

**Syracuse Regional Airport Authority  
Regular Meeting Agenda  
Friday, September 6, 2019 - 11:30 a.m. – 1:00 p.m.  
Syracuse Hancock International Airport  
SRAA Board Room**

1. Roll Call (2 Minutes)
2. **Reading and Approval of Minutes from the June 14, 2019 Regular Meeting (2 Minutes)**
3. **Management Report (15 Minutes)**
4. Executive Session (20 Minutes)
5. **New Business (15 Minutes)**
  - **Initial introduction of proposed Bylaws revisions (no vote to be taken)**
  - **Resolution Designating Executive Director as Secretary to the Board of the Syracuse Regional Airport Authority**
  - **Resolution Authorizing the Creation of the Position of Assistant Secretary to the Board of the Syracuse Regional Airport Authority**
  - **Resolution Re-titling the Position of Director of Airport Operations As Chief Operations Officer For the Syracuse Regional Airport Authority**
  - **Resolution Modifying Publication Requirements for Syracuse Regional Airport Authority**
6. Committee Reports and other updates (15 Minutes)
  - **HR Committee**
  - **Governance Committee**
7. Adjournment

**Bold = materials available**

{H3722071.1} The mission of the Syracuse Regional Airport Authority is to provide safe, secure, efficient and low-cost air transportation service to the 12-county region that Syracuse Hancock International Airport currently serves. The Authority seeks to stimulate air service, economic development, trade and tourism by focusing on the shared goals of its stakeholders: more service to more destinations, lower operating costs and increased non-aeronautical revenue. The Authority recognizes that the Syracuse Hancock International Airport is a gateway to the central New York region and beyond and seeks to optimize customer service and exceed customer expectations with continuous improvements to the terminal building and public-use facilities.

## Minutes of the Meeting of the Syracuse Regional Airport Authority Friday, June 14, 2019

Pursuant to notice duly given and posted, the regular board meeting of the Syracuse Regional Airport Authority was called to order on Friday, June 14, 2019 at 11:03 a.m. in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport by Chair, Ms. Jo Anne Chiarenza Gagliano.

### Members Present:

Ms. Jo Anne Gagliano – Chair  
Mr. William Fisher  
Dr. Shiu-Kai Chin  
Dr. Donna DeSiato  
Mr. John B. Johnson, Jr.  
Mr. Kenneth Kinsey  
Mr. Michael Lazar  
Mr. Robert Simpson  
Mr. Michael Quill  
Mr. Damian Ulatowski  
Ms. LaToya Allen

### Members Absent:

None

### Also Present:

Mr. H. Jason Terreri  
Mr. Trent Amond  
Mr. John T. Carni  
Ms. Joanne Clancy  
Mr. Brian Dorman  
Ms. Debi Marshall  
Mr. R. John Clark  
Mr. Robert D. Poyer  
Mr. John T. McCann  
Hon. Morris Sorbello

### Roll Call

As noted, all Board members were present.

**Ms. Jo Anne Gagliano, Chair**

Chair Gagliano started by welcoming everyone to the scheduled Regular Meeting of the Board at 11:03 a.m.

**Reading and Approval of the Minutes**

Having no objections or additions to the minutes from the May 10, 2019 Regular Meeting of the Board, a motion was made by Mr. Fisher and seconded by Mr. Quill and the minutes were unanimously approved.

The motion was approved: 11 ayes, 0 nays, 0 abstain

Having no objections or additions to the minutes from the May 31, 2019 Special Meeting of the Board, a motion was made by Mr. Fisher and seconded by Dr. Chin and the minutes were approved.

The motion was approved: 10 ayes, 0 nays, 1 abstain (Chair Gagliano abstained due to non-attendance at the Special Meeting of the Board on May 31, 2019)

**Management Report**

Chair Gagliano explained the change in agenda order for the future, in that whenever possible, the Management Report will be given prior to the Executive Session.

Executive Director Terreri noted that some format changes will be made to future management reports with further useful information to the board.

Brian Dorman gave an update on current projects and punch list items for the terminal improvement project. Of particular note, a grant award notification for a Taxiway Hot Spot project has been processed for \$2.849M.

The annual Table Top and FEMA drills were conducted successfully and the Security Office has moved to its new permanent location. New card readers at boarding gates are being installed.

United Airlines launched its inaugural non-stop flight to Denver on June 6, 2019 and multiple meetings were held at the Jump Start Conference with various airlines regarding air service development. With the addition of the United Airlines non-stop flight to Denver, it actually opens up and improves 75 markets for connections and timing including 4 for Canada and eliminates quite a few double connections. The inaugural flights were full, which is rare for first flights not advertised well yet.

CFO Amond discussed financial matters such as annual audit, the cost allocation study and other airport related cost issues.

