

Minutes of the Meeting of the Governance Committee Meeting

Thursday, July 25, 2019

Pursuant to notice duly given and posted, the Governance Committee meeting of the Syracuse Regional Airport Authority was called to order on Thursday, July 25, 2019 at 12:00 p.m. in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport by committee Chair, Mr. William Fisher.

Members Present:

Mr. William Fisher – (Chair)
Mr. Kenneth Kinsey
Mr. Michael Lazar
Mr. Michael Quill
Mr. Damian Ulatowski

Members Absent:

Ms. Jo Anne Gagliano – (Ex-Officio)

Also Present:

Mr. Jason Terreri
Mr. John Carni
Mr. Trent Amond
Ms. Joanne Clancy
Mr. R. John Clark

Roll Call

As noted, all Board members were present, except Ms. Jo Anne Gagliano.

Mr. Bill Fisher, Chair

Chair Fisher started by welcoming everyone to the scheduled Governance Committee meeting at 12:00 p.m.

Reading and Approval of the Minutes

Having no objections or additions to the minutes from the May 16, 2019 Governance Committee meeting, a motion was made by Mr. Quill and seconded by Mr. Ulatowski and the minutes were unanimously approved.

The motion was approved: 5 ayes, 0 nays, 0 abstain

Executive Session

A motion was made by Mr. Quill and seconded by Mr. Kinsey to go into Executive session to discuss matters pertaining to the financial, credit and employment history of particular persons or corporations; and a proposed lease of real property by the Authority. Board members went into executive session at 12:04 p.m.

The motion was unanimously approved.

Executive session ended at 12:18 p.m. No action was taken.

Old Business

None.

New Business

Policies and checklist overview

Chair Fisher explained that there are various polices and checklists that the Syracuse Regional Airport Authority is required to keep updated and were annexed in the packet. Chair Fisher recommended this topic to be brought to the full board in September.

Having no further discussion regarding this topic, a motion was made by Mr. Ulatowski and seconded by Mr. Lazar to bring this information to the full board was unanimously approved.

Charter for the Governance Committee

Chair Fisher explained that updates are proposed for the Governance Committee Charter mainly to include reference to the Board Development Committee.

Having no further discussion regarding this topic, a motion was made by Mr. Ulatowski and seconded by Mr. Quill to bring this information to the full board after council review was unanimously approved.

Corporate Governance Principles

Chair Fisher explained that updates are proposed to the SRAA Corporate Governance Principles mainly to adopt the practice of listing referenced policies “as amended” instead of stating actual dates for each revision, therefore reducing the need to continuously update these types of policy documents as the most recent revisions are available on the SRAA website for review along with each of the committee charter documents.

Having no further discussion regarding this topic, a motion was made by Mr. Quill and seconded by Mr. Lazar to bring this information to the full board after review by council was unanimously approved.

SRAA By-laws

Chair Fisher explained that small updates are proposed to the SRAA By-laws, mainly referring to recent updates in the Authority Board Member Communications policy “as amended” including the “as amended” changes to the committee descriptions again in order to reduce the need for continuous updates as the By-laws are available on the SRAA website for review.

Having no further discussion regarding this topic, a motion was made by Mr. Lazar and seconded by Mr. Quill to bring this information to the full board after council review was unanimously approved.

Disposition of Real Property policy

Chair Fisher explained that during executive session with council, there was a conversation with management regarding changing the disposition of real property policy which would reflect that a lease as opposed to a sale would be the preferred alternative. The committee is strongly in favor of this preference with an option for exceptions based upon individual circumstances that would support the authority’s mission.

Chair Fisher invited a motion to recommend a management initiated real property policy change to the full board in September.

A motion was made by Mr. Ulatowski and seconded by Mr. Quill to bring this initiative to the full board after council review was unanimously approved.

Uniform Rate Schedule

Chair Fisher indicated that management recommends that the authority adopt a uniform rate schedule for real property. This committee is in support of recommending this to the board.

Chair Fisher invited a motion to recommend this management initiative to the full board after council review.

A motion was made by Mr. Quill and seconded by Mr. Lazar to bring this recommendation to the full board after council review was unanimously approved.

Board Evaluation forms

Executive Director Terreri noted to the board that they will be receiving the yearly board evaluation form and attendance record and asked if any updates were recommended. No updates were recommended with the understanding that other inputs can be added in the comments section.

Advertisements

Executive Director Terreri explained that the SRAA is required to publish all job openings in 7 different newspapers. Director Terreri and Human Resources Manager

Debi Marshall went on to explain that over \$21,000 in newspaper job advertisements last year resulted in very little return as the majority of applicants are applying through on-line sources. This advertising is cost prohibitive for many of the types of jobs that are being posted in the region that we serve and management would like some flexibility. The SRAA is trying to be both fiscally responsible yet also ensure that the information gets to all of the Central New York catchment areas branding the SRAA as an employer of choice.

Chair Fisher explained the background of the policy at the time of creation. The committee agreed that management should have a strategic method to ensure that advertisements reach the qualified and talented people from colleges and aviation related professional associations as well, throughout the entire region. Chair Fisher recommended contacting the Regional Advisory Board to get their input.

Chair Fisher invited a motion to recommend this management initiative to the full board in September.

A motion was made by Mr. Quill and seconded by Mr. Fisher to bring to the full board the recommendation to remove the required restriction to publish in 7 different newspapers and modify the policy was unanimously approved.

Adjournment

Having no other topics brought to the committee, a motion was made by Mr. Lazar and seconded by Mr. Quill to adjourn the meeting.

The resolution was adopted: 5 ayes, 0 nays, 0 abstain

The meeting was adjourned at 12:40 p.m.