



KATHY HOCHUL
GOVERNOR



GENERAL SESSION AGENDA
BOARD OF COMMISSIONERS' REGULAR MEETING
WEDNESDAY, APRIL 17, 2024, 10:00 A.M.

1. STANDING REPORT(S)
 - A. REPORT OF EXECUTIVE DIRECTOR & CEO GAURAV VASISHT
 - B. REPORT OF ACTING GENERAL ATTORNEY DAVID WERTHEIM
2. REPORT OF BOARD STANDING COMMITTEE(S)
 - A. PROPERTY & ADMINISTRATIVE SERVICES COMMITTEE: CHAIR CHARLES MACLEOD
 - B. GOVERNANCE & LEGAL AFFAIRS COMMITTEE: CHAIR SCOTT MELVIN
 - C. INVESTMENT COMMITTEE: CHAIRMAN KENNETH THEOBALDS
3. CONSENT AGENDA
 - A. TO ACCEPT THE PROPOSED MINUTES OF THE FEBRUARY 21, 2024 BOARD MEETING
 - B. TO ACCEPT THE WRITTEN REPORTS AS SUBMITTED
4. EXECUTIVE SESSION (IF NECESSARY)
5. RESOLUTIONS FOR ADOPTION
 - A. RESOLUTION: CODE OF ETHICAL CONDUCT
6. ADJOURN

PROPOSED MINUTES OF THE REGULAR MEETING
OF THE COMMISSIONERS OF THE STATE INSURANCE FUND
HELD ON WEDNESDAY, FEBRUARY 21, 2024, AT 10:00 A.M.
AT 199 CHURCH STREET, 12 FLOOR BOARDROOM, NEW YORK, NEW YORK 10007, and
100 CHESTNUT STREET, ROCHESTER, NEW YORK 14604

Board

Attendance – New York City Office

Kenneth Theobalds, Chairman
Sean Graham
Navneet Kathuria
Alexis Thomas
Scott Melvin, *ex officio*

Attendance – Rochester Office

Dennis Kessler

Attendance – Remote Location¹

Charles MacLeod

Absent

Ryan Delgado
Louis Roberti

Executive Staff

Gaurav Vasisht, Executive Director & CEO²
David Wertheim, Acting General Attorney
Peter Cusick, Chief Operating Officer, Insurance
Operations
William Gratrix, Chief Financial Officer
Gregory Francis, Chief Investment Officer

Additional Staff & Guest(s)

Michael Totaro, Assistant Secretary to the Board
of Commissioners
Alan Angelo, Assistant Director of Administration
Krystina Smith, Supervising Attorney & Ethics Officer

¹ In accordance with Public Officers Law 103-a, participated from a remote location. ² participated in Executive Session only.

Chairman Theobalds presided. A quorum was announced and present throughout. Commissioner MacLeod participated from a remote location in accordance with Public Officers Law 103-a.

1. Standing Report(s)

Report of Executive Director & CEO

In the absence of Executive Director and CEO Gaurav Vasisht, Peter Cusick, NYSIF's Chief Operating Officer of Insurance Operations, presented the executive report. Mr. Cusick reported that executive staff visited the Melville office and had a productive meeting with staff, including presenting staff awards for their outstanding work.

Report of General Attorney's Office

Acting General Attorney David Wertheim reserved his remarks for Executive Session, subject to a motion to enter Executive Session.

2. Report(s) of Standing Committees

Budget & Audit Committee

Chair of the Budget & Audit Committee, Commissioner Alexis Thomas, reported that the committee meet on February 24, 2024. The Committee heard from Chief Financial Officer William Gratrix, who detailed the year-end financials. Commissioner Thomas turned it over to Mr. Gratrix to give the financial report to the full Board.

Mr. Gratrix provided his report on the third quarter financials for the Workers' Compensation Fund and the Disability Benefits Fund.

Business Operations Committee

In the absence of the Chair of the Business Operations Committee, Commissioner Charles MacLeod reported that the committee met on December 7, 2023, and received a report on NYSIF's workforce.

Governance & Legal Affairs Committee

Chair of the Governance & Legal Affairs Committee, Commissioner Scott Melvin, reported that the committee met on December 5, 2023. A full report would be provided in executive session, subject to a motion to enter executive session.

Investment Committee

Chairman Theobalds reported that the Investment Committee met on December 12, 2023, and on February 20, 2024. The Committee received monthly performance reports and a compliance report. There were no compliance issues to report.

3. Motion to Accept Consent Agenda

Upon a motion by Commissioner Thomas, duly seconded by Commissioner Kathuria, the Board unanimously voted to accept the minutes of the November 15, 2023, Board meeting and have them filed as the official minutes of the Board, as well as to accept the written reports as submitted. The vote: Commissioner Kathuria – yes; Commissioner MacLeod – yes; Commissioner

Kessler – yes; Commissioner Melvin – yes; Commissioner Thomas – yes; Commissioner Graham – yes; Chairman Theobalds – yes.

