



**OLYMPIC REGIONAL  
NEW YORK  
DEVELOPMENT AUTHORITY**

**GOVERNANCE COMMITTEE MEETING  
Mt Van Hoevenberg Field House, Lake Placid, NY  
August 20, 2021  
11:00 am**

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**AGENDA**

**I. INTRODUCTION**

- A. Governance Committee Chair**
- B. Welcoming New Governance Committee Members**
- C. Roll Call**

**II. GOVERNANCE COMMITTEE CHARTER UPDATE**

- A. Review of Draft Charter**

**III. DISCUSSION OF PROPOSED RESOLUTIONS**

- A. Governance Committee Charter and Proposed Resolution #427**
- B. Defense & Indemnification Policy and Code of Ethics Policy, and Proposed Resolution #428**

**IV. ADJOURN**



**NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY**

**Resolution # 427**

**RESOLUTION APPROVING AND ADOPTING A  
GOVERNANCE COMMITTEE CHARTER**

At a meeting of the Board of Directors of the Olympic Regional Development Authority (ORDA) held on August 20, 2021, the Chair offered the following resolution:

**WHEREAS**, pursuant to Public Authorities Law § 2824, the ORDA Board of Directors is charged with establishing written policies and procedures regarding the corporate governance of ORDA; and

**WHEREAS**, pursuant to Public Authorities Law § 2824 (7) and the ORDA By-Laws, Article II Section 4, respectively, the ORDA Board of Directors is required to establish a Governance Committee, and the ORDA Board Chair is authorized to establish other committees and to select their members; and

**WHEREAS**, by Resolution #417 duly passed by the Board of Directors on June 25, 2021, the ORDA Board of Directors established a Governance Committee comprised of three members appointed by the Chair and approved by the Board in accordance with the ORDA By-Laws Article II Section 1; and

**WHEREAS**, at a meeting of the Governance Committee held on August 20, 2021 the Governance Committee voted to accept and submit to the full Board for adoption and approval, the Governance Committee Charter that is attached hereto as Exhibit A, which sets out the purpose and composition of the Committee, the schedule and process for its meetings, the powers and duties of the Committee, and its reporting responsibilities to the Board of Directors, and

**WHEREAS**, the Governance Committee seeks approval by the Board to adopt the Governance Committee Charter attached hereto; and

**NOW THEREFORE BE IT RESOLVED**, that after careful consideration and due deliberation, the ORDA Board of Directors hereby approves and adopts the attached Governance Committee Charter, effective immediately, which will be posted with Board materials on the ORDA website, for access by the public.

**SO RESOLVED,**

MOVED BY: \_\_\_\_\_

SECONDED BY: \_\_\_\_\_

and

ADOPTED BY the following vote:

Excused/Abstained:

Against:

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Emily Stanton, Secretary to the Board, being duly sworn, deposes and says:

The above Resolution # 427 was duly passed by the Board of Directors on August 20, 2021.

Signature \_\_\_\_\_

Title: Secretary to the Board of Directors

Sworn before me this \_\_\_\_\_ day of August 2021

Notary Public, State of New York



## **ORDA BOARD OF DIRECTORS GOVERNANCE COMMITTEE CHARTER**

### **I. Purpose**

The purpose of the Governance Committee is to: keep the Board of Directors informed of current best practices in corporate governance by reviewing corporate governance trends for their applicability to ORDA, and updating ORDA's corporate governance principles and practices accordingly; advise those responsible for appointing directors to the Board on the skills, qualities, and professional or educational experiences necessary to be effective Board members; monitor and evaluate Board effectiveness; address potential ethical and/or conflict of interest issues affecting Board members; review and recommend by-laws which include rules and procedures for conduct of Board business; and perform such other responsibilities as the Board shall assign to it.

### **II. Composition**

The Committee shall consist of three (3) independent members of the Board as designated by the Chair and approved by the Board of Directors in accordance with the By-Laws. The Chair of the Board shall appoint the Chair of the Governance Committee. The Chair of the Board may appoint himself or herself to serve as a voting member of the Committee but shall not be permitted to serve as Chair of the Committee. Each voting member of the Governance Committee shall be an independent member as that term is defined in subdivision two of section 2825 of the Public Authorities Law. All Governance Committee members should be knowledgeable in matters pertaining to governance including practices to address transparency, independence, accountability, fiduciary responsibilities, and management oversight. Governance Committee members shall serve until the end of the term of their appointment to the Board of Directors, except that, a committee member may resign and continue to serve as a Board Member. In the event of a vacancy on the committee,

the Board Chair shall appoint a successor who shall be approved by the Board of Directors at its next regularly scheduled meeting.

