



GOVERNANCE COMMITTEE CHARTER

This Governance Committee Charter was adopted by the **Syracuse Regional Airport Authority** (the “Authority”), a public benefit corporation established under the laws of the State of New York, on the 9th day of September 2011, and updated on the 23rd day of October 2020.

ARTICLE I PURPOSE

Section 1.1 Pursuant to Article VI, Section 6.3.2 of the Authority’s By-Laws, the purpose of the Governance Committee is to assist the Authority by:

1. Keeping the Authority informed of current best practices in corporate governance;
2. Reviewing corporate governance trends for their applicability to the Authority;
3. Updating the Authority’s corporate governance principles and governance practices;
4. Advising those responsible for appointing members to the Authority on the skills, qualities and professional or educational experiences necessary to be effective Authority members; and
5. Overseeing the development, education and training of members of the Board of the Authority and its various committees;
6. Keeping the Board informed of current best practices in Board member development, administration and management; and
7. Any other tasks assigned to it by this Charter or Section 2824(7) of New York Public Authorities Law, as amended.

ARTICLE II ORGANIZATION OF THE COMMITTEE

Section 2.1 Composition of Committee; Appointment of Members

The Governance Committee shall be established as set forth in and pursuant to Article VI, Section 6.3.2 of the Authority's By-Laws. The Governance Committee shall consist of at least three (3) members of the Authority who are independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended. The Authority will appoint the Governance Committee members and the Chair of the Authority will designate the Governance Committee Chair.

Section 2.2 Qualifications of Committee Members

Governance 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, Governance 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.

Ideally, all members on the Governance Committee shall be knowledgeable or become knowledgeable in matters pertaining to governance.

ARTICLE III DUTIES AND RESPONSIBILITIES OF THE GOVERNANCE COMMITTEE

Section 3.1 Responsibilities

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

Section 3.2 Duties

The Authority has delegated to the Governance 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 Authority staff.
2. Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the Committee deems necessary.

3. Solicit at the Authority's expense, persons having special competencies, including legal, accounting or other consultants as the Committee deems necessary to fulfill its responsibilities. The Governance Committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Authority's adopted procurement guidelines per Section 2879 of New York Public Authorities Law, as amended, and to present such contracts to the Authority for its approval.
4. 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 Corporate Governance Principles and Practices

The Governance Committee shall:

1. Develop and recommend Corporate Governance Principles for adoption by the Authority.
2. After the Authority's adopts Corporate Governance Principles, develop the Authority's governance practices based upon the adopted Authority Corporate Governance Principles. These practices should address transparency, independence, accountability, fiduciary responsibilities and management oversight.
3. Develop and recommend to the Authority the number and structure of committees to be created by the Authority.
4. Develop and recommend Board member development, administration and management principles and practices for adoption by the Authority.
5. Review on a regular basis and recommend to the Board updates as necessary to the Authority's Board member development principles, practices and policies.
6. 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.

7. Obtain any information and training needed to enhance Board members' understanding of the current best practices in Board member development, administration and management trends.
8. Annually review, assess and make necessary changes to Board member development, administration and management principles and practices.

Section 3.4 Member Training and Self-Evaluations

The Governance Committee shall:

1. Develop and provide recommendations to the Authority regarding member education, including new member orientation and regularly scheduled member training to be obtained from state-approved trainers.
2. Develop and provide recommendations to the Authority on member performance evaluations, including coordination and oversight of such evaluations and self-evaluations of members, the Authority, Authority senior management and the Authority's committees in the Authority's overall governance process.
3. Develop the competencies and personal attributes required of members to assist those authorized to appoint members to the Authority in identifying qualified individuals.

Section 3.5 Evaluation of the Authority's Policies

The Governance Committee shall:

1. Review on a regular basis and recommend to the Authority and the City of Syracuse updates as necessary to the City of Syracuse code of ethics, which is applicable to the Authority per the Authority's enabling statute and addresses conflicts of interest.
2. Develop and recommend to the Authority any required revisions to the Authority's written policies regarding the protection of whistleblowers from retaliation.
3. Develop and recommend to the Authority any required revisions to the Authority's equal opportunity and affirmative action policies.
4. Develop and recommend to the Authority any required updates on the Authority's written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Authority's procurement process.
5. Develop and recommend to the Authority any required updates on the Authority's written policies regarding the disposition of real and personal property.

6. Develop and recommend to the Authority any other policies or documents relating to the governance of the Authority, including rules and procedures for conducting the business of the Authority, such as the Authority's By-Laws. The Governance Committee will oversee the implementation and effectiveness of the By-Laws and other governance documents and recommend modifications as needed.

Section 3.6 Other Duties and Responsibilities of the Governance Committee.

The Governance 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 Governance Committee members' understanding of the current best practices in corporate governance and corporate governance trends.
3. Review the Governance Committee's Charter annually, reassess its adequacy, and recommend any proposed changes to the Authority. The Governance Committee Charter will be updated as applicable laws, regulations and corporate governance standards change.
4. Annually review, assess and make necessary changes to the Corporate Governance Principles and governance practices.
5. Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Charter.

Section 3.7 Reports

The Governance Committee shall:

1. Report its actions and recommendations to the Authority at regular meetings of the Authority.
2. Report to the Authority, at least annually, regarding any proposed changes to the Governance Committee Charter, Corporate Governance Principles and governance practices.
3. Provide a self-evaluation of the Governance Committee's duties and responsibilities on an annual basis.

Section 3.8 Resources

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

ARTICLE IV MEETINGS

Section 4.1 Number

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 duties and responsibilities outlined in the Charter.

Section 4.2 Attendance

Members of the Governance Committee are expected to attend each committee meeting, in person or via videoconference. The Audit 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 Governance Committee members along with briefing materials five (5) business days before the scheduled Governance Committee meeting. The Governance Committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings will be recorded.

Section 4.4 Rules of Procedure

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

Section 4.5 Open Meetings Law

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

As amended by Resolution No. 25 of 2020