4. Executive Session

Upon a motion by Commissioner Kathuria, duly seconded by Commissioner Graham, the Board unanimously voted to enter Executive Session for a discussion regarding the employment, promotion, or demotion of a particular person or corporation – specifically this applies to legal counsel, and for a discussion regarding legal advice. The vote: Commissioner Kathuria – yes; Commissioner MacLeod – yes; Commissioner Kessler – yes; Commissioner Melvin – yes; Commissioner Thomas – yes; Commissioner Graham – yes; Chairman Theobalds – yes.

5. Report of Executive Session

Assistant Secretary Michael Totaro announced that the following actions were taken in Executive Session:

Upon a motion by Commissioner Kathuria, duly seconded by Commissioner Thomas, the Board of Commissioners approved and authorized the General Attorney to retain the law firms identified in Schedule A of this resolution, which were selected pursuant to a Request for Proposals on August 24, 2023. Such firms were selected to perform legal services related to derivative transactions. The specific assignment of legal work to law firms on this approved panel shall be coordinated through the NYSIF General Attorney and their designated legal staff.

Schedule A

Ballard Spahr LLP

Morgan, Lewis, & Bockius LLP

Holland & Knight LLP

K&L Gates LLP

The vote: Commissioner Kathuria – yes; Commissioner MacLeod – yes; Commissioner Kessler – yes; Commissioner Melvin – yes; Commissioner Thomas – yes; Commissioner Graham – yes; Chairman Theobalds – yes.

Upon a motion by Commissioner Graham, duly seconded by Commissioners Melvin, the Board of Commissioners approved and authorized the General Attorney to retain the law firms identified

in Schedule A of this resolution, which were selected pursuant to a Request for Proposal on April 26, 2023. Such firms were selected to perform legal services related to investment-related areas. The specific assignment of legal work to law firms on this approved panel shall be coordinated through the NYSIF General Attorney and their designated legal staff.

Schedule A

BURGHERGRAY LLP

HOGAN LOVELLS US LLP

K&L GATES LLP

MORGAN, LEWIS & BOCKIUS LLP

REED SMITH LLP

SEYFARTH SHAW LLP

TORYS LLP

The vote: Commissioner Kathuria – yes; Commissioner MacLeod – yes; Commissioner Kessler – yes; Commissioner Melvin – yes; Commissioner Thomas – yes; Commissioner Graham – yes; Chairman Theobalds – yes.

Assistant Secretary Totaro then announced that the next Board of Commissioners Regular Monthly Meeting will be held on Wednesday, March 20, 2024, at 10:00 a.m.

6. Adjournment of Meeting

Upon motion by Commissioner Kessler, duly seconded by Commissioner Kathuria, the Board unanimously voted to adjourn the February 21st regular monthly meeting of the Board of Commissioners. The vote: Commissioner Kathuria – yes; Commissioner MacLeod – yes; Commissioner Kessler – yes; Commissioner Melvin – yes; Commissioner Thomas – yes; Commissioner Graham – yes; Chairman Theobalds – yes.

Respectfully submitted,

Michael Totaro, Assistant Secretary



KATHY HOCHUL
GOVERNOR



PROPOSED RESOLUTION*

The following is a resolution considered by the Board of Commissioners of the State Insurance Fund at a meeting held on Wednesday, April 17, 2024. A quorum was present throughout:

RESOLVED, that the Board of Commissioners hereby approves and adopts the "NYSIF Board of Commissioners Code of Ethical Conduct" as submitted, which shall replace the "New York State Insurance Fund Commissioners Code of Ethics" as adopted by the Board on May 20, 2015.

Commissioner _____ provided the motion to approve

Commissioner _____ seconded the motion

	YES	NO	ABSTAIN
Commissioner Delgado	_____	_____	_____
Commissioner Kathuria	_____	_____	_____
Commissioner MacLeod	_____	_____	_____
Commissioner Kessler	_____	_____	_____
Commissioner Roberti	_____	_____	_____
Commissioner Melvin	_____	_____	_____
Commissioner Thomas	_____	_____	_____
Commissioner Graham	_____	_____	_____
Chairman Theobalds	_____	_____	_____

Michael Totaro
Assistant Secretary

*This proposed resolution has not been acted upon. The proposed motion is being made available pursuant to the Open Meetings Law §103(e)



NYSIF BOARD OF COMMISSIONERS

CODE OF ETHICAL CONDUCT

(Proposed Draft)

NYSIF BOARD OF COMMISSIONERS

CODE OF ETHICAL CONDUCT

Section I: Introduction

New York State Workers' Compensation Law §76 authorizes the creation of the State Insurance Fund, which is currently operated and may be referred to as, "NYSIF." Its express purpose is:

- (1) To insure employers against liability for personal injuries or death sustained by their employees; and
- (2) To assure to the persons entitled thereto, the compensation and benefits provided by the Workers' Compensation Law; and
- (3) To provide insurance for the payment of benefits required by Section 204 of Article IX of the Workers' Compensation Law, including Disability Benefits and Paid Family Leave: all at the lowest possible cost consistent with remaining solvent.