### **III. Meetings of the Governance Committee**

A. The Governance Committee shall meet at least twice in a fiscal year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. A majority of the Governance Committee members present or participating through videoconference shall constitute a quorum.

B. Members of the Governance Committee are expected to attend each committee meeting, in person or via such videoconferencing technology as may be available for the purpose of conducting such meetings. The Governance Committee may invite other individuals, such as members of management, auditors or other technical experts, to attend meetings and provide pertinent information, as necessary.

C. Meeting agendas shall be prepared prior to every meeting and announced to the public at least five (5) calendar days prior to the date of the scheduled meeting. The agenda and meeting materials, including any necessary briefing materials, shall be provided to Governance Committee members at least two (2) business days before the scheduled Governance Committee meeting, and all such public meeting materials shall be posted on the ORDA website for public access. Email may be used as a valid means of providing such materials to members of the Governance Committee.

D. The Governance Committee may act only on the affirmative vote of a majority of the Committee members or by unanimous consent. Minutes of all Governance Committee meetings shall be recorded.

E. Meetings of the Governance Committee are open to the public, and the Committee shall be governed by the rules regarding public meetings as set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law as they relate to public notice and the conduct of executive session.

### **IV. Powers and Duties of the Governance Committee**

It shall be the responsibility of the Governance Committee to:

A. Make recommendations on the structure of Board meetings and the skills and experience that should be required of potential board members, and develop and

recommend to the Board the number and structure of committees to be created by the Board;

B. 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;

C. Develop and recommend to the Board any policies or other documents relating to effective ORDA governance, and regularly review an update such policies or documents, including but not limited to:

- a. the ORDA Mission Statement;
- b. the rules and procedures for conducting the business of the ORDA Board such as the ORDA By-Laws;
- c. the promotion of honest and ethical conduct by ORDA's directors, officers, and employees, and enhance public confidence in the authority, which such policies shall be at least as stringent as the laws, rules, and regulations applicable to State officers and employees;
- d. the procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence ORDA's procurement process;
- e. the acquisition of real property or interests therein, and the disposition of real and personal property;
- f. the protection of whistleblowers from retaliation;
- g. equal opportunity and affirmative action policies;
- h. time and attendance, and salary and compensation, for ORDA's chief executive and management;

D. Recommend, and review on an annual basis, performance measurements by which the performance of ORDA and the achievement of its goals articulated in its Mission Statement may be evaluated;

E. Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the Committee deems necessary, and with Board approval, solicit at ORDA's expense, persons having special competencies, including legal, accounting, or other consultants as the Committee deems necessary to fulfill its responsibilities;

F. Meet with and obtain any information it may require from ORDA senior management to accomplish these responsibilities.

**V. Reporting**

A. A report of any meeting of the Governance Committee shall be prepared and presented to the Board at its next regularly scheduled meeting following any meeting of the Committee.

B. The Governance Committee shall review and report to the Board, at least annually, on the compensation and benefits for the President & CEO and other ORDA senior officials, any proposed changes to the Governance Charter; and a self-evaluation of the Governance Committee's functions.

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## NEW YORK STATE OLYMPIC REGIONAL DEVELOPMENT AUTHORITY

### Resolution # 428

#### **RESOLUTION APPROVING AND ADOPTING CERTAIN POLICIES**

At a meeting of the Board of Directors of the Olympic Regional Development Authority (ORDA) held on August 20, 2021, the Chair offered the following resolution:

#### **I. Defense and Indemnification**

**WHEREAS**, pursuant to Public Authorities Law § 2824 (1) (f), the ORDA Board of Directors is charged with establishing a defense and indemnification policy and disclosing such policy to any and all prospective Board members; and

**WHEREAS**, it is both necessary and desirable for ORDA to amend and update its existing Defense and Indemnification Policy (“Policy”); and