Passenger traffic is up 12.3% year over year for April, 2019. Executive Direct Terreri discussed a market analytics tool that is used by the airlines to increase our level of understanding on the data for seat capacity and future sales. Many of the airlines have changed to larger airplanes and stopped using some of the smaller, regional jets, and are doing so at better times and at lower prices. In May, there was an increase in seats of 25%. SYR's year over year growth is much higher than other local airports in the area. TSA pre-check is up 40% and our concession sales

and parking revenues have increased. Mr. Fisher requested that the authority advertise the lower fare rates and increased markets further so that the word gets out more to the travelling public, since the rates are down 12%.

Human Resources Manager Debi Marshall told the board that we have gone live with the new payroll system, Paylocity, employees have been trained and it is working well. In terms of the Local 400 negotiations, they conducted a ratification meeting vote and it was voted down. There is a new Personnel Administrator and a new Payroll Administrator both starting next week. The second Airport Accessibility meeting will be held next week. Revisions to the Employee Handbook will be given to employees in July.

### **Executive Session**

Chair Gagliano made a motion to go into executive session to discuss matters pertaining to collective bargaining negotiations; certain financing transactions the Authority is considering; the appointment and employment of a particular person or corporation; and other matters made confidential by federal or state law.

The motion was approved by Mr. Lazar and seconded by Dr. DeSiato. Board members went into executive session at 11:29 p.m.

The motion was approved: 11 ayes, 0 nays, 0 abstain

Executive session ended at 12:40 p.m. No action was taken.

### **Old Business**

None.

### **New Business**

#### **Resolution authorizing the imposition of customer facilities charges in connection with rental car facility operations**

Having no further discussion regarding the resolution, a motion was made by Mr. Quill and seconded by Mr. Simpson to approve this resolution.

The resolution was adopted: 11 ayes, 0 nays, 0 abstain

#### **Resolution adopting the 2019-2020 Syracuse Regional Airport Authority Operating Budget**

CFO Amond explained that the budget was essentially the same as the previously reviewed budget with some minor rates adjustments. Vice Chair Fisher inquired if the new Executive Director was comfortable with this budget. Executive Director Terreri said he was and that in the future, there will be a further breakdown of budgets by department with the Department Heads becoming more involved in the planning and accountability of their own areas. Having no further discussion regarding the resolution, a motion was made by Dr. Chin and seconded by Mr. Fisher to approve this resolution.

The resolution was adopted: 11 ayes, 0 nays, 0 abstain

**Resolution (1) Adopting the 2019-2020 Syracuse Regional Airport Authority Capital Budget; (2) Authorizing Executive Director to apply for and accept grant offers and enter into grant agreements with the Federal Aviation Administration and New York State Department of Transportation for such projects; (3) Enter into contracts to undertake and complete projects (4) Authorizing expenditure of funds on projects**

CFO Amond noted some changes due to the Taxiway project and that this includes required repairs to the parking garage facility per the yearly inspection. This budget also includes debt service payments. Having no further discussion regarding the resolution, a motion was made by Dr. Chin and seconded by Mr. Fisher to approve this resolution.

The resolution was adopted: 11 ayes, 0 nays, 0 abstain

**Resolution approving the issuance of Series 2019 Note(s)**

CFO Amond explained that this note will bridge financing of grant entitlement monies over the next 6-7 years on a tax exempt basis, saving the Authority a considerable amount of money. This resolution has been fully vetted by the Finance Committee. Having no further discussion regarding the resolution, a motion was made by Dr. Chin and seconded by Mr. Fisher to approve this resolution.

The resolution was adopted: 10 ayes, 0 nays, 0 abstain

**Resolution authorizing approval of new air service incentives with United Airlines for Denver air service**

Executive Director Terreri explained that this is for marketing incentive assistance to advertise this new route availability. Having no further discussion regarding the resolution, a motion was made by Mr. Quill and seconded by Mr. Ulatowski to approve this resolution.

The resolution was adopted: 10 ayes, 0 nays, 0 abstain

**Resolution authorizing the creation of the position of Director of Planning and Development for the Syracuse Regional Airport Authority**

Executive Director Terreri explained that this title change for the current position of Director of Engineering shifts to a title more reflective of the role that the position truly involves. HR Manager Marshall noted that this title will need to be approved by civil service. Having no further discussion regarding the resolution, a motion was made by Mr. Ulatowski and seconded by Mr. Quill to approve this resolution.

The resolution was adopted: 11 ayes, 0 nays, 0 abstain

**Resolution authorizing collective bargaining agreement between SRAA and AFSCME Local 400 and transfer of maintenance and custodial employees to SRAA employment**

This resolution was tabled for future discussion.

**Resolution approving selection of information technology management services provider; authorizing negotiation of definitive information technology management services**

Chair Gagliano explained the need for this added resolution. CFO Trent Amond explained the history of this agreement and the proposal process that included 5 bids. In comparing the proposals, a 3 year contract with an option for 2 year renewal from MA Polce, our current information technology management service provider, was significantly less than the other bids and considering that the Authority has been very satisfied with their service level, overall cost and response times, internal members of the review committee recommended the award be given to MA Polce. The internal committee conveyed that recommendation to board members Dr. Chin and Mr. Fisher on the review committee and they concurred. Mr. Fisher stated that a verbal resolution will be distributed to parties for accuracy after the meeting.

