

# **ERIE COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

## **STATEMENT OF DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

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### **ARTICLE I**

#### **Purpose**

The purpose of this Statement is to set forth the standards of conduct and responsibilities of the Erie County Industrial Development Agency (the “Agency”) Board of Directors in furtherance of efficient operations so as to promote and assist economic development in the County of Erie and fulfill the purposes of the Agency as set forth in the General Municipal Law.

### **ARTICLE II**

#### **Role and Expectations**

It is the responsibility of Board members to execute direct oversight of the Agency’s Executive Director and other senior management in the effective and ethical management of the Agency. Board members are expected to understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Agency. In executing their role, Board members shall adhere to the fiduciary duties of care and loyalty which they owe to the Agency.

A. Duty of Care. A Board member must perform his or her duties, including those duties as a member of any committee of the Board upon which he or she may serve, in good faith and with that degree of care which an ordinarily prudent person in a like position would use under similar circumstances.

B. Duty of Loyalty. Board members are bound by their duty of undivided and unqualified loyalty to the Agency, a duty which encompasses good faith efforts to insure that their personal profit is not at the expense of the Agency.

C. Board members may exercise and fulfill these duties by:

1. understanding the Agency’s role in the economic development community;
2. regularly attending and constructively participating in meetings of the Board and related committees;

3. reviewing and understanding the materials provided in advance of meetings and any other materials provided to the Board from time to time;
4. informing oneself prior to making decisions by utilizing material information reasonably available; and
5. remaining reasonably accessible to the senior management on specific issues which may not require the attention of the entire Board but where an individual Board member's insights may be helpful.

### **ARTICLE III** **Board Member Conduct**

A. Conflicts of Interest. Board members are required to conduct themselves in compliance with the conflict of interest requirements imposed upon members of industrial development agencies under Article 18 of the General Municipal Law and the requirements of the Agency's Code of Ethics.

B. Personal Loans. Board members must refrain from accepting or approving any personal loan from the Agency.

C. Decorum. Board members must not engage in conduct or make any public statement likely to prejudice the functions of the Agency or harm, defame or otherwise bring discredit upon the Agency.

D. Separation of Board and Management. No Board member may serve as the Agency's CEO, Executive Director, CFO, Comptroller or hold any other equivalent position while also serving as a Board member.

### **ARTICLE IV** **Required Filings**

Board members are required by New York Public Authorities Law Section 2825 to file annual financial disclosure statements with the Erie County Board of Ethics. A completed financial disclosure form covering the immediately preceding calendar year must be submitted to the Erie County Board of Ethics on or before May 15 of each year.

### **ARTICLE V** **Training**

A. Board Members Appointed On or After January 13, 2006.

All Board members appointed on or after January 13, 2006 must participate in State-approved training within one year of appointment.

B. All Board Members.

All Board members must participate in continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance.

**ARTICLE VI**  
**Agency Affiliates**

This Statement of Duties and Responsibilities shall also be applicable to the Boards of the Buffalo and Erie County Regional Development Corporation (“RDC”), Buffalo and Erie County Industrial Land Development Corporation (“ILDC”) and ATC of Buffalo and Erie County, Inc. (“ATC”) upon approval by the respective Boards of each corporation.