

**AMERICAN MUSEUM OF NATURAL HISTORY
PLANETARIUM AUTHORITY
Governance Committee Meeting**

September 26, 2025

In-person: Perkin Reading Room, Rose Center, AMNH
9:20 a.m.

Directors Present: Planetarium Authority Chairman Katheryn Patterson; Ross Sandler; Alfred C. Cerullo, III (remote)

Directors Absent: None

AMNH Staff Present: Dan Slippen, Executive Director for the American Museum of Natural History Planetarium Authority (“Planetarium Authority”); Jackie Powers, AMNH Pro Bono Counsel; S. Yasir Latifi, AMNH Senior Associate General Counsel; Orchid Baron, AMNH Vice President of Finance and Controller, and Clarissa Dondero, AMNH Associate Controller

Call to Order

Planetarium Authority Chairman Katheryn Patterson called the meeting to order and welcomed all those in attendance.

Approval of Minutes

Upon motion duly made and seconded, the Directors in attendance unanimously approved the minutes of the September 25, 2024 meeting of the Planetarium Authority Governance Committee in the form included as part of the September 26, 2025 Board book, which was previously distributed to the Board.

Review of the Procurement and Investment Policies

Jackie Powers reviewed the procurement and investment policies for the Planetarium Authority, which are located in the Planetarium Authority Policies document. **Upon motion duly made and seconded, the Directors in attendance unanimously approved the Procurement and Investment Policies in the form included as part of the September 26, 2025 Board book, which was previously distributed to the Board.**

Conflicts of Interest Questionnaire

Jackie Powers reviewed the Conflicts of Interest Disclosure Questionnaire that was distributed to the Directors as part of the September 26, 2025 Planetarium Board book. It was requested that the Directors fill out this Questionnaire and return it to Ms. Powers at their earliest convenience.

Acknowledgement of Fiduciary Duties

Jackie Powers reviewed the annual "Acknowledgement of Fiduciary Duties" form that was distributed to the Directors as part of the September 26, 2025 Planetarium Board book and reminded the Directors that they are required to sign and return this form to Ms. Powers at their earliest convenience.

Mission Statement and Performance Measures

Jackie Powers reviewed the Annual Mission Statement and Performance Measures document that was distributed to the Directors as part of the September 26, 2025 Planetarium Board book and reminded the Directors that they are required to sign and return this form to Ms. Powers at their earliest convenience.

Confidential Evaluation of Board Performance

Jackie Powers requested that the Directors fill out and return the Confidential Evaluation of Board Performance that was distributed to the Directors as part of the September 26, 2025 Planetarium Board book. She reminded the Directors that they are required to fill out and return this form to Ms. Powers at their earliest convenience.

Open Meetings Law Resolution

S. Yasir Latifi presented to the Directors a resolution amending certain sections of the Planetarium Authority's By-laws in response to an amendment to New York Public Authorities Law, Section 2829, which clarified that all state and local authorities were subject to both Articles 6 (Freedom of Information Law) and 7 (Open Meetings Law) of the Public Officers Law. **Upon motion duly made and seconded, the Directors in attendance 1) unanimously approved the Resolution in the form included as part of the September 26, 2025 Board book, which was previously distributed to the Board and 2) unanimously recommended that the Resolution be sent to the Planetarium Authority Board of Directors for their approval.**

Adjournment

There being no further business, the Directors in attendance unanimously approved a motion, duly made and seconded, that the meeting be adjourned.