Workers' Compensation Law §77 requires that an eleven (11) member Board of Commissioners ("Board") be responsible for the administration of NYSIF. Ten (10) of those Commissioners are appointed by the Governor, by and with the advice and consent of the New York State Senate. Once appointed, a Commissioner is required to take and subscribe the constitutional oath of office, a copy of which is filed in the Office of the Secretary of State, before beginning their term of service. The instant Code of Ethical Conduct is meant to apply to their behavior for the duration of that service and for certain periods thereafter, as herein outlined. The eleventh Commissioner is either the New York State Commissioner of Labor or their designee. The instant Code is also meant to apply to their behavior that is in furtherance of their obligations to NYSIF as far it does not conflict with their obligations to the Department of Labor.

A Commissioner tasked with administering NYSIF is a fiduciary of the Agency because the Legislature and the Governor have both empowered and obligated them to act on behalf of the Agency and steward its actions in furtherance of its mission. Commissioners, therefore, owe the duties of care, obedience, and loyalty to the Agency and are required to place the interests of the Agency ahead of all personal interests and/or benefits, including but not limited to pecuniary interests and/or benefits.

Workers' Compensation Law §78 states that Commissioners "shall not receive a salary or other compensation" in consideration for their service as a Commissioner. While unpaid, as administrators of NYSIF, Commissioners remain members of the Executive Branch of New York State Government and, therefore, are subject to the laws that circumscribe its behavior. One of those statutes is the Public Officers Law or "POL."

POL §73 expressly excludes from the definition of a "state officer or employee" those "who receive no compensation," resulting in it not being applicable to the conduct of the Board or its individual Commissioners. However, POL §73-a applies to all who work for or on behalf of a

“state agency,” defined as any state department, or division, board, commission, or bureau of any state department, at least one of whose members is appointed by the governor. As NYSIF is considered a “state agency,” POL §73-a applies to NYSIF’s Commissioners.

An attendant regulation, authorized under the Public Officers Law, is 19 NYCRR 932.9. This regulation requires that “[t]he boards or councils whose officers or members are subject to §73-a of the [POL] and are not subject to §73 by virtue of their uncompensated or per diem compensation status...shall adopt a code of ethical conduct covering conflicts of interest and business/professional activities, including outside activities, of such directors, members, or officers both during and after service with such boards...[s]uch codes of ethical conduct shall be filed with the Commission. As the Agency’s Board is composed of persons who are not subject to POL §73, but who are subject to §73-a, the instant Code of Ethical Conduct, applicable to all Commissioners, is adopted in furtherance of this rule.

Section II: Definitions

“Agency” refers to the New York State Insurance Fund, also known as the State Insurance Fund and “NYSIF,” authorized and operating pursuant to Article VI of the Workers’ Compensation Law.

“Appear,” and “appear before” refers to communication, in any form, whether personally or through another person and/or entity.

“Board” refers to the Agency’s Board of Commissioners.

“Business” means any activity, paid or unpaid, undertaken by a Commissioner or any individual, firm, company, corporation, or other business entity, wherein the goal or objective, express or implied, is obtaining financial income or other item of value or the operation of an enterprise.

“Business dealing” means (a) having or providing any contract, service, or work with the Agency; (b) buying, selling, renting, lending, or otherwise acquiring from or dispensing to the Agency any goods, services, or property; or (c) applying for, petitioning, requesting, or obtaining any service, benefit, or other privilege from the Agency.

“Code” refers to the instant NYSIF Board of Commissioners Code of Ethical Conduct.

“Commission” is the Commission on Ethics and Lobbying in Government created by Executive Law §94, effective July 8, 2022, or any duly constituted successor as authorized by law and, where applicable, its predecessor agencies.

“Commissioner” refers to any individual, duly appointed by the Governor to serve as a Commissioner of the New York State Insurance Fund and one who has taken the constitutional oath of office.

“Compensation” shall mean the financial consideration received in exchange for services rendered, e.g., wages, salaries, benefits, professional fees, royalties, bonuses, or commissions on sales, or to be rendered. Compensation shall also include income received from any business venture, whether or not incorporated, that is owned or controlled by an individual subject to this

Code and is applicable to net revenues, as defined in accordance with generally accepted accounting principles. Notwithstanding the foregoing, income received from transactions involving such individual's own securities, personal property, or real estate is not included in the term Compensation.

“Confidential Information” refers to any information, whether expressed verbally or set forth in writing, that is available and/or known to a Commissioner by virtue of their position and which is treated by the Agency as being confidential or which the Commissioner has reason to believe is confidential. Information need not be labeled “confidential” to be considered confidential.

“Conflict; Conflict of Interest” includes any interest, financial or otherwise, direct or indirect, any “business dealing” or transaction, any professional activity or employment, paid or unpaid, and any obligation of any nature on the part of a Commissioner, their “relatives”, and/or their associated “businesses” that conflicts with the proper discharge of a Commissioner’s fiduciary duties to the Agency.

“Family Member” shall have the same meaning as the term “Relative,” as set forth in Public Officer’s Law §73(1)(m), including those persons residing in the same household, regardless of familial relationship.

“Financial Disclosure Statement” is the annual statement of financial disclosure required to be filed pursuant to Public Officers Law §73-a, containing the information and in the form set forth in Public Officers Law §73-a(3).

“Financial Interest” refers to an interest a Commissioner has in any entity if that Commissioner:

- (1) Owns or controls ten (10) percent or more of the stock of such entity (or one percent in the case of a corporation whose stock is regularly traded on an established securities exchange; or
- (2) Serves as an officer, director of that entity.

