



Governance Committee Meeting Minutes

October 20, 2016

These minutes outline the activities of the Syracuse Regional Airport Authority (SRAA) Governance Committee from the meeting held on October 20, 2016 in the Syracuse Regional Airport Conference Room located at Syracuse Hancock International Airport.

The meeting was called to order at 12:25 p.m. by Ms. Irene Scruton.

I. Roll Call

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

Absent: Mr. Bill Fisher, Mr. Khalid Bey and Mr. Michael Quill.

II. Approval of Minutes from the Previous Meeting

Ms. Scruton opened the meeting with a review of the August 4, 2016 Governance Committee meeting minutes.

Mr. Clark notice an error on the August 4, 2016 minutes regarding Ms. Callahan and Mr. Amond remaining in Executive Session. Ms. Callahan stated that she will correct the minutes to reflect that they left Executive Session at 1:30 p.m.

A motion was made by Ms. Rougeux and seconded by Dr. Chin to accept the August 4, 2016 meeting minutes, with the revision. The minutes were unanimously approved.

III. New Business

Ms. Scruton reviewed all of the items included in the SRAA Required or Recommended Policies and Procedures Checklist with the Committee.

The Committee discussed the Financial Disclosure Form. The Committee decided to add this item to the agenda for next board meeting to determine whether they will complete the City of Syracuse form or the Onondaga County form annually. Ms. Scruton suggested looking back at minutes from prior meetings to see what was discussed last year. Ms. Callahan stated that she will review the minutes and use that date as the annual review.

Ms. Scruton said that the last date of revision for the Organizational By-laws needed to be updated in the Date of Annual Review section of the checklist. Ms. Callahan agreed to make the revision.

Ms. Callahan stated that she thought the Committee should consider shortening the mission statement based on the advice the Board received from Mr. Scott Fein. The Committee agreed to add that item to the next Governance Committee meeting agenda.

Ms. Callahan stated that she would change the date of Annual Review on the Procurement Policy to the date it was last revised. She also stated that she would check with the Finance Committee to see if they would like to review that policy annually, or only as needed.

The Committee agreed to add the Code of Ethics to the next Governance Committee agenda to review.

Ms. Callahan stated that the Whistleblower Policy is currently being reviewed by the HR Committee as part of the Employee Handbook. Ms. Callahan asked the Committee if the function should be moved from Governance to HR. Ms. Scruton stated that ultimately it is the responsibility of the Governance. The Committee agreed to change the Committee responsible for the policy from Governance to Governance/HR.

The Committee agreed to add the Mission Statement/Performance Measure item to the agenda for the next Governance meeting because it's directly tied to the Mission Statement.

Ms. Callahan stated that the Committee discussed the Member Evaluation Form at the August meeting and she will add that as the annual review date.

Ms. Callahan stated that she will add a review of the Investment Guidelines policy to the next Finance Committee agenda.

The Committee agreed to add a review of the Corporate Governance Principles policy to the next Governance Committee agenda.

The Committee agreed that the Assessment of Internal Controls review date should be the date of the last auditor's report.

Ms. Scruton asked Ms. Callahan to add the same date as the Employee Handbook, to the Salary, Time and Attendance policy because that policy is included in the handbook.

Ms. Scruton thought that the Authority had adopted a MWBE Policy that stated the Authority would comply with the New York State requirements. Ms. Callahan stated that she will review minutes from prior meetings and inform the Committee of her findings.

Ms. Scruton inquired with management regarding the Records Retention Policy. Mr. Amond stated that the Authority passed a resolution that identified the schedule of regulations, but not a policy.

Ms. Scruton asked Ms. Callahan to add the same date as the Employee Handbook review to the Computer Use/Social Media Policy because that policy is included in the handbook.

Ms. Scruton asked Ms. Callahan to formalize the New Member Training into a policy and bring it to the Committee for review. Ms. Callahan said that she will add the item to the next Governance Committee meeting for a 2017 project.

Ms. Rougeux suggested that adding the review of the SRAA Required or Recommended Policies Checklist to the Governance Committee agenda annually, serves as an annual review of the policies. The Committee agreed.

Ms. Scruton reviewed the Board Member evaluations with the Committee. She suggested that the Committee should consider an annual retreat for the Board.

Ms. Callahan stated that she noticed a few comments on the evaluations that she will be addressing in the upcoming year.

The Committee discussed bringing detailed Committee Reports back to board meetings. The Committee agreed to give Committee Chairs the opportunity during board meetings to call attention to specific items that are being discussed within their Committee.

There was no other business to be discussed.

IV. Adjournment

The meeting was adjourned at 1:06 p.m.

Respectfully submitted,

Ms. Irene Scruton
Governance Committee Chair