Having no further discussion regarding the resolution, a motion was made by Dr. Chin and seconded by Mr. Simpson to approve this resolution.

The resolution was adopted: 11 ayes, 0 nays, 0 abstain

**Committee Reports**

Dr. Chin, Chair of the Finance Committee and Mr. Lazar, Chair of the HR Committee thanked the Authority for all of their hard work. Governance Committee Chair Fisher summarized some topics from the previous meeting. No further committee reports were given.

**Adjournment**

Executive Director Terreri discussed his future plans for the next board meeting management report presentations along with a new focus on the overall future Strategic Planning. Having no other topics brought to the board, a motion was made by Mr. Fisher and seconded by Dr. DeSiato to adjourn the meeting.

The resolution was adopted: 11 ayes, 0 nays, 0 abstain

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

**ORGANIZATIONAL BY-LAWS  
of  
SYRACUSE REGIONAL AIRPORT AUTHORITY**

**ARTICLE I THE AUTHORITY**

**Section 1.1 Name.**

The name of the Authority shall be the Syracuse Regional Airport Authority (the "Authority") and the Authority shall mean the corporation created by the Enabling Act as defined in Section 2.1 below.

**Section 1.2 Seal of Authority.**

The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the year of its organization.

**Section 1.3 Offices of the Authority.**

The offices of the Authority shall be located at the Syracuse Hancock International Airport, but the Authority may have other offices at such other places as the Board of the Authority (defined below) may from time to time designate by resolution.

**ARTICLE II PURPOSES AND POWERS**

**Section 2.1 Purposes.**

The purposes of the Authority shall be those enumerated in Title 34 of Article 8 of New York Public Authorities Law, as amended, hereinafter referred to as the "Enabling Act". The Authority shall do all things necessary or convenient to carry out its purposes.

**Section 2.2 Powers.**

The general and special powers of the Authority shall be those enumerated in the Enabling Act. The Authority shall exercise the powers expressly given the Authority in the Enabling Act.

**ARTICLE III MEMBERS OF THE BOARD OF THE AUTHORITY**

**Section 3.1 Members.**

The Authority shall be governed by a board of eleven (11) members, all of whom are appointed as follows: seven (7) members appointed by the Mayor of the City of Syracuse; one (1) member appointed by the County Executive of Onondaga County; one (1) member appointed by the Town Board of the Town of DeWitt; one (1) member appointed by the Board of Education of the East Syracuse Minoa Central School District; and one (1) member appointed on a rotating basis by the Town Board of the Town of Cicero, the Town Board of the Town of Salina, the Town

Board of the Town of Clay and the Board of Education of the North Syracuse Central School District. Hereinafter, the members, acting collectively, are referred to for purposes of these By-Laws as the Board or Authority Board.

### **Section 3.2 Term of Office.**

The term of office for members of the Board shall be as fixed by Section 2799-ddd of New York Public Authorities Law, as amended.

### **Section 3.3 Powers and Duties.**

The Board shall have the powers and duties as set forth in the Enabling Act and the New York Public Authorities Law, as amended. These powers and duties include overseeing the management of the affairs of the Authority. The Board shall establish, monitor and update from time to time such policies as they deem necessary or desirable and appropriate to promote honest and ethical conduct by the Authority and to maintain and enhance the public's confidence in the Authority.

As part of its powers and duties, the Board shall:

1. Understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Authority;
2. Establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the employees of the Authority, as necessary;
3. Comply with and implement the ~~City of Syracuse~~Syracuse Regional Airport Authority's code of ethics as made applicable to the members of the Board of the Authority by the Enabling Act;
4. Establish written policies and procedures on personnel, including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or member; investments; travel; the acquisition of real property and the disposition of real and personal property; and the procurement of goods and services;
5. Adopt a defense and indemnification policy and disclose such plan to any and all members and prospective members;
6. Perform each of their duties as members of the Board individually, and collectively, including but not limited to those imposed by this Section, in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in like position would use under similar circumstances, and may take into consideration the views and policies of any elected official or body, or other person and ultimately apply independent judgment in the best interest of the Authority, its mission and the public; and



7. Execute an acknowledgement, in the form prescribed by the Authorities Budget Office, in which each Board member acknowledges that he or she understands his or her role, and fiduciary responsibilities as set forth in paragraph 6 of this Section and acknowledges that he or she understands his or her duty of loyalty and care to the organization and commitment to the Authority's mission and the public interest.

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All such policies shall be consistent with the Enabling Act, other applicable laws and these By-Laws.

#### **Section 3.4 Compensation.**

Each member of the Board shall serve without compensation, but each shall be entitled to reimbursement of actual and necessary expenses incurred in connection with carrying out the purposes of the Authority.

