



Governance Committee Meeting Minutes

August 4, 2016

These minutes outline the activities of the Syracuse Regional Airport Authority (SRAA) Governance Committee from the meeting held on August 4, 2016 in the Department of Aviation Conference Room located at Syracuse Hancock International Airport.

The meeting was called to order at 12:21 p.m. by Ms. Scruton.

I. Roll Call

In attendance: Ms. Irene Scruton, Dr. Shiu-Kai Chin, Mr. Michael Quill, Ms. Beth Rougeux, Ms. Christina Callahan, Mr. Trent Amond, Ms. Cheryl Herzog, Ms. Linda Ryan and Mr. John Clark.

Absent: Mr. Khalid Bey, Mr. William Fisher

II. Approval of Minutes from the Previous Meeting

Ms. Callahan informed the committee members that the February 25, 2016 minutes will be included in the October 20th meeting packet.

III. New Business

A. Review Draft 2016 Annual Report

Ms. Callahan informed the Committee that we will be writing the message for Bill Fisher. Mr. Fisher had turned in his resignation to Mayor Miner and due to the August 12th meeting cancellation, Mr. Fisher has chaired his last meeting. The message for Mr. Fisher will include an overview his past 5 years. Ms. Callahan reviewed the remaining parts of the report with the committee. Ms. Callahan stated we will focus on the airshow, and will be doing an interview with John Walsh, Station Manager with American Airlines. Ms. Callahan explained that Mr. Walsh has had 3 generations of Walsh's at the Airport and thought this would be interesting to the community. Ms. Callahan indicated the Military Courtesy Room approached her and asked if they could be included in the report this year. Ms. Callahan stated there will be several pages that will be dedicated to our new and past projects for the past year. We will have the standard committee information, and the other reports that the

ABO requires. Ms. Callahan reviewed the table of contents of the remaining parts of the report to the committee. Ms. Scruton asked the committee to look the report over and send any feedback to Ms. Callahan by Friday, August 12th. Ms. Callahan informed the committee that since there is no Governance meeting scheduled prior to the September 9th Board meeting all materials will be sent via email for final review.

Ms. Callahan requested to take the agenda out of order, the next discussion will be regarding Ethics Officer.

Discuss update to Ethics Officer (new appointment)

Ms. Callahan reviewed with the committee that in December of 2011 the Board adopted a resolution establishing and appointing an Ethics Officer for the Authority. At the time the Board appointed Joseph Bergh. Ms. Callahan, Mr. Amond and John Clark discussed and decided to bring this to the Governance Committees with two recommendations. Rather than naming a specific person it was decided it should be the chair of either Governance or HR Committee. Ms. Scruton recommended it be the chair of Governance since that is what the committee is charged with, putting forth operational requirements, and also has a good representation of Board members. The Governance committee agreed with Ms. Scruton's recommendation. Ms. Scruton also stated that Governance is a required committee of the Authority and it would ensure there will be a chair in the future where HR was an established committee by our Authority and is not a required committee. Ms. Callahan asked John Clark to update the resolution and ask the committee to make a recommendation at the September 9th, Board meeting that the Board will appoint the Chair of the Governance Committee as the Ethics Officer.

2016 Board Evaluation/Attendance

Ms. Callahan stated the 2016 Board Evaluations have been sent out and asked for them to be returned as soon as possible. Once all the evaluations have been received they will be sent out to the Governance Committee via email for review.

Review Draft Airport Rules and Regulations

Mr. Amond explained that this document will be similar to the Employee Handbook, where we will ask the Board for a Resolution stating there be Rules and Regulations for the Airport, but not ask the Board to approve a specific document. Mr. Amond stated that he would like to have the resolution at the September 9th Board meeting. Mr. Amond clarified that the Resolution at the Board meeting will be to adopt the Rules and Regulations and role of the Governance Committee would be to state that the committee reviewed the proposed Rules and Regulations and concur with them.

Mr. Amond informed the committee that this came up during an airline discussion because one of the clauses in the airline agreement states that the airlines will abide by the Airport's Rules and Regulations. Mr. Amond stated these were drafted based on Jacksonville's Rules

and Regulations, and then revised based on our needs and cross checked with existing City of Syracuse Ordinances relating to the Airport Operations, and then cross checked with the Port of New York/New Jersey rules and regulations governing their airports. Mr. Amond stated that with all this review this is a suitable document for our Airport.

Ms. Scruton asked how difficult would it be to make revisions to this document? Mr. John Clark stated that management could amend the document to address any revisions. Mr. Amond explained that there are three parts that make up the Airport Rules and Regulations the majority are General Topics, and Ground Transportation Rules and Regulations which have been to the Board previously and the Minimum Standards for Aeronautical Services which have also been to the Board.

Ms. Scruton suggested under accidents change the wording to reflect; call for emergency 911 first prior to stating, accidents report to Airport at number specified. After discussion it was agreed to change the order to indicate in an emergency call 911 the second will state for airport accidents.

Ms. Scruton reviewed there will be a resolution at the September 9th Board meeting which will state that Governance Committee has reviewed and recommends the policies and procedures. She asked if anyone has any changes or revisions please email management by next Friday, August 12th.

Executive Session

A motion was made by Ms. Scruton to go into Executive Session to discuss the employment history in a particular situation with an employee at the airport. The motion was approved by Ms. Rougeux and seconded by Mr. Quill.

The Committee Members, Ms. Callahan and Mr. Amond went into executive session at 1:25 p.m. Ms. Callahan and Mr. Amond were excused from executive session at 1:30 p.m.

Executive session ended at 1:55 p.m. No action taken.

IV. Adjournment

There was no other business to be discussed.

A motion was made by Ms. Rougeux and seconded by Mr. Quill to adjourn. The meeting was adjourned at 1:56 p.m.

Respectfully submitted,

Ms. Irene Scruton