“Outside Activity” is any interest or activity unrelated to service as a Commissioner, including an occupation, whether paid or unpaid, membership on a board, or volunteer work, that is performed without utilizing State resources.

“Person” means an individual, corporation, partnership, unincorporated association, and all other entities.

“Personal Interest” means any personal benefit, gain or other interest derived by or accruing to a Commissioner, their relatives or a related entity that is attributable either to the Commissioner taking or declining to take action on an issue then before the Board or otherwise implicating the Agency’s mission.

“Related Person; Relative” shall refer to:

- a. a Commissioner’s spouse, child, stepchild, stepparent, any person who is a direct descendant of the grandparent of the Commissioner or of the Commissioner’s spouse; or
- b. any person residing in the Commissioner’s household regardless of kinship; or

- c. any corporation of which the Commissioner is an officer or director or of which he or she legally or beneficially owns or controls more than 10% of the outstanding stock;
- d. any business, partnership, or unincorporated association of which the Commissioner is either a member, an employee, or in which they have an ownership interest which is greater than 10%;
- e. any person or business entity with whom the Commissioner or their family member has any employment, personal, professional, business, or financial relationship; or
- f. any person or business entity from whom the Commissioner, or their spouse, has received within any 12-month period during the previous 24 months, a pecuniary or material benefit having an aggregate value greater than \$2,000.00.

“Spouse” means a husband or wife from whom an individual is not legally separated.

Section III: Professional Standards

A. Generally

Commissioners shall comply with and abide by applicable professional standards, as well as all laws and regulations governing the Agency, as well as all Agency policies.

While administering the Agency, each Commissioner shall endeavor to fulfill their duties and responsibilities in furtherance of their fiduciary duties and in accordance with the instant Code. While no code of conduct can replace the thoughtful, concerted behavior of an individual Commissioner, the instant Code is meant to affirm both the Board’s, and each Commissioners’, commitment to fostering an environment of accountability, honesty, and transparency.

B. Guidelines

Each Commissioner owes a duty to the Agency to act with integrity. Integrity requires, among other things, being honest and candid in their dealings on behalf of the Agency. Therefore, each Commissioner, in exercising their authority and in discharging their responsibilities shall:

- (1) Act honestly, in good faith, and in the best interests of the Agency and its statutory mission, while still maintaining the confidentiality of information where required and/or consistent with the Agency’s policies and procedures.
- (2) Conduct themselves with decorum, integrity, and professionalism in all aspects of their duties and relationships with fellow Commissioners, Agency staff, vendors, and other parties.
- (3) Exercise care, diligence, and skill in all aspects of their decision making, including thoroughly preparing for meetings by reviewing all materials in advance.
- (4) Utilize the authority and stature afforded by appointment to the Board for the exclusive purpose for which it was intended: successful administration of the State Insurance Fund, and its component parts.
- (5) Ensure their personal interests and duty to the Agency do not conflict with each other.

- (6) Ensure that they do not obtain or receive, directly or indirectly, a personal profit, gain, or other monetary/financial benefit as a direct or indirect result of being a Commissioner of the Agency.
- (7) Abide by the laws, rules, and regulations pertaining to the Agency, including, but not limited to:
 - a. Article VI of the NYS Workers' Compensation Law
 - b. Articles I-V of the Volunteer Ambulance Workers' Benefits Law
 - c. Articles I-V of the Volunteer Firefighters' Benefits Law
 - d. Article VII of the Public Officers Law (the "Open Meetings Law")
 - e. Articles 1, 4, 5, 23, 42, 51 of the Insurance Law
 - f. Articles IX-XI of the State Finance Law
 - g. Rules and Regulations (12 NYCRR, Parts 450-452)
- (8) Abide by all applicable Agency Policies, including, but not limited to:
 - a. The instant Code of Ethical Conduct
 - b. NYSIF's Investment Policy Statement
 - c. NYSIF Board of Commissioners' Meeting Rules and Procedures.

C. Certain Activities Prohibited

(1) Confidential Information

Commissioners are expressly prohibited from:

- a. Accessing confidential information for a purpose that is not in furtherance of their fiduciary duties to the Agency; and
- b. Disclosing to parties outside of the Agency the confidential information acquired by them in the course of their official duties; and
- c. Using such confidential information in furtherance of their personal interests, including those of a relative, or any other person; and
- d. Accepting employment or engaging in any business or professional activity that requires them to disclose confidential information which they have gained by reason of their official position and authority as a Commissioner of the Agency.

(2) Personal and/or Professional Activities

For the duration of their term in office, inclusive of any hold-over period, Commissioners are prohibited from:

- a. Serving as an officer, director, or board member of any political party or organization; and
- b. Serving as a member, officer, director, board member or district leader (however designated) of any political party committee; and
- c. Selling any goods or services having a value in excess of \$25 to the Agency and/or the State, if they have a financial interest in the company selling the

- goods or services, unless the sale is pursuant to an award or contract let after public notice and competitive bidding; and
- d. Making or offering to make any monetary contribution to the campaign of the Governor, or to any political campaign committee organized by or for the specific benefit of the Governor¹; and
- e. Requesting or demanding that any other person make or offer to make any contribution to the campaign of the Governor, or to any political campaign committee organized by or for the specific benefit of the Governor².

