



## GOVERNANCE COMMITTEE CHARTER

*A05-000  
Updated 11/2006  
Resolution 2006-44*

This Governance Committee Charter was adopted by the Board of the Livingston County Water & Sewer Authority, a public benefit corporation established under the laws of the State of New York, December 27, 2006.

### **Purpose**

The purpose of the Governance committee is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the LCWSA;
- Advising those responsible for appointing members to the Board on the skill, qualities and professional or educational experiences necessary to be effective Board members.

### **Powers of the Governance Committee**

The Board Members have delegated to the governance committee the power and authority necessary to discharge its duties, as per the Bylaws of the LCWSA.

### **Composition and Selection**

The membership of the committee shall be as set forth in accordance with and pursuant to Article E, Section 1 of the Authority's bylaws. The governance committee shall consist of no fewer than three independent members of the Board. The governance committee members shall be appointed by, and will serve at the discretion of the Board.

The governance committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.

### **Committee Structure and Meetings**

The governance committee will meet as necessary to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting, in person or via telephone or videoconference. Meetings will be held per the LCWSA Bylaws.

### **Reports**

The governance committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.

## **Responsibilities**

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to : (a) the Authority's Board; (b) evaluation of the Authority's policies; and (c) other miscellaneous issues.

## **Relationship to the Authority's Board**

The Board has delegated to the governance committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the governance committee has specific expertise, as follows:

- Develop the Authority's governance practices as necessary. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.
- Develop the competencies and personal attributes required of members to assist the Livingston County Board of Supervisors in identifying qualified individuals.

In addition, the governance committee shall:

- Recommend to the Board the number and structure of committees to be created by the Board.
- Provide recommendations to the Board regarding board member education, including new member orientation
- Provide recommendations to the Board on performance evaluation, including coordination and oversight of such evaluation of the Board, its committees and senior management in the Authority's governance process.

## **Evaluation of the Authority's Policies**

Review as needed:

- Code of ethics
- Policies such as (a) purchasing; (b) disposition of real or personal property
- Bylaws.