

## **GOVERNANCE COMMITTEE CHARTER**

### **Section I. Purpose**

The Governance Committee (the “**Committee**”) is established by the Board Members (each a “**Member**” and collectively, the “**Board**”) of the New York City Housing Authority (“NYCHA”) for the primary purpose of assisting the Board by:

- Informing the Board on current best practices in corporate governance, with particular attention to the public sector and applicability to NYCHA;  
and
- Providing recommendations to the Board on Board Member training and development, consistent with current best practices.

The Committee will pursue these objectives primarily by fulfilling the responsibilities described in Section IV of this Charter.

### **Section II. Membership**

The Committee shall consist of at least two (2) Members. NYCHA’s Chair may, at his or her option, serve on the Committee. NYCHA’s Chair may annually appoint, with the approval of a majority of the Board, those other Members who will serve on the Committee. NYCHA’s Chair will designate the chair of the Committee. A majority of the Committee’s members shall constitute a quorum. At all meetings of the Committee, each member will have one (1) vote. All questions to be determined by vote of at least a majority of the whole number of members of the Committee. At any meeting where an even number of votes are cast in favor and against a resolution, the resolution will not pass but will be carried over for further consideration by the members of the Committee until a majority acts on the resolution. No voting by proxy will be permitted.

### **Section III. Frequency of Meetings**

The Committee shall meet at the request of the Chair, as needed. Minutes of each meeting shall be taken by the Corporate Secretary. The Committee shall report to the Board on any matters as needed. The chair of the Committee, in coordination with NYCHA’s Chair and the Corporate Secretary, shall establish the agenda, which will be

prepared by the Corporate Secretary and sent to each Committee member in advance of such meeting. NYCHA's senior Executive Management or their respective designees will be invited by NYCHA's Chair, the Committee's Chair or the Chief Operating Officer.

#### **Section IV. Responsibilities and Duties**

To fulfill its responsibilities and duties the Committee will:

- a) Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled Board member training;
- b) Review and propose recommendations to ensure standard Board communications and reporting around standard performance metrics and special initiatives.
- c) Review and assess the adequacy of the Board committee charters, as needed; and
- d) Periodically report to the Board regarding the results of its recommendations and other activities.