(3) Market Manipulation

For the duration of their service, and until such time, if ever, as the information has become generally available to the public, other than through disclosure by or through a Commissioner or a relative, Commissioners are prohibited from:

- a. Engaging in “Insider Trading³,” which is an illegal activity in which a person makes trades based on proprietary and confidential information they received about a security that members of the public, including professional investors, generally do not know; and
- b. Engaging in “Front running,” which is an illegal activity in which a person, knowing an institution or firm is about to make a market-moving trade in a security, takes or sells a position in that security “in-front” of the trade, for the purpose of making a personal profit.

D. Use of NYSIF Property and/or other “State Resources”

NYSIF, as well as State-issued, supplies, equipment, computers, personnel, and other technology and resources shall not be utilized for any non-governmental purposes, including for personal purposes or for outside activities of any kind.⁴ This prohibition includes, but is not limited to:

- (1) Official stationery; and
- (2) State mail, postage, internal office mail, or inter-city couriers; and
- (3) Telephones (including cellular), tablets, desktop computers, and laptops; and
- (4) Vehicles.

E. Enforcement

The Chairperson, in presiding over meetings of the Board (or the Commissioner charged under the Board’s rules with exercising the duties and powers of the Chairperson in their absence⁵) shall

¹ See Executive Order No. 7, June 18, 2008, as adopted by Executive Order No. 2, January 1, 2022, as adopted by Executive Order No. 6, October 8, 2021.

² Id.

³ A brief description of the law pertaining to insider trading and the prohibition against said activities is attached as Attachment “A.”

⁴ See Executive Order No. 7, June 18, 2008, as adopted by Executive Order No. 2, January 1, 2022, as adopted by Executive Order No. 6, October 8, 2021.

⁵ See NYSIF Board of Commissioners’ Meeting Rules and Procedures, as amended and adopted October 21, 2020, Section IV(A).

enforce and attempt to rectify any breaches of this Code that occur during meetings of the Board. Similarly, Chairs of Committees may do the same during meetings of their respective committees.

A Commissioner, who is aware of any possible breach of the instant Code, shall disclose the information regarding the alleged breach to the Chair and the Governance and Legal Affairs Committee in a signed, written statement, with a copy to the Secretary to the Board, as soon as is practicable but no later than three months from the day they knew of the violation.

A Commissioner, who is aware of any potential violation of the instant Code on the part of the Chairperson, shall disclose the information in a signed, written statement to the Governance and Legal Affairs Committee, the Executive Director, and the General Attorney or Chief Counsel, with a copy to the Secretary to the Board, as soon as is practicable but no later than three months from the day they knew of the violation.

A Commissioner, who is aware of any potential violation of the instant Code on the part of the Vice-Chairperson, shall disclose the information in a signed, written statement to the Chairperson, the Governance and Legal Affairs Committee, the Executive Director, and the General Attorney, with a copy to the Secretary of the Board as soon as is practicable but no later than three months from the day they knew of the violation.

Upon receipt of a written statement relative to an alleged violation, the Chairperson, the Executive Director, the General Attorney or Chief Counsel shall consider the disclosure and take whatever action they determine to be appropriate and necessary under the law and based on the circumstances of the violation, including referral to the Office of the Governor.

Section IV: Commissioner Code of Ethics

A. Conflicts of Interest Prohibited

No Commissioner of the Agency shall have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of their duties in the public interest. While actual conflicts are of the highest concern, Commissioners must also be on guard against the creation of the appearance of a conflict. Therefore, Commissioners must endeavor to pursue a course of conduct that will not raise suspicion among the public that they are likely to be engaged in acts that are in violation of the public's trust.

In furtherance of this obligation, Commissioners shall only represent that they are Commissioners of the Agency when clearly and singularly acting on behalf of the Agency.

Additionally, Commissioners agree to be bound by the following standards:

- (1) No Commissioner shall accept any other assignment or position which will impair their independence of judgment in the exercise of their official duties on behalf of the Agency.
- (2) No Commissioner shall use or attempt to use their official position to secure unwarranted privileges for themselves or others, nor use such information to further their personal interests.

- (3) No Commissioner shall misappropriate to themselves or others the property, services, or other resources of the State for private business or other compensated, non-governmental purposes.
- (4) No Commissioner shall engage in any transaction as representative or agent of NYSIF with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their official duties.
- (5) No Commissioner shall, by their conduct, give reasonable basis for the impression that any person or entity can unduly or improperly influence them or unduly enjoy their favor in the performance of their official duties.
- (6) No Commissioner shall, by their conduct give reasonable basis for the impression that they are affected by the kinship, rank, position or influence of any other person, party, or entity.
- (7) No Commissioner shall make personal investments in enterprises which they have reason to believe may be directly involved in decisions made by them, as Commissioner, or which will otherwise create substantial conflict, or the appearance of one, between their duties in the public interest and their personal private interest.
- (8) No Commissioner shall appear as an attorney, agent, broker, employee, consultant, or representative against the interests of the Agency in any matter where the Agency is a party, including within the NYS Court of Claims.
- (9) No Commissioner shall, directly or indirectly, solicit, accept, or receive any gift⁶ when it could reasonably be inferred that the gift was intended to influence them, or could reasonably be expected to influence them, in the performance of their official duties or was intended as a reward for any official action on their part.
- (10) No Commissioner shall take or refrain from taking any action, or agree to take or refrain from taking any action, or induce or attempt to induce any other Commissioner or employee of the Agency to take or refrain from taking any action, on any matter before the Agency in order to obtain a pecuniary or material benefit for themselves or others.

