



Governance Committee Meeting Minutes

January 16, 2014

These minutes outline the activities of the Syracuse Regional Airport Authority (SRAA) Governance Committee from the meeting held on January 16, 2014 in the Department of Aviation Conference Room located at Syracuse Hancock International Airport.

The meeting was called to order at 12:00 p.m. by Ms. Irene Scruton, Chair of the Governance Committee.

In attendance: Ms. Irene Scruton, Ms. Beth Rougeux, Mr. Donald Thompson, Ms. Eleanor Ware (via skype), Mr. Khalid Bey, Mr. Mark Nicotra, Ms. Christina Callahan, Ms. Jennifer McIntyre, Ms. Cheryl Herzog, Mr. Andrew Serota, Ms. Heather Malinowski and Mr. R. John Clark.

A motion was made by Mr. Fisher and seconded by Mr. Thompson to accept the December 5, 2013 meeting minutes. The minutes were unanimously approved.

Ms. Scruton opened the meeting by stating that Mr. Fisher needed to leave the meeting early so she would like to move to New Business first, and then follow the agenda as prepared.

The Committee discussed the Regional Advisory Board appointments. Ms. Callahan stated that she is preparing to send a letter to the appointing entities urging them to make their appointment. Ms. Callahan also stated that the current Oneida County appointment, Mr. Richard Gifford, has resigned from his position as Commissioner of Aviation at Griffiss Airport. Ms. Callahan stated that she spoke with Mr. Chad Lawrence, the interim Commissioner of Aviation, and he informed Ms. Callahan that he would be replacing Mr. Gifford on the Regional Advisory Board. Ms. Callahan stated to the Committee that she wasn't sure if there is a protocol that needs to be followed to replace Mr. Gifford. Mr. Clark asked Ms. Callahan if there was anything in the by-laws; Ms. Callahan responded by stating that research would be required. Ms. Callahan stated that she contacted the Oneida County Executive's office to request an official resignation letter from Mr. Gifford stating that he would like to resign from the SRAA Regional Advisory Board and the person she spoke with stated that they would send her the letter that they received from Mr. Gifford when he resigned as Commissioner of Aviation. Ms. Callahan stated that the SRAA should come up with an official, written protocol for seats on the Regional Advisory Board. Ms. Scruton stated that she will draft a document defining guidelines for the Regional Advisory Board appointments.

The Committee discussed the future plan for the Regional Advisory Board members. Ms. Scruton stated that she thought the Authority should organize a meeting for the existing appointments so they can begin to meet on a regular basis. Ms. Callahan stated that she would like to see the additional appointments made before they begin to meet. She stated that in her

January 10, 2014 report to the SRAA she defined working with the SRAA and regional elected officials to have the remaining seats on the board filled as one of her short term goals. The Committee decided that they would schedule a meeting at 11:30 a.m. on the morning of the SRAA Regular meeting on February 14, 2014 for the existing Regional Advisory Board. The purpose of the meeting is to get their thoughts and input and inform them that the SRAA is working towards filling the vacant appointments and once that is done, they will begin to meet regularly.

The Committee discussed the changes in the various Committee structures due to Dr. DiFlorio's term ending and Mr. Nicotra being newly appointed. Mr. Fisher appointed Dr. DeSiato as Audit Committee Chair, replacing Dr. DiFlorio and Mr. Mark Nicotra to the Human Resources and Governance Committees.

The Committee discussed the Records Retention policy. Ms. Callahan stated that the policy is on hold until the General Counsel position is filled. Mr. Clark confirmed with the Committee that the Authority should comply with the MI-1 schedule. The Committee agreed that the Authority should adopt a resolution acknowledging the MI-1 status at the February 14, 2014 meeting.

The Committee reviewed the Facility Use Agreement that was included in the meeting packet. Ms. Scruton suggested a modification to Section C. of the agreement. Ms. Callahan stated that the document will be revised and presented at the February 20, 2014 Governance Committee meeting. Once the Governance Committee reviews the document, they will recommend to the full Authority Board for adoption.

The Committee discussed a Gift Policy for the SRAA. Ms. Callahan stated that Mr. Serota will continue to research and will draft something and send it to Mr. Clark to review. Ms. Callahan stated that once drafted, the Governance Committee will review and recommend to the full Authority Board for adoption.

The Committee discussed a Parking Policy for the SRAA. Ms. Callahan stated that she receives multiple requests for free parking at the airport. She asked the Committee to provide her with their input and guidance as to how to handle the requests in the future. The Committee agreed that certain individuals at the airport on official business, at the discretion of the Executive Director, should be allowed to park at the airport free of charge. The Committee discussed issuing a placard to certain organizations and elected officials to use while on business at the airport. The Committee also discussed employees that park in the employee lot, while on leisure travel. Mr. Fisher stated that he would like to review the existing parking procedure for SRAA Board members in addition to the SRAA's Travel Policy at the next board meeting. Ms. Callahan stated that she would reach out to other airports to see what their policy is on Board members parking at the airport on both business and leisure. She stated that she would share that information with the Committee, and if ready, present it to the Board at the February or March SRAA Board meeting. Ms. Callahan also stated that she would check the Internal Revenue Services' (IRS) website for guidance, in reference to the Travel Policy for mileage reimbursement.

Mr. Nicotra informed the Committee that he has completed the required Authorities Budget Office (ABO) training, in addition to a tour of the airport with Ms. Callahan.

There was no other business to be discussed.

The meeting was adjourned at 1:25 p.m.

Respectfully submitted, Irene Scruton, Governance Committee Chair