



Governance Committee Meeting Minutes

February 25, 2016

These minutes outline the activities of the Syracuse Regional Airport Authority (SRAA) Governance Committee from the meeting held on December 22, 2015 in the Department of Aviation Conference Room located at Syracuse Hancock International Airport.

The meeting was called to order at 12:05 p.m. by Ms. Scruton.

I. Roll Call

In attendance: Mr. Khalid Bey and Ms. Irene Scruton, Ms. Beth Rougeux, Mr. William Fisher, Ms. Christina Callahan, Mr. Trent Amond, Ms. Cheryl Herzog, Ms. Linda Ryan and Mr. John Clark.

Absent: Dr. Shiu-Kai Chin, Hon. Michael Quill.

II. Approval of Minutes from the Previous Meeting

A motion was made by Ms. Rougeux and seconded by Mr. Bey to accept the December 22, 2015 meeting minutes. The minutes were unanimously approved.

III. Old Business

A. Follow-up on Board Development Committee Charter/Overlap with Governance Committee Charter

Ms. Scruton noted this item stemmed from her own comments at the full board meeting when the charter was presented for approval as she felt there was some overlap and would like to make sure the language aligns to avoid overlap. She then asked for the Committee to engage in an open discussion regarding the charter and overlapping concerns. Ms. Callahan indicated that the original proposal was to create a nominating committee but the feedback from this Committee led to the Board Development Committee. The Board Development Committee is intended to focus on the individual members, versus the

Governance Committee which is focused on the board and authority as a whole. Ms. Rougeux asked Ms. Scruton to clarify where exactly she thought the overlap was. Ms. Scruton highlighted the advisement of qualities and professional education experiences necessary for our purpose, related tasks, and member training. The committee decided to review the Governance Committee Charter to examine overlap issues. After some discussion the committee agreed to change the Board Development Committee Charter language to read “Develop and recommend board member development, training, education and principles and practices.” The committee also agreed to change Governance Committee Charter section 3.4.1 to read “Develop and provide recommendations to the Authority Board Development Committee...” To address the Committee Chair’s further concerns regarding the composition of the Board Development Committee, the Committee agreed to recommend changing section 2.1 to read “The Board Development Committee shall consist of ~~the four (4) officers of the Authority, to wit: the Chair, Vice Chair, and Secretary of the Authority Board and Finance Officer~~ one additional board member.”

IV. New Business

A. Review SRAA Mission Statement/ABO Mission Statement Guidance and Performance Measurements

The committee began reviewing the existing mission statement based on Scott Fein’s recommendation at the previous board meeting. After some discussion the committee agreed to have management continue to work on refining the mission statement and provide some ideas and options to the board.

V. Adjournment

There was no other business to be discussed.

A motion was made by Ms. Rougeux and seconded by Mr. Fisher to adjourn. The meeting was adjourned at 12:59 p.m.

Respectfully submitted,

Ms. Irene Scruton