

## GOVERNANCE COMMITTEE CHARTER

### A. MEMBERSHIP AND ORGANIZATION

#### (1) Committee Composition

The Committee shall be composed of two Trustees neither of whom serves as Chairman or in any other position of Authority management. Committee members shall be nominated by the Chairman and selected from eligible Trustees by vote of the Trustees.

#### (2) Term

Committee members shall serve for periods of four years, subject to their terms of office under section 1003 of the Public Authorities Law. Committee members may be re-elected to serve for additional periods of four years subject to their terms of office. A Committee member may resign his or her position on the Committee while continuing to serve as a Trustee. In the event of a vacancy on the Committee due to death, resignation, or otherwise, a successor shall be selected in a manner and for the period described above.

#### (3) Removal

Committee members may be removed only if they are removed as Trustees for cause, subject to Section 2827 of the Public Authorities Law.

#### (4) Meetings and Quorum

The Committee shall hold regularly scheduled meetings at least three times per year. One Committee member may call a special meeting of the Committee if requested by the President and Chief Executive Officer, the General Counsel, the Vice President of Ethics and Regulatory Compliance or the Vice President Procurement and Real Estate.

One Committee member at a regular or special meeting of the Committee shall constitute a quorum for the purposes of conducting the business of Committee and receiving reports.

All meetings of the Committee may be conducted by video conferencing. To the extent permitted by law, the Committee may hold meetings or portions of meetings in executive session.

**B. FUNCTIONS AND POWERS**

The Committee shall be charged with the oversight of the governance and ethics of the Authority and its employees. In this regard, the Committee shall establish policies to promote honest and ethical conduct by Authority Trustees, officers and employees so as to enhance public confidence in the Authority. In addition, the Committee shall review and update the Authority's Code of Conduct and written policies regarding: conflicts of interest, the procurement of goods and services, the acquisition and disposition of real and personal property, or interests therein, the disclosure of the names of persons who attempt to influence the Authority's procurement process, and the protection of whistleblowers.

**C. STAFF REPORTS**

The Vice President Ethics and Regulatory Compliance and the Vice President of Procurement and Real Estate shall report to the Committee at all regularly scheduled meetings. The Committee shall have oversight of the activities of the Ethics Office and over all procurement and real estate activities at the Authority.

The Committee shall have the power to require Ethics, Procurement and Real Estate staff to prepare reports and to produce documents and personnel for review. It shall also have the power to meet with any staff on compliance issues and to direct the Secretary to prepare such revisions to the Code of Conduct as the Committee may deem necessary, for approval by the Trustees.