

**CENTRAL NEW YORK REGIONAL TRANSPORTATION AUTHORITY
STATEMENT OF BOARD MEMBER
DUTIES AND RESPONSIBILITIES**

I. Introductory Statements:

In accordance with Article IV, Section 4.1 of the By-Laws of the Central New York Regional Transportation Authority, and pursuant to the requirements of the New York State Public Authorities Accountability Act of 2005, the Board of Members (the "Members") of the Central New York Regional Transportation Authority (the "Authority") hereby promulgate the following Statement of Member Duties and Responsibilities.

II. Statutory and Organizational Duties and Responsibilities:

In accordance with the By-Laws of the Central New York Regional Transportation Authority, Members shall:

- (a) execute direct oversight of the Authority's Chief Executive and other senior management in the effective and ethical management of the Authority;
- (b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Authority;
- (c) establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the Executive Director and senior management;
- (d) adopt a code of ethics applicable to each officer, Member, Director and employee that, at a minimum, includes the standards established in Section 74 of the New York State Public Officers Law as may be amended or superseded from time to time;
- (e) establish written policies and procedures regarding personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Member, regarding investments, travel, the acquisition of real property and the disposition of real and personal property and regarding the procurement of goods and services;
- (f) adopt a defense and indemnification policy and disclose such plan to any and all prospective Board members; and
- (g) approve financial reports submitted to the State of New York and designate other

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senior management, if any, when required by law to certify financial reports in addition to the Authority's Executive Director's and the Chief Financial Officer's required certification in writing.

III. Oath of Office:

Each Member shall execute an Oath of Office in which he or she shall swear to support the Constitution of the United States, and the Constitution of the State of New York, and that he or she will faithfully discharge the duties of the office of Board Member of the Authority.