**WHEREAS**, annexed hereto and made a part hereof as if fully restated herein, is ORDA’s proposed revised Policy for the defense and indemnification of Members, officers, and employees of ORDA; and

**WHEREAS**, the Policy provides that defense and indemnification for actions or proceedings against ORDA Members, officers, and directors shall be provided through the procurement of insurance as part of ORDA’s annual program of insurance; and

**WHEREAS**, the Policy further provides that such insurance shall not supplant any indemnification by the State that is conferred on any Member, officer, or employee under Public Officers Law § 17; and

#### **II. Code of Ethics**

**WHEREAS**, pursuant to Public Authorities Law § 2824, the ORDA Board of Directors is charged with establishing written policies and procedures governing the conduct of ORDA and ORDA personnel; and

**WHEREAS**, by Resolution Nos. 11, 29, and 179, the Board of Directors has previously adopted a Code of Ethics Policy for ORDA members and employees; and

**WHEREAS**, ORDA has found and determined that it is both necessary and desirable to revise its existing Code of Ethics (Code) to update it in accordance with current ethics law and policy; and

**WHEREAS**. The Governance Committee has reviewed the revised Code of Ethics and has recommended that the Board of Directors approve and adopt such revised Code; and



**WHEREAS**, annexed hereto and made a part hereof as if fully restated herein, is ORDA’s proposed revised Code of Ethics containing provisions governing conflicts of interest, gifts, outside employment or activities, political activities, prohibitions on nepotism, the designation of policy makers, and requirements of annual financial disclosure; and

**NOW THEREFORE BE IT RESOLVED**, that after careful consideration and due deliberation, the ORDA Board of Directors hereby approves and adopts the attached Defense and Indemnification Policy and Code of Ethics Policy, effective immediately, each of which will be posted with Board materials on the ORDA website for access by the public.

**SO RESOLVED,**

MOVED BY: \_\_\_\_\_

SECONDED BY: \_\_\_\_\_

and

ADOPTED BY the following vote:

Excused/Abstained:

Against:

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Emily Stanton, Secretary to the Board, being duly sworn, deposes and says:

The above Resolution # 428 was duly passed by the Board of Directors on August 20, 2021.

Signature \_\_\_\_\_

Title: Secretary to the Board of Directors

Sworn before me this \_\_\_\_\_ day of August 2021

Notary Public, State of New York



## **DEFENSE AND INDEMNIFICATION POLICY**

### **I. Purpose and Definition.**

The purpose of this Policy is to provide for the defense and indemnification of Members, officers, and employees of the New York State Olympic Regional Development Authority (ORDA).

### **II. General Scope of Indemnification.**

ORDA shall, to the fullest extent permitted by law, indemnify any person who becomes a party to an action or proceeding by reason of the fact that they were or are a Board Member (Member), officer, or employee of ORDA, and arising out of such Member's, officer's, or employee's action(s) within the scope of their employment in the exercise or carrying out of any of ORDA's purposes and powers (Applicable Standard of Conduct), against judgments, penalties, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred, unless the conduct of such Member, officer, or employee, in the matters at issue in such action or proceeding, is found not to have met the Applicable Standard of Conduct.

### **III. Insurance.**

ORDA shall, to the fullest extent permitted by law, provide defense and/or indemnification under the terms of this Policy through the purchase and maintenance of insurance procured annually as part of the ORDA program of insurance. Outside of such insurance ORDA assumes no independent obligation to indemnify any ORDA Member, officer, or employee, under the terms of this Policy. If a claim for coverage is denied by the carrier(s) of such policy or policies of insurance, ORDA shall have no independent liability for the costs associated with either the defense or indemnification of any Member, officer, or employee, in any action or proceeding against them. This policy does not create any contractual obligation on the part of ORDA in this regard.

### **IV. Applicability of this Article.**

A. The provisions of this Policy shall inure only to Members, officers, and employees of ORDA, as defined herein, shall not enlarge or diminish the rights of any other party to an action or proceeding, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance.

B. The provisions of this Policy shall be in addition to and shall not supplant any indemnification by the State heretofore or hereafter conferred upon any Member, officer, or employee by Section 17 of the Public Officers Law, or otherwise.