#### **Section 3.5 Compliance with State Law.**

The majority of the Board shall consist of independent members as required by Section 2825(2) of New York Public Authorities Law, as amended. An independent member of the Board is a member who: (a) is not, and in the past two years has not been, employed by the Authority or an affiliate in an executive capacity; (b) is not, and in the past two years has not been, employed by an entity that received remuneration valued at more than fifteen thousand dollars for goods and services provided to the Authority or received any other form of financial assistance valued at more than fifteen thousand dollars from the Authority; (c) is not a relative of an executive officer or employee in an executive position of the Authority or an affiliate; and (d) is not, and in the past two years has not been, a lobbyist registered under a State or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Authority or an affiliate.

#### **Section 3.6 Completion of Board Member Terms.**

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Subject to a Board members death or voluntary resignation, once appointed to the Board, members of the Board shall serve for their entire term and not be subject to removal or termination by the public officer or public body which appointed such member other than as provided for in Section 2827 of the Public Authorities Law.

### **ARTICLE IV -OFFICERS OF THE BOARD OF THE AUTHORITY**

#### **Section 4.1 Officers.**

The officers of the Board shall be a Chair, a Vice-Chair, and a Finance Officer who shall be members of the Board, and a Secretary who need not be a Board member. The Board may by resolution establish such other officers as may be necessary to fulfill its responsibilities.

#### **Section 4.2 Authorized Officers.**

The Chair, Vice-Chair Finance Officer or other officers or members of the Board or agents or employees of the Authority may be delegated authority to perform specific acts or duties by a duly adopted resolution of the Board.

**Section 4.3 Chair.**

Pursuant to the Enabling Act, the Chair of the Board shall be designated by the Mayor of the City of Syracuse. The Chair shall preside at all meetings of the Board and meetings of any executive committee, shall serve as an ex officio member of any executive committee, shall serve as an ex officio of all Board Committees, and with respect to all actions of the Board, the Chair shall be polled last in the roll call of the Board.

**Section 4.4 Vice-Chair.**

By a majority vote cast by ballot, the Board shall elect a Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair, and in the event of the resignation, end of appointment or death of the Chair, the Vice-Chair shall perform the duties of the Chair until such time as the Mayor of the City of Syracuse shall designate a new Chair.

**Section 4.5 Finance Officer.**

By a majority vote cast by ballot, the Board shall elect a Finance Officer. The Finance Officer shall be the Board representative responsible for oversight of all financial activities of the Authority and the Boards Finance Committee.

The Finance Officer shall be the Chair of the Finance Committee.

**Section 4.6 Secretary.**

By resolution, the Board shall designate a Secretary. The Secretary shall keep the records of the Board, shall act as secretary of the meetings of the Board and maintain a record of all Board proceedings in a journal of proceedings kept for such a purpose, and shall perform all duties incident to his or her office, including preparation of all reports other than financial reports required by law or agreement to be regularly given. He or she shall have custody of the Seal of the Authority and shall have the power to affix such Seal to all contracts and other instruments authorized to be executed by the Board.

**Section 4.7 Executive Director and other Officers and Advisors to the Authority.**

Pursuant to Section 2799-ggg (12), the Board hereby creates the positions of Executive Director, Chief Fiscal Officer/Treasurer and General Counsel of the Authority. The Executive Director shall be the Chief Executive Officer of the Authority and shall be an employee of the Authority. The Executive Director reports to the Board, and is responsible for the Authority's consistent

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achievement of its mission and financial, operations and administrative objectives. The duties of the Executive Director will include, but not be limited to:

1. Responsibility for all aspects of the Airport administration, finance, management, marketing, economic development, air service development and facilities improvements;
2. Making hiring and termination decisions for all employees of the Authority, including the General Counsel, Chief Fiscal Officer/Treasurer and other subordinate staff and exercise general supervision and direction for all employees. For the hiring and termination of senior management positions such as General Counsel and Chief Fiscal Officer/Treasurer, the Executive Director shall seek -and obtain the advice and consent of the Board;
3. Representing the Authority to the public, the airlines, and other members of the community and government agencies;
4. Carrying out the policies and objectives of the Board;
5. Overseeing the furnishing of financial information and -reporting to the Board of the Authority by the Chief Fiscal Officer/Treasurer of the Authority, including the financial needs and conditions of the Airport;
6. Formulating and recommending policy for consideration by the Board and overseeing implementation of same;
7. Directing oversight and implementation of all Airport facilities development programs in accordance with the Airport Master Plan, Minimum Standards for Aeronautical Services and capital budgets, including all capital budgets, all capital project design, financing, and awarding of contracts;
8. Engaging in the promotion of economic development initiatives for the Airport and community economic development which include the growth in the overall number of jobs at the Airport improving the Airport's revenue stream, the continuation of construction projects and airport development and attracting business and airlines to the Airport.

The Executive Director of the Authority may only be removed or terminated pursuant to the terms of any employment agreement between the Executive Director and the Authority, if any, and the affirmative vote of at least eight (8) members of the Board of the Authority voting in favor of such removal or termination.

