



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 not less than 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 and 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.