

ROCHESTER GENESEE REGIONAL TRANSPORTATION AUTHORITY  
GOVERNANCE COMMITTEE CHARTER

I. Purpose/Overview of Responsibilities. Established March 2005 the purpose of the Governance Committee is to keep the Board of Commissioners informed of current best governance practices; to review corporate governance trends for their applicability to the Authority; when necessary, to update the Authority's corporate governance principles and governance practices; to advise the applicable governmental bodies which are authorized to recommend individuals to the Governor for appointment as Board members on the skills, qualities and professional or experience necessary to be effective Board members; to formulate and propose to the full Board for adoption policies to promote honest and ethical conduct by Authority commissioners, officers and employees.

II. Membership.

A. The Governance Committee shall be comprised of at least three commissioners as determined and appointed by the Board of Commissioners, one of whom shall be designated by the Board as Chair of the Committee. Members of the Committee will serve for staggered three-year terms.

B. Only Commissioners who are "independent," within the meaning of the Public Authorities Accountability Act of 2005, as such Act may be amended from time to time, may serve as voting members of the Governance Committee.

III. Meetings.

A. The Governance Committee shall meet at least annually and at such other times as deemed necessary by the Chair or as may be requested by written notice to the Chair signed by no less than a majority of the members of the Governance Committee.

B. The Governance Committee may ask members of Management or others to attend Governance Committee meetings and provide pertinent information .

C. At least half the members of the Governance Committee will constitute a quorum with a majority of votes of those Committee members present at a meeting at which a quorum has been established being sufficient to adopt a resolution or otherwise take action.

D. All meetings of the Governance Committee shall be open to the public except to the extent that the Governance Committee elects to go into "executive session" as permitted by the New York Open Meetings Law. Minutes of the meetings are to be recorded and each meeting will be video taped in accordance with the requirements of Executive Order #3.

E. All Committee members are expected to attend each meeting in person.

IV. Powers. The Board of Commissioners has delegated to the Governance 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 Authority staff.

B. Obtain advice and assistance from in-house or outside counsel, accounting and other advisors at the Committee deems necessary.

C. Solicit, at the Authority's expense, persons having special competencies, including legal, accounting or other consultants as the Committee deems necessary to fulfill its responsibilities.

V. Responsibilities. The Governance Committee shall carry out the following responsibilities subject, however, to review and approval of the Board of Commissioners:

A. Review and regularly update the Authority's Code of Conduct along with its written policies regarding conflicts of interest. The Code of Conduct and such policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.

B. Review at least annually and at such other times as may be advisable, and update as necessary, the Authority's written policies regarding procurement of goods and services and the acquisition of real property or interest therein; as well as the Authority's written policies regarding the disposition of real and personal property and policies relating to the disclosure of persons who attempt to influence the Authority's procurement process.

C. Review at least annually and at such other times as may be advisable, and update as necessary, the Authority's written policies regarding the protection of whistleblowers from retaliation

D. Review and assess, at least annually, the Governance Committee's Charter and submit any proposed changes to the Charter for approval of the Board.

E. Oversee an annual self-assessment by the Board of Commissioners and ~~of~~ the Governance Committee as well as the attendance, participation and performance of the members thereof.

F. Prepare and annually review the expectations of Board members.

G. Prepare and annually review, and update as necessary, "Board Member Governance and Operating Guidelines and Principles." These guidelines and principles should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.

H. Recommend actions to improve Board performance, as necessary.

I. Assist in identifying content areas for Board retreats and study sessions.

J. Develop and provide recommendations to the Board regarding Board member education, including new member orientation, and schedule Board member training, which shall be obtained from state-approved trainers to the extent required by the Public Authorities Accountability Act.

K. Recommend to the Board changes to the structure of committees created by the Board as necessary.

L. Review other matters and perform other functions that are appropriately within the scope of its responsibility and that are otherwise assigned to it by the Board of Commissioners.