

ORDA GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Governance Committee is appointed by the Board Chair to provide assistance to the Board in fulfilling its obligation (i) to ensure that the NYS Olympic Regional Development Authority(ORDA) is operated in accordance with prudent and responsible corporate governance standards and principles; (ii) to assist in the identification of qualified and independent nominees for Board membership; (iii) to monitor and evaluate Board effectiveness; (iv) to promote fulfillment of Director fiduciary duties and address potential ethical and conflict of interest issues affecting Board members; (v) provide oversight with respect to all internal controls, policies and procedures of ORDA..

COMPOSITION

The Governance Committee shall be composed of three Members, each of whom shall meet the criteria for director independence set forth below. Committee members and Chair shall be appointed by the Board, and shall serve until replacement or resignation. The Member appointed should be considered independent if he or she, presently and for each of the three (3) preceding years (i) is not and has not been, a paid employee of ORDA, and (ii) has not had a direct business or direct financial relationship with ORDA.

MEETINGS

The Governance Committee shall meet not less than twice each fiscal year, at times and places determined by the Committee Chair, and may meet more frequently as determined by the Chair or by a majority of Committee members.

DUTIES

- The responsibilities shall include establishing policies to promote honest and ethical conduct by authority directors, officers and employees and enhance public confidence in the authority
- Shall review and regularly update the authority's code of conduct and written policies regarding conflicts of interest. Such code of conduct and policies shall be at least as stringent as 'the laws, rules, regulations and policies applicable to state officers and employees
- Shall review and regularly update the authority's written policies regarding procurement of good and services and the acquisition of real property or interests therein, including policies relating to the implementation of Executive Order 127 and the disclosure of persons who attempt to influence the authority's procurement process.
- Shall review and regularly update the authority's written policies regarding the disposition of real *and* personal property
- Shall review and regularly update the Authority's written policies regarding the

protection of whistleblowers from retaliation.

- Discussion regarding ORDA's internal auditor and duties as described on page three of Model Governance Principles for Authorities
- Discussion of other Board related responsibilities found on page four of the same document
- Review of reports each committee will make to the full Board of Directors, sign off procedures

REPORTING

The Committee will prepare and, through its Chair, submit periodic reports of the Committee's work and findings to the Board of Directors. Said report will contain recommendations for Board actions when appropriate.

COMMITTEE SUPPORT

ORDA staff will provide the Committee with support as needed and requested.