

Governance Committee Charter Ulster County Recovery Agency (UCRRA, “Agency”)

Pursuant to New York State Authorities Budget Office and the UCRRA Board Committee Assignments, the purpose of the governance committee is to oversee the Agency’s corporate governance practices and to recommend policies, practices, and actions to the board of directors. Corporate governance describes the processes, structures, and mechanisms that influence the control and direction of corporations.

Duties and Powers of the Governance Committee

To the extent practicable and necessary to perform its duties, it shall be the responsibility of the governance committee to:

- Keep the board informed of current best practices in corporate governance;
- Review corporate governance trends for their applicability to the Agency;
- Update the Agency’s corporate governance principles and governance practices;
- Advise those responsible for appointing directors to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members;
- Meet with and obtain any information it may require from Agency staff;
- Obtain advice and assistance from in-house counsel or outside counsel, accounting and other advisors as the committee deems necessary;
- Develop and continually review of Agency policies and procedures.

Composition of Committee and Selection of Members

The governance committee shall consist of not less than three independent members of the board of directors, who shall constitute a majority on the committee. If the board has fewer than three independent members, non-independent members may be appointed to the committee provided that the independent members constitute a majority of the committee (a non-independent board member means a board member who is an officer, employee or other service provider of the Agency).

The Agency’s Board Chair shall appoint the governance committee members and the governance committee chair. Members shall serve on the committee at the discretion of the Board Chair. Members appointed to the committee shall as much as possible have the background necessary to perform its duties.

The governance committee members shall serve until their resignation, retirement, removal by the Board Chair or until their successors shall be appointed and qualified. When feasible, the immediate past governance committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Committee Meetings

The governance committee shall meet at such times as deemed advisable by the chair, but not fewer than two times a year. Members of the governance committee are expected to attend each committee meeting, in person or via telephone or videoconference, pursuant to Public Officers Law Section 103-A.

The governance committee may invite other individuals, such as members of management or other technical experts to attend meetings and provide pertinent information, as necessary. A majority of the committee members present or participating through telephone or videoconference shall constitute a quorum, pursuant to Public Officers Law Section 103-A. Meeting agendas shall be prepared prior to every meeting and provided to governance committee members along with briefing materials at least two (2) days prior to the scheduled governance committee meeting. The governance committee may act only on the affirmative vote of a majority of the members or by unanimous consent.

Minutes of these meetings shall be recorded. Meetings of the committee are open to the public, and the committee shall be governed by the rules regarding public meetings set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law that relate to public notice and the conduct of executive session.

Reports

The governance committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board;
- Report to the Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines
- Develop and report to the Board annually, the Agency's performance measurement goals and their related evaluation;
- Provide a self-evaluation of the governance committee's functions on an annual basis.

Responsibilities

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) the Agency's Board; (b) evaluation of the Agency's policies; and (c) other miscellaneous issues.

Relationship to the Agency's Board

The Board of Directors has delegated to the governance committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the governance committee has specific expertise, as follows:

- Develop the Agency's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight;
- Develop the competencies and personal attributes required of Directors to assist those authorized to appoint members to the Board in identifying qualified individuals.

In addition, the governance committee shall:

- Develop and recommend to the Board the number and structure of committees to be created by the Board;
- Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers;
- Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the Board, its committees and senior management in the Agency's governance process.

Evaluation of the Agency's Policies

The governance committee shall:

- Develop, review on a regular basis, and update as necessary the Agency's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies 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 the Agency's written policies regarding the protection of whistleblowers from retaliation;
- Develop and recommend to the Board any required updates on the Agency's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Agency's procurement process;
- Develop and recommend to the Board any required updates on the Agency's written policies regarding the disposition of real and personal property;
- Develop and recommend to the Board any other policies or documents relating to the governance of the Agency, including rules and procedures for conducting the business of the Agency's Board, such as the Agency's by-laws. The governance committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

Other Responsibilities

The governance committee shall:

- Review on an annual basis the compensation and benefits for the Managing Director and other senior Agency officials;
- Annually review, assess and make necessary changes to the governance committee charter and provide a self-evaluation of the governance committee.