B. Potential Sources of Conflicts of Interest Disclosure

(1) Annual Conflict Disclosure Statement

Each Commissioner shall complete a “Conflict of Interest Disclosure Statement,” within 30 days of their appointment and in each year of service thereafter, to assist a Commissioner in identifying the potential sources of conflict between their personal interests and the interests of the Agency.⁷

⁶ 19 NYCRR 934.2(i) defines a “Gift” as any item, of more than Nominal Value, in any form including, but not limited to: money, service(s), loans, travel, lodging, meals, refreshments, entertainment, discount, forbearance of an obligation or a promise having monetary value.

⁷ See Attachment “B,” Commissioner Conflict of Interest Disclosure Statement

This written statement shall identify and disclose, to the best of the Commissioner's knowledge, potential sources of a conflict with their duties to the Agency. If any Commissioner is unable, after reasonable efforts, to obtain some or all of the information required by the Conflict Disclosure Statement which relates to their spouse, members of their household, or a dependent, they shall so state, as part of their disclosures. The Statement shall be signed by the Commissioner and submitted to the Secretary to the Board by January 31st of each year.

In agreeing to be bound by the instant Code, Commissioners acknowledge and concede that the disclosure of certain interests may inhibit or otherwise prevent their service on either a standing or special committee of the Board.⁸

(2) Review of Conflict Disclosure Statements

Each conflict disclosure statement is subject to review by the General Attorney, Chief Counsel, or their designee. Upon receipt of a Commissioner's statement, the Secretary to the Board shall forward a copy to the Agency's General Attorney or Chief Counsel, or their designee. They will then review the statement to determine if recusal from a decision, business dealing, or vote of the Board is required on the part of a Commissioner.

Depending on the circumstances then present and known, Agency counsel may advise or direct a Commissioner to recuse themselves from any discussion, decision, and/or transaction involving the source of a conflict, actual or apparent. Consultation may be taken with the Chairperson, the Board's Governance and Legal Affairs Committee, the Executive Director, and the Ethics Officer to assist with the following:

- Resolving whether an actual or apparent conflict of interest exists based on the facts and circumstances then known; and
- Setting appropriate guidelines for recusal with regard to specific matters presenting an actual or apparent conflict; and
- Assuring that the Commissioner subject to recusal does not receive any information or communications, relative to a matter from which they are recused; and
- Assuring that the Commissioner subject to recusal does not participate in discussions affecting such matters from which they are recused.

C. Recusal Required

In furtherance of its Code of Ethics as outlined under Section "A" above, Commissioners are required to recuse themselves from all discussions, decisions, and votes when there is a conflict of interest, actual or apparent, between their personal interests and the interests of the Agency. The General Attorney, Chief Counsel, or their designee is the ultimate arbiter of whether a conflict of interest exists and whether recusal is warranted. Recusal is required because the decisions of the Board must be based *solely* on the best interests of the Agency. The decisions

⁸ See NYSIF Board of Commissioners' Meeting Rules and Procedures, as amended and adopted October 21, 2020, Section IV.

of the Board can neither be influenced nor appear to be influenced by the personal interests of individual Commissioners, their spouses or relatives, Commissioner's outside activities, businesses, and/or their financial interests or the outside activities, businesses, and/or financial interests of their relatives.

If a Commissioner believes there is a potential conflict, whether actual or apparent, they must immediately raise the potential conflict to either the Chairperson or the Secretary to the Board. The Commissioner should be prepared to provide or otherwise disclose sufficiently detailed information that would allow relevant parties to evaluate the issue and determine an appropriate course of action.

Commissioners acknowledge that the Secretary may provide such information to the Chairperson, Board's Governance and Legal Affairs Committee, the Executive Director, the General Attorney and/or Chief Counsel, or the Ethics Officer.

D. Financial Disclosure Statements

Apart from the requirements of the instant Code, but in accordance with POL §73-a, each Commissioner shall timely file a Financial Disclosure Statement with the Commission, within thirty (30) days of their appointment and on or before May 15th of each succeeding year.

E. Non-Compliance and Enforcement

A failure to comply with this Section, including the falsification of information in the requisite disclosure forms, may constitute grounds for corrective action, up to and including a formal referral to the Commission and/or the Office of the Governor, as appropriate.

After an investigation, it is possible that the Commission may initiate disciplinary proceedings and impose civil penalties for any behavior deemed to be in violation of POL §§73-a⁹ and 74¹⁰.

