

**WESTCHESTER COUNTY
LOCAL DEVELOPMENT CORPORATION
DUTIES AND RESPONSIBILITIES OF
BOARD MEMBERS**

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

Role and Expectations:

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

- 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 Corporation, a duty which encompasses good faith efforts to insure that their personal profit is not at the expense of the Corporation.
- C. Board members may exercise and fulfill these duties by:
 - a. Understanding the Corporation’s role in the economic development community;
 - b. Regularly attending and constructively participating in meetings of the Board and related committees;
 - c. Reviewing and understanding the materials provided in advance of meetings and any other materials provided to the Board from time to time;
 - d. Informing oneself prior to making decisions by utilizing material information reasonably available; and
 - e. 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.

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 A of the General Municipal Law and the requirements of the Corporation’s Code of Ethics.
- B. **Personal Loans:** Board members must refrain from accepting or approving any personal loan from the Corporation.

- C. **Decorum:** Board members must not engage in conduct or make any public statement likely to prejudice the functions of the Corporation or harm, defame or otherwise bring discredit upon the Corporation.
- D. **Separation of Board and Management:** No Board member may serve as the Corporation's Executive Director or hold any other equivalent position while also serving as a Board member.

Required Filings:

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

Training:

- A. 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 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.
- C. All Board members will participate in a briefing on Article 18A of the General Municipal Law provided by Corporation Counsel.

Adopted: