

## Minutes of the Meeting of the Governance Committee Meeting

Thursday, October 15, 2020

Pursuant to notice duly given and posted, the Governance Committee meeting of the Syracuse Regional Airport Authority was called to order on Thursday, October 15, 2020 at 12:08 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. Michael Lazar  
Mr. Michael Mirizio  
Hon. Michael Quill  
Ms. Jo Anne Gagliano – (Ex-Officio)  
Mr. Kenneth Kinsey – joined 12:20 p.m.

### Members Absent:

### Also Present:

Mr. Jason Terreri  
Ms. Joanne Clancy  
Ms. Cheryl Herzog  
Ms. Selena Nicholson

### Roll Call

As noted, all Committee members were present.

### Mr. Bill Fisher, Chair

Chair Fisher started by welcoming everyone to the scheduled meeting of the Governance Committee at 12:08 p.m.

### Approval of the Minutes from the Previous Meeting

Chair Fisher asked the Committee to review the past committee minutes and waive the reading and adopt the minutes. A motion was made by Mr. Lazar and seconded by Mr. Quill and was unanimously approved to accept the minutes from the July 23, 2020 Governance Committee meeting.

### New Business

#### A. Board Development Committee status

Chair Fisher provided background regarding the SRAA Board Development Ad Hoc Committee. As has been discussed in the past, the main purpose of this committee can be incorporated back into the Governance Committee Charter. The Committee members of the Governance

Committee agreed that incorporating these additional responsibilities and modifying the Governance Committee Charter is appropriate and agreed to recommend this dissolution of the Board Development Committee to the full board. Motion was approved by Mr. Qill and seconded by Mr. Lazar and passed unanimously.

## **B. Mission/Vision/Values update**

Chair Fisher and Executive Director Terreri led a discussion regarding an update to the SRAA Mission Statement, Vision and Values as part of the upcoming revision to the Strategic Plan. The SRAA Executive Team and Management and SRAA Board members worked with consultant, Steve Baldwin Assoc. and after several meetings and an in-depth Strengths, Weaknesses, Opportunities and Threats (S.W.O.T.) analysis, a draft of all three areas has been proposed. Chair Fisher engaged the Chair of the Board in discussion regarding the process and ownership to ensure that it is well thought out and discussed. HR Manager Marshall stressed that they identify 5-6 key Values from the draft. Chair Fisher asked the committee to read, review and provide comments to Chair Gagliano and have further discussion at the next SRAA Board meeting. The materials are provided in Dropbox and will be sent via email.

## **C. Enabling Legislation**

Chair Fisher provided historic information regarding the practice and timing of SRAA Board member appointments including appointment of the Chair of the Board. This has been an ongoing discussion regarding best practices for governance, orientation, training and succession planning purposes. The suggested better practice is one of that type of succession planning where a current board member or Vice Chair be appointed by the City of Syracuse Mayor during his or her term. In 2020, there are 6 board members whose terms expire at the end of the year out of the 11 board members, which is also not an optimal circumstance. Executive Director Terreri stated that a letter has already been sent to the Mayor regarding the 3 board member term expirations for him to reappoint or appoint new members. Suggestions were made to potentially extend one member by a year in order to extend the timing past the Mayoral elections in 2021. This will allow for the re-elected or newly elected Mayor to appoint a board member of his or her choosing. Chair Fisher stated that once the SRAA Board agrees on a plan, that it would be brought to the Mayor and the Syracuse Common Council to measure their support before going to the New York State legislature in 2021 to make request any change in expiration terms or practices to change the Enabling Legislation. Chair Gagliano agreed and she and the board will continue discussions.

## **D. Strategic planning discussion**

Executive Director Terreri updated the board on the status of updating the Strategic Plan. Due to the COVID-19 pandemic, it is more prudent to wait further until air service levels increase. The Mission/Vision/Values, the S.W.O.T. Analysis, the Police Study, etc. have been started and we are moving forward with some of those actions, but the remaining is on pause given the current uncertainty.

## **E. Roberts Rule of Order**

Chair Fisher brought this new agenda topic to the Committee's attention. John Clark, the SRAA General Counsel provided information regarding the most recent version of the Robert's Rule of Order, which allows for a series of typically related resolutions to be voted on with one roll-call vote. Any board member may always move to sever any/all of those resolutions for further in-depth discussion and in that case, that resolution would be moved down to the New Business section. Chair Fisher asked if the committee and Chair would agree to this well-established policy written in the Roberts Rule of Order, newly revised. General Counsel Clark again stated that no member should ever feel pressured in any manner. A robust discussion ensued, and Mr. Lazar questioned how the Roberts Rules were applied and how the Authority tracks what rules are specifically followed. Chair Fisher shared several benefits of operating under the general principles and on each resolution, a schedule A will be attached stating which resolutions were actually approved during the individual meetings. This adjustment will be used for non-controversial topics that are repetitive, such as multiple position titles which have already been agreed upon in a committee meeting. A motion was approved by Mr. Quill and seconded by Mr. Lazar and passed unanimously.

### **Executive Session**

There was no Executive session held.

### **Adjournment**

Having no other topics brought to the committee, a motion was made by Chair Fisher to adjourn the meeting. Motion was approved by Mr. Lazar and seconded by Mr. Mirizio. Meeting adjourned at 12:37 p.m.