

TOWN OF AMHERST DEVELOPMENT CORPORATION

STATEMENT OF DUTIES AND RESPONSIBILITIES
OF THE BOARD OF DIRECTORS

ARTICLE I

Purpose

The purpose of this Statement is to set forth the standards of conduct and responsibilities of the Town of Amherst Development Corporation (the "Corporation") Board of Directors in furtherance of efficient operations so as to promote and assist economic development in the Town of Amherst and fulfill the purposes of the Corporation as set forth in Article 14 of the Not-for-Profit Corporation Law.

ARTICLE II

Role and Expectations

It is the responsibility of Board members to: (a) execute direct oversight of the Corporation's CEO and other management in the effective and ethical management of the Corporation; (b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Corporation; (c) establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the CEO and management; (d) adopt a code of ethics applicable to each officer, director and employee that, at a minimum, includes the standards established in section seventy-four of the public officers law; (e) establish written policies and procedures on personnel, including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Board member of the Corporation, investments, travel, the acquisition of real property and the disposition of real and personal property and the procurement of goods and services; (f) adopt a defense and indemnification policy and disclose such plan to any and all prospective Board members; and (g) adhere to the fiduciary duties of care and loyalty which they owe to the Corporation.

A. Duty of Care. A Board member shall perform his or her duties, including those duties as a member of any committee of the Board upon which he or she may serve, in good faith and with that degree of care which an ordinarily prudent person in a like position would use under similar circumstances.

B. Duty of Loyalty. Board members are bound by their duty of undivided and unqualified loyalty to the Corporation, a duty which encompasses good faith efforts to insure that their personal profit is not at the expense of the Corporation.

C. Board members may exercise and fulfill these duties by:

1. understanding the Corporation's role in the economic development community;

2. regularly attending and constructively participating in meetings of the Board and related committees;
3. reviewing and understanding the materials provided in advance of meetings and any other materials provided to the Board from time to time;
4. informing oneself prior to making decisions by utilizing material information reasonably available;
5. remaining reasonably accessible to the senior management on specific issues which may not require the attention of the entire Board but where an individual Board member's insight may be helpful; and
6. becoming familiar with and understanding the policies adopted by the Corporation and the criteria adopted by the Corporation to evaluate projects and using their best efforts to evaluate projects before them in light of the adopted policies and criteria established by the Corporation.

D. Acknowledgement of Fiduciary Duty. In conformity with Section 2824(h) of the New York Public Authorities Law, at or about the time that each Board member is appointed to or otherwise becomes a member of the Corporation, he or she shall execute an Acknowledgement of Fiduciary Duties and Responsibilities in the form prescribed by the New York State Authorities Budget Office, in which the Board member acknowledges that he or she understands his or her role and fiduciary responsibilities and acknowledges that he or she understands his or her duty of loyalty and care to the Corporation and commitment to the Corporation's mission and the public interest.

ARTICLE III Board Member Conduct

A. Conflicts of Interest. Board members are required to conduct themselves in compliance with the conflict of interest requirements imposed upon members as set forth in the Corporation's Conflict of Interest policy.

B. Personal Loans. Board members must refrain from accepting or approving any personal loan from the Corporation.

C. Decorum. Board members are expected to observe proper decorum in the conduct of their duties on behalf of the Corporation and should not engage in conduct or make any public statement that harms, defames or otherwise brings discredit upon the Corporation.

D. Separation of Board and Management. No Board member may serve as the Corporation's CEO, Executive Director, CFO, Comptroller or hold any other equivalent position while also serving as a Board member.

ARTICLE IV
Required Filings

The Corporation, in compliance with the requirements of the Town of Amherst and the Public Authorities Accountability Act, requires that all members and employees with executive positions complete an annual disclosure form and that the disclosure form be filed with the Town of Amherst and the Board of Ethics for the County of Erie.

ARTICLE V
Training

A. Board Members Appointed on or After January 13, 2006.

All Board members appointed on or after January 13, 2006 must participate in State-approved training regarding their legal, fiduciary, financial and ethical responsibilities as Board members of the Corporation within one year of appointment.

B. All Board Members.

All Board members must participate in continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.

C. Documentation.

The Corporation shall maintain documentation of Board member participation in required training and to assure that Board members are compliant with this Article.

Reviewed and Approved: September 16, 2022