

TOWN OF AMHERST INDUSTRIAL DEVELOPMENT AGENCY

AMENDED AND RESTATED  
GOVERNANCE COMMITTEE CHARTER

This Amended and Restated Governance Committee Charter (“Charter”) is adopted by the Board of Directors of the Town of Amherst Industrial Development Agency (the “Agency”), a public benefit corporation established under the laws of the State of New York, on the \_\_\_\_ day of \_\_\_\_\_, 2017.

**ARTICLE I**  
**Core Responsibilities**

The responsibilities of the Governance Committee (the “Committee”), in compliance with Section 2824(7) of the New York Public Authorities Law, shall include:

- a. Keeping the Board of Directors (the “Board”) informed of current best practices in corporate governance;
- b. Reviewing corporate governance trends for their applicability to the Agency;
- c. Recommending updates to the Agency's corporate governance principles and practices;
- d. Advising those responsible for appointing directors to the Board of the skills, qualities and professional or educational experiences necessary to be effective Board members;
- e. Examining ethical and conflict of interest issues that are referred to the Committee by the Ethics Officer or the Board;
- f. Performing Board self-evaluations; and
- g. Recommending bylaws which include rules and procedures for the conduct of Board business.

**ARTICLE II**  
**Powers**

The Board has delegated to the Committee the power and authority necessary to discharge its duties under this Charter, including the right to: (i) meet with and obtain any information it may require from Agency staff; and (ii) obtain advice and assistance from Agency counsel as the Committee deems necessary.

**ARTICLE III**  
**Composition and Selection**

The Committee shall be comprised of the Chairperson of the Agency and two (2) additional members of the Agency, all of whom shall be “independent members” within the meaning of Section 2825 of the New York Public Authorities Law.<sup>1</sup> The two additional members shall be appointed by the Chairperson with the consent of the entire membership of the Agency at the annual meeting of the Agency. No more than one member of the Executive Committee may serve on the Committee. Appointees are required to possess the necessary skills to understand the duties and functions of the Committee, and should be knowledgeable or become knowledgeable in matters pertaining to corporate governance. Committee members will serve at the discretion of the Board. The Chairperson of the Agency shall serve as the Committee Chair. The Chairperson may authorize the Vice Chairperson to serve as the Committee Chair in the absence of the Chairperson. Each Committee member shall serve for a term of one (1) year and until his or her successor shall be duly appointed. The term of office of a Committee member shall terminate upon the Committee member’s resignation or retirement or his or her removal by the Board. When feasible, the immediate past Committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Committee members are prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. In addition, Committee members shall not: (i) engage in any private business transactions with the Agency; (ii) receive compensation from any private entity that has material business relationships with the Agency; or (iii) be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

**ARTICLE IV**  
**Committee Structure and Meetings**

All Committee meetings shall comply with the requirements of Article 7 of the New York Public Officers Law (the “Open Meetings Law”). The Committee will meet at least once per year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in this Charter. All Committee members are expected to attend each meeting in person or via videoconference.

---

<sup>1</sup> An independent member is one who: (a) is not, and in the past two years has not been, employed by the Agency or an affiliate in an executive capacity; (b) is not, and in the past two years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars for goods and services provided to the Agency or received any other form of financial assistance valued at more than fifteen thousand dollars from the Agency; (c) is not a relative of an executive officer or employee in an executive position of the Agency or an affiliate; and (d) is not, and in the past two years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Agency or an affiliate.

Meeting agendas will be prepared for every meeting and provided to the Committee members at least five (5) days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. A quorum of the Committee shall consist of a majority of the members then serving on the Committee. The affirmative vote of a majority of the members shall constitute an act of the Committee. Minutes of Committee meetings shall be kept and maintained by the Agency.

## **ARTICLE V**

### **Committee Reports**

The Committee shall:

- a. Report its actions and recommendations to the Board at each regular meeting of the Board following a meeting of the Committee and when otherwise requested by the Board; and
- b. Report to the Board, regarding any proposed changes to this Charter.

## **ARTICLE VI**

### **Duties**

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

- a. Develop the Agency's governance practices that shall address transparency, independence, accountability, fiduciary responsibilities and management oversight;
- b. Identify the competencies and personal attributes required of directors to assist those authorized to appoint members to the Board in identifying qualified individuals;
- c. Develop and recommend to the Board the number and structure of committees to be created by the Board;
- d. 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;
- e. Develop and provide recommendations to the Board regarding performance evaluations, including coordination and oversight of such evaluations of the Board, its committees and senior management in the Agency's governance process;

- f. 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);
- g. Develop and recommend to the Board any required revisions to the Agency's written policies regarding the protection of whistleblowers from retaliation;
- h. Develop and recommend to the Board any required revisions to the Agency's equal opportunity and affirmative action policies;
- i. Develop and recommend to the Board any required updates to 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;
- j. Develop and recommend to the Board any required updates to the Agency's written policies regarding the disposition of real and personal property;
- k. 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 bylaws; and
- l. Oversee the implementation and effectiveness of the bylaws and other governance documents and recommend modifications as needed.

**ARTICLE VII**  
**Amendments**

This Charter may be amended upon affirmative vote of a majority of the Board.

**ARTICLE VIII**  
**Agency Affiliates**

This Charter shall also be applicable to the Town of Amherst Development Corporation ("ADC") upon approval by the Board of ADC.