Section V: Legal Effect

The adoption of the instant Code by the Board is designed to reflect the Commissioners voluntary commitment to fostering a climate of operational transparency, accountability, and the display of the highest ethical standards in its operations and dealings with the outside parties. The adoption of this Code does not amend, alter, and/or confer additional rights, powers, authority, or jurisdiction to third-parties or regulatory authorities, whether governmental or non-governmental that are non-existent at law.

This Code may be amended or superseded by majority vote of the Board of Commissioners, in which quorum is established.

⁹ For violations related to the filing the Financial Disclosure Statement with the Commission.

¹⁰ For violations of the NYS Code of Ethics, outlined under POL §74 and Section IV(A) of the instant Code.

Appendix “A:” Information relative to “Insider Trading” and Material Non-Public Information

The Insider Trading and Securities Fraud Enforcement Act of 1988 expands the Securities and Exchange Commission’s (SEC) authority to seek penalties against persons who communicate or use any material, non-public information while purchasing or selling securities. Substantial additional penalties can be assessed against both a person who commits an insider trading violation and any controlling person, which could include an employer or even a manager, who “knew or recklessly disregarded the fact that such controlled person was about to engage in the act or acts constituting the violation and failed to take appropriate steps to prevent such act or acts before they occurred.”

“Insider Trading” is not defined in the Securities Law, per se, but the term is used broadly to refer to the purchase or sale of securities while in possession of “material” information (generally, information that would or will be important to an investor making a decision to buy or sell a security) that is not available to the general public (that is, “non-public”). Although there is no statutory definition of insider trading, this activity is proscribed by provisions of the securities laws, including Section 17(a) of the Securities Act and Sections 10(b) and 14(e) of the Securities Exchange Act of 1934. In addition, case law has evolved that interprets these laws, with Rule 10(b)(5) being subject to extensive judicial consideration and interpretation. These provisions are meant to expressly prohibit fraudulent practices in connection with the purchase and sale of any security, including trading while in possession of material, non-public information.

Traditionally, these provisions cover individuals who are thought of as “insiders” of an organization, such as corporate directors, brokers, and dealers. Case law has evolved to extend coverage to market professionals and others, including underwriters, investment analysts, lawyers, accountants, and financial printers: based on theory that these individuals have a duty not to misappropriate information from their employees or otherwise. In NYSIF’s case, coverage is likely extended to members of the Board of Commissioners based on their access to confidential financial information in their administration of the Agency.

Under the Securities Law, “corporate insiders” and those to whom they communicate (“tip”) material, non-public (“inside”) information about a corporation are either to disclose that information to the investing public or to refrain from trading in, or recommending, the corporation’s securities. For the purposes of the prohibition of insider trading, the term “corporation” encompasses all State and Local Governments and other public agencies and authorities (hereinafter referred to as “other public entities”). In addition, tipping or trading in material, non-public information about a tender offer violates the rules of the SEC under most circumstances.

Commissioners who trade on inside information, or communicate inside information, obtained from and through their respective Departments, whether obtained from legitimate information, may be held to have “misappropriated” it under Federal securities and other laws, even if such employee is not deemed a “corporate insider.” Generally, Commissioners would be considered “corporate insider” based on the common interpretation of the term.

What constitutes inside information or material, non-public information must be determined based on all pertinent circumstances. However, the following will generally fall into that category if not publicly known:

- (a) information concerning its business financial matters and management, such as changes in earnings or dividends, significant technical achievements, important discoveries of natural resources, the obtaining or losing of major contracts, or changes in management; and
- (b) information concerning the company's or other public entity's securities, including the market for a security or its terms, such as a prospective tender offer, merger or acquisition, prospective block trade, prospective private placement or public offering, impending stock dividend or stock split or proposed recapitalization.

Appendix “B:” Conflict of Interest Disclosure Form

Commissioners must disclose any potential conflict of interest and abstain from any decision wherein an actual or apparent conflict of interest exists. Please complete, sign, and date this form and return, via e-mail, to SecBoard@nysif.com.

Commissioner’s Residential Address: _____

List all persons residing at the same address and indicate their relationship to you, if any:

Instructions: When providing requested information, please consider your activities, as well as the activities of the members of your household as listed above, currently and for the preceding 24 months and identify who is the source of the conflict. If one needs additional space to disclose a conflict, then please append supplemental pages as required.

1) List any and all forms of employment (including occupations, trades, businesses, or professions) paid or unpaid, held by you, or members of your household:

- a. If the Commissioner practices law, is licensed by the NYS Department of State as a real estate agent or broker, practices a profession licensed by the NYS Department of Education, holds or works for a firm that is licensed and/or regulated by the Financial Industry Regulatory Authority (“FINRA”), or works as a member or employee of a firm required to register as a lobbyist, pursuant to Legislative Law §1-e, **then** please describe the services rendered for compensation and whether such services are provided directly to clients.

- b. If the Commissioner practices their employment with a firm or corporation and is either a partner or a shareholder, then please also provide a general description of the principal subject matters undertaken by said firm or corporation.

- c. If the Commissioner personally provides services to any person or entity or works as a member or employee of a partnership or corporation that provides such services, please

identify each client or customer to whom the Commissioner personally provided services.

2) Identify any and all “businesses” owned, wholly or in part, operated, or undertaken by you, or members of your household:

3) Identify any and all “financial interests” held by you, or members of your household:

4) Are there any other sources of potential “conflicts” that you would like to disclose?