The Chief Fiscal Officer/Treasurer ("CFO/T") shall be an officer of the Authority and an employee of the Authority and is responsible for directing and overseeing the financial operations of the Syracuse Regional Airport Authority. Acts as the custodian of the Authority's assets, funds and securities. The CFO/T's responsibilities include but are not limited to: finance and accounting, investments, internal audits, debt management, capital improvement funding, insurance, employee benefits, payroll, purchasing and procurement. The CFO/T shall sign all

instruments of indebtedness, all orders, and all checks for the payment of money. The work of the CFO/T is completed at the executive level under the general supervision of the Authority's Board of Directors and the Executive Director with a high degree of independent judgment.

The General Counsel may be either an employee of the Authority or a private law firm engaged by the Authority to provide legal services.

If an employee, the General Counsel shall be an officer of the Authority and responsible for acting as an advisor on any and all legal matters involving the Authority and its Members and committees thereof, and on a day to day basis to counsel the Executive Director on various legal matters as required. As an officer, the General Counsel of the Authority shall be the chief legal officer of the Authority responsible for the handling and supervision of all legal issues and matters encountered by the Authority and the Members of its Board and Board committees. As an employee, the work of the General Counsel is completed at the executive level under the general supervision of the Authority's Board and the Executive Director with a high degree of independent judgment.

If a private law firm, the General Counsel shall be an advisor to the Authority and responsible for acting as an advisor on any and all legal matters involving the Authority and its Members and committees thereof, and on a day to day basis to counsel the Executive Director on various legal matters as required. General Counsel to the Authority shall be the chief legal advisor to the Authority responsible for the handling and supervision of all legal issues and matters encountered by the Authority and the Members of its Board and Board committees. The work of a private law firm acting as General Counsel is completed under the general supervision of the Authority's Board and the Executive Director.

#### **Section 4.8 Additional Duties.**

The officers of the Board and the Executive Director and other officers of the Authority shall perform such other duties and functions as may from time-to time be authorized by resolution of the Board or be required by the By-Laws of the Authority and/or the Enabling Act.

#### **Section 4.9 Personnel; Professional Services.**

The Authority may from time-to-time employ such personnel and/or retain or employ counsel, auditors, engineers and private consultants as it deems necessary to exercise its powers, duties and functions as prescribed by Article 8, Title 34 of the New York Public Authorities Law, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel, counsel, auditors, engineers and private consultants shall be determined by the Executive Director subject to the Board's policies, these By-Laws, and the laws of the State of New York.

### **ARTICLE V MEETINGS**

#### **Section 5.1 Annual Meeting.**

The Annual Meeting of the Authority Board shall be held on a date to be determined in September of each year at a place determined by the Board.

#### **Section 5.2 Regular Meetings.**

Regular meetings of the Board may be held at such times and places as from time-to-time may be determined by the Board.

#### **Section 5.3 Special Meetings.**

When the Chair deems it desirable, he or she may call a special meeting of the Board. Upon the written request of two members of the Board, the Chair shall call a special meeting of the Board for the purpose of transacting any business designated in the call. The call for a special meeting shall be delivered to each Board member ~~personally or by mail, facsimile or by~~ according to the Authority Board Member Communications policy, as amended ~~email to the business or home address of each member of the Board~~ at least two (2) days prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the call, but if all the members of the Board are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

#### **Section 5.4 Notice.**

Notice of the time and place of each regular meeting of the Board shall be given to each Board member ~~by mail~~ according to the Authority Board Member Communications policy, as amended at least five (5) calendar days before such meeting ~~or personally or by facsimile or email~~. Except as otherwise provided in Article VIII relating to the amendment of these By-Laws and in Article V, Section 5.3 relating to special meetings, such notice need not specify the matters to be considered at the meeting. Notices ~~by mail~~ through either electronic (preferred) or written communication channels shall be deemed to have been given ~~when mailed to each member at his or her address appearing on records of the Authority, notices by email shall be deemed to have been given~~ when transmitted to the Authority email address ~~appearing provided to Board members, on the records of the Board and notices by facsimile shall be deemed to have been given when transmitted to the business or residence facsimile number appearing on the records of the Board.~~

#### **Section 5.5 Waiver of Notice.**

Notice of any meeting of the Board need not be given to a member if waived in writing by him or her either before or after such meeting. No notice of a meeting or waiver of notice need be given to or obtained from any member who is in actual attendance at such meeting. Notice of an adjourned meeting need not be given to anyone present at such meeting at the time of adjournment.

#### **Section 5.6 Quorum.**

At all meetings of the Board, a majority of all of the members, gathered together in the presence of each other or through the use of videoconferencing pursuant to New York State law, shall constitute a quorum for the purpose of transacting any business or the exercise of any power or function of the Board. No action shall be taken by the Board except pursuant to a favorable vote of at least six (6) members of the Board. Only members gathered together in the presence of each other or through the use of videoconferencing can vote. When there is an absence of a quorum, the members of the Board gathered together in the presence of each other or through the use of videoconferencing may meet and adjourn to some other time or until a quorum is obtained.

