Values, governance, and operating principles approved by the Board.
 - Annually review and, if appropriate, recommend to the Trustees changes in the compensation of the CEO taking into account such factors as: (i) the compensation and benefits of those at utilities of similar size and complexity; (ii) an appropriate balance of compensation practices among public and private organizations; (iii) industry and regional cost-of-living trends; and (iv) individual performance and contribution.

- Recommend for approval, in consultation with the CEO, the appointment of the Chief Financial Officer and General Counsel.
- In consultation with the CEO, advise the Board with respect to emergency succession planning for the position of the CEO.
- Review and report to the Board at least annually on the effectiveness of the Board, the Board's governance structure and the Board's policies, and make such recommendations to the Board as will improve the effectiveness of the Board, the utilization of LIPA assets and the Board's oversight of the Authority's operations. The Committee will similarly assess its own activities and effectiveness as a committee and report to the Board annually, including a report on any proposed changes to the charter or the staffing and employment policies of the Board.
- Carry out such other activities consistent with its purpose as may be requested from time to time by the Chair of the Board or the Board of Trustees.

Membership

The Committee's Charter requires that a minimum of three Trustees serve as members of the Committee. As appointed by the Chair of the Board, the following four Trustees served on the Committee as of December 31, 2022:

Elkan Abramowitz, Chair
 Sheldon L. Cohen
 Drew Biondo
 Valerie Anderson Campbell

Meetings

The Committee is required to meet as often as it determines necessary, but not less frequently than four times per year. As of December 31, 2022, the Committee met four times.

Committee Activities

During 2022, the Committee satisfied each of the obligations contained in their respective charters including the following key activities:

- Committee's Annual Self Report to the Board and Consideration of Recommendation to Amend the Committee's Charter.
- Discussion of CEO Performance.
- Discussions of Succession Planning and Personnel Matters

Committee Charter

The Committee, in consultation with LIPA Staff, has reviewed the Committee's Charter and

recommends no changes to the Board at this time.

Conclusion

The Committee will continue to keep the Board informed of best governance practices, update the LIPA's corporate governance principles, and ensure that the Board's policies provide strategic direction for the Authority and that the Board is being effective in the utilization of the Authority's assets and oversight of activities. The Committee remains available to provide assistance and guidance regarding its other charter obligations and any additional responsibilities requested by the Trustees or the Chair of the Board.

Dated: February 15, 2023