In signing this form, I hereby acknowledge and agree that I am responsible for disclosing, in writing, any new potential conflicts of interest that may arise in between the annual filings required to be filed pursuant to Section IV(B)(1) of the Code of Ethical Conduct.

Print Name

Signature

Date



2024 BOARD OF COMMISSIONERS REGULAR MONTHLY MEETING SCHEDULEⁱ

JANUARY 17

FEBRUARY 21

MARCH 20

APRIL 17

MAY 15

JUNE 12ⁱⁱ

JULY 17

SEPTEMBER 18

OCTOBER 16

NOVEMBER 20

DECEMBER 18

ⁱ NYSIF Board of Commissioners generally meet at 10:00 a.m. on the third Wednesday of each month, unless otherwise noted. The Board does not convene during the month of August.

ⁱⁱ Due to the official state holiday on June 19th, the Board meeting has been rescheduled for June 12th.



KATHY HOCHUL
GOVERNOR



PROPOSED MOTION*

The following is a procedural vote considered by the NYSIF Board of Commissioners at a meeting held on Wednesday, April 17, 2024. A quorum was present throughout:

A motion was made that the minutes of the February 21, 2024 meeting be accepted and filed as the official minutes of the Board of Commissioners.

Commissioner_____provided the motion to approve

Commissioner_____seconded the motion

	YES	NO	ABSTAIN
Commissioner Delgado	_____	_____	_____
Commissioner Kathuria	_____	_____	_____
Commissioner MacLeod	_____	_____	_____
Commissioner Kessler	_____	_____	_____
Commissioner Roberti	_____	_____	_____
Commissioner Melvin	_____	_____	_____
Commissioner Thomas	_____	_____	_____
Commissioner Graham	_____	_____	_____
Chairman Theobalds	_____	_____	_____

Michael Totaro
Assistant Secretary

*This proposed motion has not been acted upon. The proposed motion is being made available pursuant to the Open Meetings Law §103(e)



KATHY HOCHUL
GOVERNOR



PROPOSED MOTION*

The following is a procedural vote considered by the NYSIF Board of Commissioners at a meeting held on Wednesday, April 17, 2024. A quorum was present throughout:

Motion to accept the written reports as submitted.

Commissioner_____provided the motion to approve

Commissioner_____seconded the motion

	YES	NO	ABSTAIN
Commissioner Delgado	_____	_____	_____
Commissioner Kathuria	_____	_____	_____
Commissioner MacLeod	_____	_____	_____
Commissioner Kessler	_____	_____	_____
Commissioner Roberti	_____	_____	_____
Commissioner Melvin	_____	_____	_____
Commissioner Thomas	_____	_____	_____
Commissioner Graham	_____	_____	_____
Chairman Theobalds	_____	_____	_____

Michael Totaro
Assistant Secretary

*This proposed motion has not been acted upon. The proposed motion is being made available pursuant to the Open Meetings Law §103(e)



KATHY HOCHUL
GOVERNOR



PROPOSED MOTION*

The following is a procedural vote considered by the NYSIF Board of Commissioners at a meeting held on Wednesday, April 17, 2024. A quorum was present throughout:

A motion was made to proceed into Executive Session for a discussion regarding matters leading to the appointment or employment - specifically this applies to investment personnel; for a discussion regarding the lease of real property; for a discussion regarding a particular policyholder; and for a discussion regarding legal advice and litigation.

Commissioner_____provided the motion to approve

Commissioner_____seconded the motion

	YES	NO	ABSTAIN
Commissioner Delgado	_____	_____	_____
Commissioner Kathuria	_____	_____	_____
Commissioner MacLeod	_____	_____	_____
Commissioner Kessler	_____	_____	_____
Commissioner Roberti	_____	_____	_____
Commissioner Melvin	_____	_____	_____
Commissioner Thomas	_____	_____	_____
Commissioner Graham	_____	_____	_____
Chairman Theobalds	_____	_____	_____

Michael Totaro
Assistant Secretary

*This proposed motion has not been acted upon. The proposed motion is being made available pursuant to the Open Meetings Law §103(e)



KATHY HOCHUL
GOVERNOR



PROPOSED MOTION*

The following is a procedural vote considered by the NYSIF Board of Commissioners at a meeting held on Wednesday, April 17, 2024. A quorum was present throughout:

A motion was made to adjourn the Board of Commissioners of the State Insurance Fund regular monthly meeting.

Commissioner_____provided the motion to approve

Commissioner_____seconded the motion

	YES	NO	ABSTAIN
Commissioner Delgado	_____	_____	_____
Commissioner Kathuria	_____	_____	_____
Commissioner MacLeod	_____	_____	_____
Commissioner Kessler	_____	_____	_____
Commissioner Roberti	_____	_____	_____
Commissioner Melvin	_____	_____	_____
Commissioner Thomas	_____	_____	_____
Commissioner Graham	_____	_____	_____
Chairman Theobalds	_____	_____	_____

Michael Totaro
Assistant Secretary

*This proposed motion has not been acted upon. The proposed motion is being made available pursuant to the Open Meetings Law §103(e)