C. This Policy shall be applicable, to the fullest extent permitted by law, to any claim for indemnification made after its adoption as a Policy Resolution of ORDA, whether the action or proceeding to which such claim relates commenced, or the matters at issue therein occurred, before or after the adoption of this Policy. It is contemplated that no subsequent amendment, supplement or repeal of this Policy which deprives a Member, officer, or employee of any substantial right or benefit conferred herein will be made applicable with respect to any claim for indemnification arising out of conduct of such Member, officer, or employee occurring or alleged to have occurred after the adoption of this Policy and prior to such amendment, supplement or repeal.

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## **CODE OF ETHICS**

### **I. Introduction**

It is the policy of the Olympic Regional Development Authority ("ORDA") to conduct all of its activities pursuant to the highest standards of public integrity and ethical conduct. So as to emphasize the standards of ethical conduct expected of all members and employees of ORDA, the Board of Directors has adopted in its By-Laws at Article III (Conflicts of Interest), and by Resolution Nos. 11, 79, 179, a Code of Ethics ("Code").

The Code establishes the parameters of permissible activity by ORDA members and employees, specifically proscribes certain activities, and establishes the administrative structure through which such matters shall be identified and resolved.

In general, any questions regarding the application the Code, or any doubts regarding the propriety of any action planned or taken by ORDA, its members or employees, shall be brought to the attention of ORDA's General Counsel. ORDA's General Counsel will refer breaches of the Code, or other matters, as appropriate, to the Joint Commission on Public Ethics (JCOPE) and/or such other authority as may be appropriate under the circumstances.

### **II. Public Officers Law**

The Ethics in Government Act was enacted in 1987 to eliminate abuse and corruption in State government and to restore the public's trust and confidence in public institutions. Under the Act, restrictions were imposed on the business and professional activities of State officers and employees, both during and after their State employment. The Act also requires certain public employees to file an annual statement of financial disclosure to JCOPE.

All members and employees of ORDA are subject to the ethics provisions as set forth in Public Officers Law §§73, 73-a, and 74. The rules of ethical conduct as set forth in the Code are to be considered as supplemental to those contained in §§ 73, 73-a, and 74 of the Public Officers Law, and such law is paramount and controlling to the extent, if any, that it is more restrictive or limiting than the Code.

### **III. Conflicts of Interest**

Members and employees of the Authority shall avoid actual, apparent, or potential conflicts of interest in the exercise of their official duties and responsibilities, as well as their private and individual interests. Such conflicts of interest may include:

- A. Soliciting, accepting, or receiving any gift, whether in the form of money, service, loan, travel, entertainment, hospitality, promise, or in any other form, under circumstances in

which it could be reasonably inferred that the gift was intended to influence the member or employee of ORDA, or could reasonably be expected to influence such member or employee in the performance of their official duties, or as a reward for any official action;

B. Accepting outside employment which would impair the member or employee of the Authority's independence of judgement in the exercise of his/her official duties, or which would require or result in the disclosure of confidential information gained by reason of State position, employment or authority;

C. Soliciting or obtaining significant interest or investment in business enterprises that act as ORDA sponsors or suppliers, other than those interests or investments held prior to service as a member or employee of the Authority;

D. Taking part, as a member or employee of ORDA, in the identification, negotiation, selection, acquisition or determination of any procurement, contract, transaction, or other matter with any business entity in which such member, employee, or representative has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his/her official duties.

ORDA's Code mandates complete disclosure, in writing, of any such conflict. This requirement includes a detailed recitation of the nature and extent of any direct or indirect financial or other interest such member or employee of ORDA may have in any entity currently doing or attempting to do business with ORDA, and must be submitted to ORDA's General Counsel. Every effort must be made to identify and mitigate the appearance or existence of a conflict of interest at the earliest stage of any ORDA business transaction, and prior to any final action.