**Section 5.7 Attendance by Telephone.**

Members of the Board may attend meetings of the Board via telephone, cellphone or telephone conferencing equipment. However, members attending a meeting via such means shall not be counted toward a quorum and shall not vote.

**Section 5.8 Meeting Agenda's.**

Board members shall be provided an agenda for each regular meeting of the Board. However the matters listed on an agenda for a particular meeting shall not be deemed to limit discussion by the Board to just the matters listed on such agenda.

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**Section 5.9 Manner of Voting.**

The voting on all questions coming before the Board shall be by roll call, and the yeas, nays and abstentions shall be entered in the Minutes of such meeting, except in the case of appointments or elections when the vote shall be by ballot.

**Section 5.10 Rules of Procedure.**

All meetings of the Board shall be conducted in accordance with Robert's Rules of Order, current edition, as modified by custom and practice of the Board.

**ARTICLE VI -GENERAL**

**Section 6.1 Resolutions.**

The Board shall act by Resolution. The Board may from time-to-time consider and adopt resolutions on all matters necessary or convenient for the management and regulation of its affairs subject to applicable law. To the extent practicable, resolutions shall be in writing, distributed or read to the members of the Board present at the meeting where such resolution is considered. All passed resolutions shall be copied in, or attached to, a journal of the proceedings of the Board.

## **Section 6.2 Fiscal Year.**

The Board may, from time-to-time, establish and reestablish the Authority's fiscal year.

## **Section 6.3 Committees.**

The Board may form, from time-to-time, such standing or special committees from its members as it deems desirable to advise the Board on any matter incident to the function of the Board. The Board shall adopt a charter for each of its standing committees, with the charter directing the duties, responsibilities and operations of each standing committee. Subject to the requirements of New York Public Authorities Law, as amended, the Board shall appoint its members to standing or special committees of the Board. The Board shall designate the Chair of said standing or special committees.

The Board has formed the following Standing Committees with the qualifications of its members and each Standing Committee's purpose as set forth below.

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### **Section 6.3.1 Audit Committee.**

The Board shall appoint and constitute an Audit Committee comprised of not less than (3) independent members, as defined in Section 2825(2) of the New York Public Authorities Law, as amended, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Audit Committee, which include being familiar with corporate financial and accounting practices. The purpose of the Audit Committee shall be to (1) assure that the Board fulfills its responsibilities for the Authority's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; (2) provide an avenue of communication between management of the Authority, the independent auditors, the internal auditors, and the Board; and (3) any other tasks assigned to it by the Audit Committee Charter or Section 2824(4) of New York Public Authorities Law, as amended.

### **Section 6.3.2 Governance Committee.**

The Board shall appoint and constitute a Governance Committee comprised of not less than three (3) independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the governance committee. The purpose of the Governance Committee shall be to assist the Board by (1) keeping the Board informed of current best practices in corporate governance; (2) reviewing corporate governance trends for their applicability to the Board and/or Authority; (3) updating the Board and/or the Authority's corporate governance principles and governance practices; (4) advising those responsible for appointing members to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members; and (5) any other tasks assigned to it by the Governance Committee Charter or Section 2824(7) of New York Public Authorities Law, as amended.

### **Section 6.3.3 Finance Committee.**

The Board shall appoint and constitute a Finance Committee to be comprised of not less than three (3) independent members, as defined in Section 2825(2) of New York Public Authorities Law, as amended, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Finance Committee. The purpose of the Finance Committee is (1) to oversee the Authority's debt and debt practices, (2) to recommend policies concerning the Authority's issuance and management of debt and (3) to handle any other tasks assigned to it by the Finance Committee Charter or Section 2824(8) of New York Public Authorities Law, as amended.

### **Section 6.3.4 Human Resources Committee.**

The Board shall appoint and constitute a Human Resources Committee comprised of not less than three (3) members, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Human Resources Committee. The purpose of the Human Resources Committee shall be to assist the Board by (1) keeping the Board informed of current best practices in human resources and labor management; (2) reviewing human resources and labor management trends for their applicability to the Authority; (3) updating the Authority's human resources and labor management principles and practices; (4) overseeing all employment and personnel-related matters for the Authority; and (5) any other tasks assigned to it by the Human Resources Committee Charter.

### **Section 6.3.5 Board Development Committee**

The Board shall appoint and constitute a Board Development Committee comprised of the four (4) officers of the Board (Chair, Vice-Chair, Secretary and Finance Officer) who shall possess the necessary skills to understand the duties and functions of the Board Development Committee. The purpose of the Board Development Committee shall be to assist the Board by (1) keeping the Board informed of current best practices regarding Board administration and management; (2) on an annual basis reviewing various Board committee needs and composition; (3) on an annual basis recommending to the Board any changes to committee responsibilities or committee membership; and (4) any other tasks assigned to it by the Board Development Committee Charter.

