

VILLAGE OF PATCHOGUE COMMUNITY DEVELOPMENT AGENCY

GOVERNANCE COMMITTEE

Purposes: Formed as a standing committee of the Agency pursuant to Article III, Section 2 of the Agency's By-Laws and to assist the Members by:

- A. Keeping the Members informed of current best practices in corporate governance;
- B. Reviewing corporate governance trends for their applicability to the Agency;
- C. Updating the Agency's corporate governance principles and governance practices; and
- D. Advising those responsible for appointing Members on the skills, qualities and professional or educational experiences necessary to be effective Members.

Powers of the Committee: The Members have delegated to the Committee the power and authority necessary to discharge its duties, including the right to:

- A. Meet with and obtain any information it may require from Agency staff.
- B. Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the Committee deems necessary.

Composition and Selection: The membership of the Committee shall be as set forth in accordance with and pursuant to Article III, Section 2 of the Agency's By-Laws. The Committee shall be comprised of not less than three (3) independent members. The Committee Members shall be appointed by, and will serve at the discretion of the Agency's Members. The Members may designate one Committee Member as its Chair. Committee Members shall serve until their resignation, retirement, removal by the Members or until their successors shall be appointed and qualified. When feasible, the immediate past Committee Chair will continue to serve as a Committee Member for up to one year to ensure an orderly transition.

Committee Members shall be 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 engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or 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.

Committee Members should be knowledgeable or become knowledgeable in matters pertaining to governance.

Committee Structure and Meetings: The Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties

outlined in the charter. All Committee members are expected to attend each meeting, in person or via telephone or videoconference.

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. The committee shall act only on the affirmative vote of unanimous consent. Minutes of these meetings are to be recorded.

Reports: The Committee shall:

- A. Report its actions and recommendations to the Members at the next regular meeting of the Members.
- B. Report to the Members, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.
- C. Provide a self-evaluation of the committee's functions on an annual basis.

Responsibilities: To accomplish the objectives of good governance and accountability, the Committee has responsibilities related to:

- A. The Agency's Members
- B. Evaluation of the Agency's policies
- C. Other miscellaneous issues.

Relationship to the Agency's Members: The Agency's Members have delegated to the Committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the Committee has specific expertise, as follows:

- A. Develop the Agency's governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- B. Develop the competencies and personal attributes required of the Village of Patchogue Board of Trustees to assist them in identifying qualified individuals to serve as Members.

In addition, the Committee shall:

- A. Develop and recommend to the Members the number and structure of committees to be created by the Members.
- B. Develop and provide recommendations to the members regarding Member education, including new member orientation and regularly scheduled training for Members to be obtained from New York State-approved trainers.
- C. Develop and provide recommendations to the Members on performance evaluations, including coordination and oversight of such evaluations of the members, their committees and senior management in the Agency's governance process.

Evaluation of the Agency's Policies: The Committee shall:

- A. 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.
- B. Develop and recommend to the Members any required revisions to the Agency's written policies regarding the protection of whistleblowers from retaliation.
- C. Develop and recommend to the Members any required revisions to the Agency's equal opportunity and affirmative action policies.
- D. Develop and recommend to the Members any required updates on 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.
- E. Develop and recommend to the Members any required updates on the Agency's written policies regarding the disposition of real and personal property.
- F. Develop and recommend to the Members any other policies or documents relating to the governance of the Agency, including rules and procedures for conducting the business of the Members, such as the By-Laws. The Committee will oversee the implementation and effectiveness of the By-Laws and other governance documents and recommend modifications as needed.

Other Responsibilities: The Committee shall:

- A. Review on an annual basis the compensation and benefits for the Executive Director and staff.
- B. Annually review, assess and make necessary changes to the Charter and provide a self-evaluation of the Committee.

Adopted July 2, 2009