

**ROCHESTER JOINT SCHOOLS CONSTRUCTION BOARD
RESPONSIBILITIES OF BOARD MEMBERS
(REVISED DECEMBER 2017)**

PURPOSE

The Rochester Joint Schools Construction Board (the “Board”) was created by New York State to implement a Facilities Modernization Program (“FMP”). Specifically, Chapter 416 of the 2007 Laws of the State of New York and Chapter 533 of the Laws of 2014 of the State of New York (the “Enabling Legislation”) addressed the formation of the Board and authorized Phase I and Phase II of the FMP. In fulfilling its duties, the Board acts as an agent of the City of Rochester (the “City”) and the Rochester City School District (the “School District”).

The Board is comprised of seven voting members selected in accordance with the Enabling Legislation. The following guidelines have been prepared to assist current and future members of the Board to understand and carry out their fiduciary responsibilities. In addition to the statutory duties of the Board, these materials also include best practices for fulfilling the Board’s public mission.

**ARTICLE 1
STATUTORY RESPONSIBILITIES OF THE BOARD**

The members of the Board are responsible for managing the Board and, in carrying out such responsibilities, must fulfill fiduciary duties to the Board and the public it serves. The primary duties of the Board are set forth in the Enabling Legislation, and include undertaking the following:

1. For Phase I, approve a comprehensive school FMP authorizing up to 13 projects with a total cost of \$325 million. For Phase II, approve a comprehensive school FMP authorizing up to 26 projects with a total cost of \$435 million.
2. Conduct public hearings to ensure active engagement in the planning process.
3. Enter into financing agreements with conduit debt issuers, including the City, the County of Monroe Industrial Development Agency and/or the Dormitory Authority of the State of New York.
4. Select a program manager and other vendors using a competitive process.
5. Approve project labor agreements, as appropriate.
6. Ensure M/WBE participation through the efforts of an independent compliance officer, the program manager and staff.
7. Subject to the provisions of the Enabling Legislation, apply for, accept, and comply with the terms and conditions of any grants or financial or other aid from any federal or State agency or instrumentality thereof.

8. Enter into cooperative agreements with the State, any State agency, the City, or the School District for any lawful purposes necessary or desirable in furtherance of the FMP.
9. Enter into contracts for the “projects,” as defined by the Enabling Legislation.
10. Make plans and studies necessary, convenient or desirable to implement the purposes and powers of the Board.
11. Make use of existing studies, surveys, plans, data and other material in the possession of the City, the School District, or any person in order to avoid duplication of effort.
12. Submit plans to the appropriate NYS agencies, departments and/or offices for review and approval.
13. Issue an annual report on June 30 of each year until completion of the 39 projects authorized pursuant to the Enabling Legislation, and provide said reports to identified offices, agencies and individuals.
14. Issue a final report upon the completion of the projects authorized in Phase I and Phase II, and provide it to the identified offices, agencies and individuals.
15. Do all things necessary, convenient or desirable to carry out the Board’s purposes and for the exercise of the powers granted the Enabling Legislation.

ARTICLE 2 DUTIES OF THE BOARD

1. Duty of Care

The duty of care requires each member to be familiar with the Board’s finances and activities and to participate regularly in its governance. In carrying out these duties, members must act in good faith and apply independent judgment in the best interests of the Board and its mission.

2. Duty of Loyalty

Members of the Board are subject to the Code of Ethics Policy and, accordingly, should be aware of the type of transactions that may prohibit them from becoming members. Members are charged with the duty to act in the best interests of the Board. This duty of loyalty requires that conflicts of interest, real or possible, always be disclosed in advance of joining a board and when they arise. Members should avoid transactions in which they or their family members benefit personally. If such transactions are unavoidable, disclose them fully and completely in accordance with the Code of Ethics Policy.

3. **Duty of Obedience**

Members have the duty of obedience to insure that the Board complies with applicable laws and regulations and its internal governance documents and policies, including:

- (a) Dedicating the Board's resources to its mission.
- (b) Insuring that the Board carries out its purposes and does not engage in unauthorized activities.
- (c) Complying with all appropriate laws.