***NOTE:** A conflict of this type shall preclude any member of the ORDA Board of Directors from voting upon such business before the Board, and shall require all members and employees of ORDA to refrain from any involvement in the transaction of such business at any level. Any and all inquiries regarding the application of this requirement should be immediately referred to the ORDA General Counsel.*

#### **IV. Nepotism**

Public Officers Law § 73 (14) prohibits a State employee from participating in any decision to hire, promote, discipline, or discharge a relative who is, or is under consideration to become, a State employee. This law effectively prohibits a State employee from directly or indirectly supervising a relative. A relative is defined under the law as any person living in the same household as the member or employee, or any person who is a direct descendant of the member's or employee's grandparents, as well as the spouse of such descendant. **No ORDA employee may work in a direct chain of supervision as a relative.**

Any relative of an ORDA employee who wishes to seek employment with ORDA must do so without any involvement by their ORDA-employed relative. Any ORDA employee who has a relative seeking employment with ORDA is barred from participating in any manner in any part of the hiring process.

#### **V. Gifts**

No ORDA member or employee may accept any gift of more than nominal value from persons or entities who do business with the State (impermissible source). The term "nominal value" has been defined by JCOPE as something having a fair market value of \$15 or more. The term "gift" includes (but is not limited to) meals, refreshments, entertainment, money, services,

loans, travel, lodging, a promise with monetary value, and agreeing to change the terms of a debt.

In addition, no member or employee should accept anything of any value (even if less than \$15) where it could be reasonably inferred that the gift is intended to influence the recipient in the performance of their duties, or was given as a sign of appreciation for carrying out their official duties (creating an actual or apparent conflict of interest or appearance of improper influence).

No member or employee may direct a gift from an impermissible source to a third party, including a charitable organization, their spouse or their child.

## **VI. Outside Employment or Activities**

No ORDA member or employee shall engage in any outside business activity, transaction, or employment that would conflict with the public interest. In addition, no ORDA member or employee shall engage in any outside business activity that would reflect adversely on the integrity of such member or employee, or ORDA itself.

No employee may participate in any outside employment or business activity without first seeking written approval from both their supervisor and ORDA's General Counsel. Actions associated with any outside business activity, transaction, or employment are not permitted during normal work hours, and ORDA premises, equipment, supplies, or resources of any kind may be used to accomplish such activity.

## **VII. Political Activities**

ORDA members and employees are encouraged to take an interest in local, State, and national political affairs, and to participate in such affairs, on their own time, in the manner they see fit. However, the Public Officers Law generally prohibits an individual who is serving in a policy making position from serving as an officer of any political party or political organization (note - a "political organization" is defined to mean an organization that is affiliated with or subsidiary to a political party, but does not include campaign or fundraising committees), from serving as a member of any political party committee including serving as a political party district leader or member of a national committee of a political party, and from giving or raising contributions to the Governor's political campaign.

Any participation by an ORDA employee in permitted political activities must be conducted in the following manner:

- A. The employee must be clearly acting as an individual, not as a representative of ORDA;
- B. The activities must not interfere with the employee's job duties;
- C. The activities must not be done on ORDA time;
- D. The activities must not involve the use of ORDA premises, resources, facilities, equipment or supplies.

In general, ORDA members and employees are charged to pursue a course of conduct that will maintain the public's trust and confidence in civil servants and public institutions, and which complies with all applicable local, State and federal laws.

Any member or employee with an interest in outside political activities or questions about these requirements should contact ORDA's General Counsel.

## **VIII. Policy Makers**

ORDA's Board of Directors will, on an annual basis, pass a resolution identifying those employees who are designated as policy makers by ORDA. All Board Members are subject to the requirement for filing an annual statement of financial disclosure.

## **IX. Financial Disclosure**

In accordance with Public Officers Law § 73-a, JCOPE requires that any employee designated by ORDA as a policymaker, or any employee whose salary exceeds the annual threshold, file an Annual Financial Disclosure Statement (FDS). Pursuant to the Public Officers Law, a failure to file this Statement in a timely manner may subject a required filer to a civil penalty of up to ten thousand dollars (\$10,000.00), and/or disciplinary action initiated by ORDA.

ORDA will track the compliance of members and employees with this requirement, and those members and employees who are subject to this requirement will be notified by JCOPE of the requirement to file a FDS.

Information about the annual filing requirements, including changes in salary thresholds can be found at <https://jcope.ny.gov/fds-filing-information-and-forms>.

Any questions on these requirements should be directed to ORDA's General Counsel, or to JCOPE at 800-873-8442 or by email at [ethel@jcope.ny.gov](mailto:ethel@jcope.ny.gov).