The Board may amend its list of Standing Committees, revise their responsibilities or form such other Standing Committees from its membership as it deems desirable. The Standing Committees advise the Board on any matter incident to the function of the Authority, prepare applicable topics and develop proposed resolutions within their general responsibilities for Board consideration. The Board may also form Special (Ad Hoc) Committees, as the need arises, to carry out a specified task, at the completion of which, such Special Committee shall issue a final report and cease to exist. Non-members may be appointed to such Special Committees but only by Board consent. The Chair of such Special Committee shall be a Board member but the Special Committee may include non-members.

**Commented [A2]:** Same issue – should it just state a general name for the committee and then refer to the current charter on file so that we do not have to update this document each time there are minor changes to the charters of these committees?



**Section 6.4 Open Meetings Law.**

Meetings of the Board are subject to the provisions of the Open Meetings Law of the State of New York and shall be conducted in compliance therewith.

**Section 6.5 Designated Official Newspaper.**

The Board may designate a newspaper of general circulation in the Onondaga County area as its official newspaper, for the publication of legal notices, requests for proposals or bids, or other official Board or Authority advertisements or publications.

**ARTICLE VII -MISCELLANEOUS**

**Section 7.1 Indemnification.**

The Authority shall, to the fullest extent permitted by Section 18 of New York Public Officers Law, as amended, and, subject to the provisions thereof, indemnify any person made, or threatened to be made, a party to any action or proceeding, other than a criminal action, by reason of the fact that such person, his or her testator or intestate, was a member or an officer, agent or employee of the Authority or the Board or served at the request of the Authority or the Board, as a member or an officer, agent or employee of the Authority or the Board, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding (including any appeal therein).

**Section 7.2 Designated Depositories.**

The Board shall designate the depositories of the Authority's monies, credits and funds either within or without the state. The Board may require any bank or trust company so designated, in which Authority funds are on deposit or are to be deposited, to deliver to the Authority a surety bond payable to the Authority, executed by a surety company authorized and licensed to transact business in the State of New York and assuring the Authority the payment of such deposits and the agreed interest thereon; or in lieu of a depository bond may require any bank or trust company to deposit with the Authority the bonds or certificates of the United States, the State of New York, any county, town, city, village or school district as surety for such bonds so deposited, but such bond or certificates shall be deposited in such place and held under such conditions as the Board may determine.

**Section 7.3 Prohibition on Loans.**

In accordance with Section 2824 of New York Public Authorities Law, as amended, the Authority shall not, directly, or indirectly, extend or maintain credit, arrange for the extension of credit, or renew any extension of credit, in the form of a personal loan to or for any officer, board member or employee (or equivalent thereof) of the Authority.

**ARTICLE VIII -AMENDMENTS**

**Section 8.1 Amendments to By-Laws.**

The By-Laws of the Authority shall be amended only in writing with the approval of at least eight (8) Board members. No amendment to the By-Laws shall be adopted at the same meeting at which the amendment is introduced to the Board and written notice of any amendment must be received by all members of the Board at least seven (7) days in advance of the meeting at which it will be introduced.

**Adopted by Resolution No. 1 of 2011, September 9, 2011**  
**Amended by Resolution No. 4 of 2012, January 13, 2012**  
**Amended by Resolution No. 25 of 2012, September 14, 2012**  
**Amended by Resolution No. 6 of 2013, May 10, 2013**  
**Amended by Resolution No. 31 of 2013, September 13, 2013**  
**Amended by Resolution No. 14 of 2014, April 11, 2014**  
**Amended by Resolution No. 32 of 2015, November 13, 2015**  
**Amended by Resolution No. of 2019, September 6, 2019**

**Resolution No. \_\_\_\_ 2019**

**RESOLUTION DESIGNATING EXECUTIVE DIRECTOR AS SECRETARY TO THE BOARD OF THE SYRACUSE REGIONAL AIRPORT AUTHORITY**

WHEREAS, the Syracuse Regional Airport Authority (the "Authority") is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 and Article 8, Title 34 of the New York Public Authorities Law, as amended (collectively the "Enabling Act"); and

WHEREAS, Section 2799-ggg (12) & (14) of the Enabling Act authorizes the Authority to appoint such officers, employees and agents as the Authority may require for the performance of its duties, and to fix and determine their qualifications, duties and compensation and to make plans, surveys, and studies necessary, convenient or desirable to the effectuation of the purposes and powers of the Authority and to prepare recommendations in regard thereto; and

WHEREAS, by written notice to the Chair of the Board dated December 31, 2018 (the "Notice") the Authority's then Executive Director advised that she had accepted an offer of employment with the Port Authority of New York & New Jersey; and

WHEREAS, by Resolution No. 6 of 2019 the Board designated the Authority's Chief Financial Officer as Secretary to the Board pending the departure of the former Executive Director and the employment of a new Executive Director; and

WHEREAS, the former Executive Director has departed the Authority's employment and Jason Terreri has been appointed and employed as the new Executive Director of the Authority and he has fully assumed all the responsibilities of that position.

NOW, THEREFORE, after due deliberation having been had thereon, it is hereby

RESOLVED, by the Board of the Syracuse Regional Airport Authority that Jason Terreri is hereby designated as Secretary to the Board and that this change shall take effect immediately.

