

ROCHESTER-GENESEE REGIONAL TRANSPORTATION AUTHORITY BOARD MEMBER DUTIES

The duties and legal responsibilities of members of the RGRTA Board of Commissioners are generally equivalent to those of directors in the private and not-for-profit sectors.

- I. Duty of Care - Commissioners must inform themselves prior to making business decisions utilizing material information reasonably available to them, and exercise reasonable care in the discharge of their responsibilities. They must keep informed, inquire and exercise independent judgment.
- II. Duty of Loyalty - Commissioners owe a duty of loyalty to the Authority. Commissioners must be disinterested and not expect to derive personal financial benefit from an Authority activity or decision they make in their role as Commissioner.
- III. Duty of Good Faith - Any actual or potential conflict of interest must be disclosed. Directors must act in the best interest of the Authority in all matters.
- IV. Duty of Oversight
 - A. Monitor activities of Authority management and staff.
 - B. Provide policy direction for the Authority, in light of its mission and enabling legislation.
 - C. Develop and approve policies to guide the operation of the Authority including, without limitation, policies concerning acquisition and disposal of goods and services, the Code of Ethics, and responses to requests under the Freedom of Information Act.
 - D. Review and, when appropriate, approve the purchase of good or services with an annual value (actual or estimated) of \$75,000 or more.
 - E. Oversee the internal control practices of the Authority and the activities of the external auditors.