

## **Governance Committee Charter**

### **Purpose**

The Governance Committee (the “Committee”) of the Dormitory Authority of the State of New York (“DASNY”) shall assist the Board by: (a) keeping the Board informed of current best governance practices and trends in corporate governance; (b) advising the Board on the skills and experience that should be required of potential board members; (c) developing and recommending to the Board a set of Governance Guidelines; (d) developing standards by which the Board can annually review its own performance; and (e) undertaking such duties as may be delegated to it by the Board from time to time.

### **Composition**

The Committee shall consist of three independent members of the Board designated by the Chair. 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. Each Member shall possess the necessary skills to understand the duties and functions of the Governance Committee.

### **Meetings**

The Committee will meet at least twice a year with further meetings to occur when deemed necessary or desirable by the Committee or its Chair. All meetings shall be conducted in compliance with Article VII of the By-Laws.

### **Responsibilities**

The duties and responsibilities of the Governance Committee shall be to:

- a. recommend, and review on an annual basis, DASNY’s mission statement expressing the purpose and goals of DASNY, including a description of the stakeholders of DASNY and their reasonable expectations from DASNY;

- b. recommend, and review on an annual basis, performance measurements by which the performance of DASNY and the achievement of its goals articulated in its mission statement may be evaluated;
- c. coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, and senior management in the governance of DASNY;
- d. examine ethical and conflict of interest issues and recommend to the Board, policies to promote honest and ethical conduct by Members, officers and employees of DASNY;
- e. develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to any policies or documents relating to the governance of DASNY, including DASNY's By-Laws and Governance Principles;
- f. consider corporate governance issues that arise from time to time and develop appropriate recommendations for the Board regarding such matters;
- g. review DASNY's codes of conduct and any other written policies of DASNY regarding ethical conduct and conflicts of interest applicable to members, officers and employees of DASNY and as necessary, recommend any changes thereto;
- h. review and make recommendations to the Board regarding potential conflicts of interest of individual members of the Board;
- i. make recommendations on the structure of Board meetings and the skills and experience that should be required of potential board members;
- j. review and as necessary recommend to the Board any revisions to Authority procedures regarding the procurement of goods and services as they relate to procurement lobbying;
- k. review, and as necessary recommend to the Board any revisions to Authority policies regarding the protection of whistleblowers from retaliation;
- l. review DASNY's policies regarding time and attendance of the Staff Officers;
- m. review on an annual basis the compensation paid to Staff Officers;

- n. review, and as necessary recommend changes to DASNY's policy regarding the disposition of real and other property; and,
- o. review and assess this Charter annually.

### **Authority and Resources**

The Committee shall have the authority and resources necessary to discharge its duties and responsibilities, including the right to:

- a. meet with and obtain from staff any information it may require;
- b. obtain advice and assistance from in-house or outside counsel, accounting and other advisors to DASNY as the Committee deems necessary to fulfill its responsibilities; and
- c. retain, at DASNY's expense, persons having special competencies, including without limitation, legal, accounting or other consultants and experts as the Committee deems necessary to fulfill its responsibilities.

### **Governance Committee Reports**

The Governance Committee shall report its actions and recommendations to the Board at the next regular meeting of the Board. The Committee shall report to the Board at least annually regarding any proposed changes to this Charter or the Governance Principles.

Date: March 11, 2015

Governance Annual Review: October 13, 2020