

Albany Pine Bush Preserve Commission Governance Committee Charter

This Governance Committee Charter was adopted by the Albany Pine Bush Preserve Commission board, a public benefit corporation established under the laws of the State of New York, on this 14th day of March 2012.

Purpose

Pursuant to Article VII, Section B(4) of the Albany Pine Bush Preserve Commission's by-laws, the purpose of the governance committee is to assist the Board by:

- Keeping the Albany Pine Bush Preserve Commission informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Albany Pine Bush Preserve Commission.

Powers of the Governance Committee

The Board of Directors has delegated to the governance committee the power and Albany Pine Bush Preserve Commission necessary to discharge its duties, including the right to:

- Meet with and obtain any information it may require from Albany Pine Bush Preserve Commission staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.

Composition and Selection

The membership of the committee shall be as set forth in accordance with and pursuant to Article VII, Section B(4) of the Albany Pine Bush Preserve Commission's by-laws. The governance committee members shall be recommended by the chair and appointed by the Albany Pine Bush Preserve Commission's Board. The Board may designate one member of the governance committee as its Chair. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. When feasible, the immediate past governance committee Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

Governance committee members shall be prohibited from being an employee of the Albany Pine Bush Preserve Commission or an immediate family member of an employee of the Albany Pine Bush Preserve Commission. In addition, governance committee members shall not engage in any private business transactions with the Albany Pine Bush Preserve Commission or receive compensation from any private entity that has material business relationships with the Albany Pine Bush Preserve Commission, or be an immediate family member of an individual that engages in private business transactions with the Albany Pine Bush Preserve Commission or receives compensation from an entity that has material business relationships with the Albany Pine Bush Preserve Commission.

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

Committee Structure and Meetings

The governance committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting, in person or videoconference.

Meeting agendas will be prepared for every meeting and provided to the governance committee members in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The governance committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded. The Governance Committee is subject to the Open Meetings Law.

Reports

As necessary the Committee may report on its actions to the Board and/or Albany Pine Bush Preserve Commission management via written correspondence or at a regularly scheduled Board meeting. In addition, the Committee shall from time to time perform a self-evaluation of the Committee's functions.

Responsibilities

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) the Albany Pine Bush Preserve Commission's Board; (b) evaluation of the Albany Pine Bush Preserve Commission's policies and by-laws; and (c) other miscellaneous issues.

Responsibilities relating to Board:

- Ensure the Albany Pine Bush Preserve Commission has the necessary tools to conduct board self-evaluations;
- Keep the Albany Pine Bush Preserve Commission informed of current best governance practices and review corporate governance trends;
- Review and recommend updates to the Albany Pine Bush Preserve Commission's by-laws, policies and guidelines relating governance of the Albany Pine Bush Preserve Commission.

Evaluation of the Albany Pine Bush Preserve Commission's Policies

The governance committee shall:

- Develop and recommend any required revisions to the Albany Pine Bush Preserve Commission's written policies including code of ethics, whistleblower protection, procurement and disclosure of persons who attempt to influence the Albany Pine Bush Preserve Commission's procurement process, disposition of real and personal property, and other Albany Pine Bush Preserve Commission's policies, as appropriate;
- Develop and recommend any other policies or documents relating to the governance of the Albany Pine Bush Preserve Commission, including rules and procedures for conducting the business of the Albany Pine Bush Preserve Commission's Board, such as the by-laws. The Committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.