

# **BOARD DEVELOPMENT COMMITTEE CHARTER**

## **ARTICLE I** **PURPOSE**

**Section 1.1** - Pursuant to Article VI, Section 6.3.5 of the Authority's By-Laws, the purpose of the Board Development Committee is to assist the Authority by:

1. Overseeing the development, education and training of members of the Board of the Authority and its various committees;
2. Keeping the Board informed of current best practices in Board member development, administration and management;
3. Reviewing on an annual basis various Board committee needs and composition;
4. On an annual basis recommending to the Board any changes to committee responsibilities or committee membership;
5. Soliciting information, input and recommendations from Board members and other appropriate sources regarding recommendations to the Mayor of the City of Syracuse concerning such public officers appointment of the chair of the Board and successor chairs of the Board as provided for in the Authority's enabling legislation (the "Enabling Act"); and
6. Perform any other tasks assigned to it by this Charter.

## **ARTICLE II** **ORGANIZATION OF THE COMMITTEE**

### **Section 2.1** - **Composition of Committee; Appointment of Members.**

The Board Development Committee shall be established as set forth in and pursuant to Article VI, Section 6.3.5 of the Authority's By-Laws. The Board Development Committee shall consist of the four (4) officers of the Authority, to wit: the Chair, Vice-Chair, Secretary and Finance Officer. The Board will designate the Board Development Committee Chair.

### **Section 2.2** - **Qualifications of Committee Members.**

With the exception of the Secretary, Board Development Committee members shall be prohibited from being an employee of the Authority or an immediate family member of an employee of the Authority. In addition, Board Development Committee members shall not engage in any private business transactions with the Authority or receive compensation from any private entity that has material business relationships with the Authority, or be an immediate family member of an individual that engages in private business transactions with the Authority

or receives compensation from an entity that has material business relationships with the Authority.

All members on the Board Development Committee shall be knowledgeable or become knowledgeable in matters pertaining to Board member development, administration and management.

### **ARTICLE III** **DUTIES & RESPONSIBILITIES OF THE BOARD DEVELOPMENT COMMITTEE**

#### **Section 3.1 - Responsibilities.**

To accomplish the objectives of good Board member development, administration and management, the Board Development Committee has responsibilities related to: (a) Board member development and management principles and practices; (b) evaluation of the Authority's Board member development and management policies; (c) overseeing all Board member development matters for the Authority; and (d) developing and conveying recommendations to the Mayor of the City of Syracuse regarding such public officers appointment of the chair of the Board and successor Board chairs as provided for in the Enabling Act.

#### **Section 3.2 - Duties.**

The Board has delegated to the Board Development Committee the power and authority necessary to discharge its duties, including the right to:

1. Meet with and obtain any information it may require from Board members, other committees and Authority staff.
2. Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the Committee deems necessary.
3. Solicit information, input and recommendations from Board members and other appropriate sources regarding recommendations to the Mayor of the City of Syracuse concerning such public officers appointment of the chair of the Board and successor chairs of the Board as provided for in the Enabling Act. In connection therewith, the Committee shall timely solicit such information and recommendations in order that it may confer with the Board concerning the Committee's recommendation and convey such chair recommendation(s) as are approved by the Board to the Mayor of the City of Syracuse at least six (6) months prior to the expiration the term of a sitting Board chair, or in the case of an actual or anticipated premature vacancy of the position of Board chair, as soon as is practically possible under the circumstances.

#### **Section 3.3 - Board Development Principles & Practices.**

The Board Development Committee shall:

1. Develop and recommend Board member development, administration and management principles and practices for adoption by the Authority.
2. Based upon the Board member development, administration and management principles and practices, draft and recommend any proposed revisions to this Charter.

### **Section 3.4 - Evaluation of the Authority's Board Development Policies.**

The Board Development Committee shall:

1. Review on a regular basis, and recommend to the Board updates as necessary to the Authority's Board member development principles, practices and policies.
2. Develop and recommend to the Authority any required revisions to the Authority's written policies as they pertain to Board member development principles and practices.

### **Section 3.5 - Other Duties & Responsibilities of the Board Development Committee.**

The Board Development Committee shall:

1. Present annually to the Authority a written report of how it has discharged its duties and met its responsibilities as outlined in this Charter.
2. Obtain any information and training needed to enhance the Board Development Committee members' understanding of the current best practices in Board member development, administration and management trends.
3. Review the Board Development Committee's Charter annually, reassess its adequacy, and recommend any proposed changes to the Authority Board. The Board Development Committee Charter will be updated as applicable laws, regulations and Board member development, administration and management standards change.
4. Annually review, assess and make necessary changes to Board member development, administration and management principles and practices.
5. Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Charter.

### **Section 3.6 - Reports**

The Board Development Committee shall:

1. Report its actions and recommendations to the Board at its regular meetings.

2. Report to the Board, at least annually, regarding any proposed changes to the Board Development Committee Charter and/or Board member development principles and practices.

3. Provide a self-evaluation of the Board Development Committee's performance of its duties and responsibilities on an annual basis.

**Section 3.7 - Resources.**

The Board will ensure that the Board Development Committee has sufficient resources to carry out its duties and responsibilities.

**ARTICLE IV**  
**MEETINGS**

**Section 4.1 - Number.**

The Board Development Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the duties and responsibilities outlined in the Charter.

**Section 4.2 - Attendance.**

Members of the Board Development Committee are expected to attend each committee meeting, in person or via video conference. The Board Development Committee may invite other individuals, such as members of management, in-house or outside counsel and technical experts to attend meetings and provide pertinent information, as necessary.

**Section 4.3 - Meeting Agendas.**

Meeting agendas will be prepared for every meeting and provided to the Board Development Committee members along with briefing materials five (5) business days before the scheduled Board Development Committee meeting. The Board Development Committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent in lieu of a meeting. Minutes of meetings will be recorded.

**Section 4.4 - Rules of Procedure.**

All meetings of the Board Development Committee shall be conducted in accordance with Roberts Rules of Order, current edition.

**Section 4.5 - Open Meetings Law.**

Meetings of the Board Development Committee are subject to the provisions of the Open Meetings Law of the State of New York and shall be conducted in compliance therewith. Where

matters are ones that are authorized to be taken up in executive session, the Board Development Committee shall meet in executive session in accordance with the provisions of the Open Meetings Law of the State of New York and any other applicable laws and regulations.

*Adopted by Resolution No. 3 of 2016, January 15, 2016*