



EXECUTIVE COMMITTEE CHARTER

I. Purpose

Pursuant to Article II, Section 2 of the by-laws of the State of New York Olympic Regional Development Authority (ORDA), the purpose of the Executive Committee is to oversee ORDA's overall management and operation to ensure such policies, practices, and procedures as are necessary for ORDA to conduct business and operate its venues in a manner that accomplishes its mission in accordance with its powers and responsibilities as set forth in the Public Authorities Law.

II. Open Meetings Law

Meetings of the Executive Committee are open to the public, and the Committee shall be governed by the rules regarding public meetings as set forth in the applicable provisions of the Public Authorities Law and Article 7 of the Public Officers Law as they relate to public notice and the conduct of executive session.

III. Powers and Duties of the Executive Committee

A. It shall be the responsibility of the Executive Committee to:

1. Review the scope and terms of ORDA's insurance policies and liability coverage on an annual basis, and based on such review recommend a program that includes policies of insurance for comprehensive general liability, property, cyber liability, crime, auto, and such other programs of insurance as are necessary to address ORDA's legal and operational needs, and ORDA's obligations under its agreements with other government and nongovernmental entities including:
 - a. The United States Olympic and Paralympic Committee
 - b. The Lake Placid Olympic Museum
 - c. The New York State Department of Environmental Conservation
 - d. The Town of North Elba Parks and Playgrounds District

- e. The Town of Johnsbury
 - f. The Town of Wilmington
2. On an annual basis, in compliance with the process set forth under Section VI herein, review and consult with ORDA staff regarding ORDA's obligations under its agreements with other governmental and nongovernmental entities, keep all such agreements up to date, ensure that ORDA is meeting its obligations under such agreements, and assist ORDA with doing so.
 3. Retain, at ORDA's expense, such outside counsel, experts and other advisors as the Executive committee may deem appropriate and provide advice to the Board regarding the payment structure/salary of such outside counsel, experts, and other advisors.
 4. Report annually to the Board regarding the manner in which the Committee has discharged its duties and met its responsibilities as outlined in this Charter.
 5. Conduct an annual self-evaluation of its performance, including the Committee's effectiveness and compliance with this Charter, and request Board approval for any proposed changes.

B. In accordance with the ORDA by-laws, the Executive Committee shall further have the authority to transact ORDA's business between meetings of the Board of Directors, subject to the following:

1. Such meetings may be called only by the Chair, or in the absence of the Chair, the Vice or Second Vice Chair may call such meetings.
2. A full quorum of the Board is unable to be assembled due to scheduling conflicts, illness, or for any other reason, and there exists a time-sensitive matter or matters that require(s) Board approval.
3. The subject of any meeting called and conducted pursuant to this subsection shall be limited to such time-sensitive matter(s).
4. All such meetings shall be conducted in the same manner, and subject to the same procedural rules, as are set forth herein for regularly scheduled Executive Committee meetings.

IV. Composition of Committee and Selection of Members

- A. The Executive Committee shall consist of not less than three independent members of the ORDA Board of Directors, who shall constitute a majority on the Committee.

- B. The composition of the Committee shall be as follows:
 - 1. The Chairperson of the ORDA Board will be the Chairperson of the Executive Committee.
 - 2. The ORDA President and Chief Executive Officer shall be an ex-officio, non-voting member of the Executive Committee.
 - 3. One of the members shall be one of the members of the Board designated by the Town of North Elba.
 - 4. A third member of the Executive Committee shall be a member of the Board appointed by the Chairperson at his or her discretion, based on the qualifications and interests of such Board member, and the needs of the Executive Committee.
 - 5. The Chairperson may appoint such other members of the Executive Committee as he or she deems appropriate, in his or her discretion, based on the needs of the Executive Committee and the skills and interests of such members of the Board as may be interested in serving on the Executive Committee.
 - 6. All members of the Executive Committee shall have the background skill and qualifications necessary to perform its duties as set forth in this Charter.

V. Meetings

- A. The Executive Committee shall meet at such times as deemed advisable by the Chair, but not less than twice a year.
- B. Members of the Executive Committee are expected to attend each committee meeting, in person or via such videoconferencing technology as may be available for the purpose of conducting such meetings.
- C. The Executive Committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.
- D. A majority of the Committee members present or participating through videoconference shall constitute a quorum.
- E. Meeting agendas shall be prepared prior to every meeting and announced to the public at least seven (7) calendar days prior to the date of the scheduled meeting

except that in the case of a meeting scheduled pursuant to subsection III (B) herein, the meeting shall be announced and the agenda provided to the public at least 72 hours prior to the date of such meeting.

- F.** The agenda and meeting materials, including any necessary briefing materials, shall be provided to Executive Committee members at least two (2) business days before the scheduled Executive Committee meeting, and all such public meeting materials shall be posted on the ORDA website for public access, except that, for a meeting scheduled pursuant to subsection III (B) herein, such agenda, meeting materials, and any necessary briefing materials, shall be provided as soon as is practicable under the circumstances, with all public meeting materials posted on the ORDA website for public access, as soon as is practicable prior to the time the meeting is held. Email may be used as a valid means of providing such materials to members of the Executive Committee.
- G.** The Executive Committee may act only on the affirmative vote of a majority of the Committee members or by unanimous consent.
- H.** Minutes of all Executive Committee meetings shall be recorded.
- I.** A report of the Executive Committee's meeting shall be prepared and presented to the Board at its next scheduled meeting following any meeting of the Committee.

VI. Committee Support

ORDA staff will provide the Executive Committee with support as needed and requested by the Committee Chair through the President & CEO.