**Resolution No. \_\_\_\_ 2019**

**Resolution Adopted Date: September \_\_, 2019.**

**Vote: Ayes \_\_\_\_ Nays: \_\_\_\_ Abstentions: \_\_\_\_.**

**Signed: \_\_\_\_\_.**  
**Secretary**

**RESOLUTION AUTHORIZING THE CREATION OF THE POSITION  
OF ASSISTANT SECRETARY TO THE BOARD FOR THE SYRACUSE REGIONAL  
AIRPORT AUTHORITY**

**WHEREAS**, the Syracuse Regional Airport Authority (the "**Authority**") is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the "**Enabling Act**") and Article 8, Title 34 of the New York Public Authorities Law, as amended; and

**WHEREAS**, Section 2799-ggg (12) of the Enabling Act authorizes the Authority to appoint such officers, employees and agents as the Authority may require for the performance of its duties, and to fix and determine their qualifications, duties and compensation; and

**WHEREAS**, the Authority desires to create the position of Assistant Secretary to the Board, which position the Authority believes is necessary to assist the Authority in performing its obligations and duties under the Enabling Act, and its responsibilities to keep, maintain and operate the Syracuse Hancock International Airport; and

**WHEREAS**, the creation of this position is a necessary step required by the Onondaga County Personnel Department and the New York State Civil Service Commission.

**NOW, THEREFORE**, after due deliberation having been had thereon, it is hereby

**RESOLVED**, that the Board of the Syracuse Regional Airport Authority, location code 51482, hereby creates the position of Assistant Secretary to the Board and establishes the following as standard work days for its employees and will report days worked to the New York State and Local Employees' Retirement System based on the time keeping system or the record of activities maintained and submitted by these

members to the clerk of this body-Title: Assistant Secretary to the Board; Standard Work Day (Hrs/day): 7.25, and it is further

**RESOLVED**, that the Executive Director of the Authority shall take any and all actions necessary to ensure this position is properly designated by the Onondaga County Civil Service Department or any similar governmental entity.

**RESOLUTION ADOPTED DATE: SEPTEMBER \_\_\_\_, 2019**

**VOTE: Ayes \_\_\_\_ Nays \_\_\_\_ Abstentions \_\_\_\_**

**SIGNED: \_\_\_\_\_**  
**Secretary**

## **ASSISTANT SECRETARY TO (SRAA BOARD)**

### **DISTINGUISHING FEATURES OF THE CLASS**

This position is responsible for providing general administrative and clerical assistance of a confidential nature to the 11 member board of the Syracuse Regional Airport Authority. The work is completed under the direct supervision of the Executive Director. The position requires the performance of clerical tasks to relieve the Executive Director of normal administrative detail pertaining to the support of the SRAA. General instruction is received from the Executive Director, with considerable leeway permitted for independent judgment. Does related work as required.

### **TYPICAL WORK ACTIVITIES**

Acts as the confidential secretary to the Board of the SRAA  
Maintains calendar for the SRAA Board and schedules appointments, as requested.  
Prepares meeting materials and attends all meetings of the SRAA.  
Records and prepares meeting minutes for all meetings called by the SRAA..  
Types and composes correspondence, forms, and memos related to the activities of the SRAA Board.  
Notifies the public of SRAA Board and committee meetings as needed.

### **FULL PERFORMANCE KNOWLEDGES, SKILLS, ABILITIES AND PERSONAL CHARACTERISTICS**

Thorough knowledge of modern office policies, procedures, terminology and standards.  
Good knowledge of business arithmetic, grammar and the English language.  
Ability to deal tactfully with officials and the public.  
Ability to transcribe recorded meeting minutes at a satisfactory rate of speed  
Ability to understand and carry out complex oral and written directions.  
Ability to operate common office equipment and machinery, including photocopier, transcription machine, facsimile machine, computer, and typewriter.

### **MINIMUM QUALIFICATIONS**

None

**RESOLUTION RE-TITLING THE POSITION  
OF DIRECTOR OF AIRPORT OPERATIONS AS CHIEF OPERATIONS OFFICER  
FOR THE SYRACUSE REGIONAL AIRPORT AUTHORITY**

**WHEREAS**, the Syracuse Regional Airport Authority (the "**Authority**") is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the "**Enabling Act**") and Article 8, Title 34 of the New York Public Authorities Law, as amended; and

**WHEREAS**, Section 2799-ggg (12) of the Enabling Act authorizes the Authority to appoint such officers, employees and agents as the Authority may require for the performance of its duties, and to fix and determine their qualifications, duties and compensation; and

**WHEREAS**, by Resolution No. 5 of 2016 the Authority previously created the position of Director of Airport Operations, which position was necessary to assist the Authority in performing its obligations and duties under the Enabling Act, and its future contractual responsibilities to keep, maintain and operate the Syracuse Hancock International Airport ("Airport"); and

**WHEREAS**, the Federal Aviation Administration requires that Part 139 Operating Certificate holders include in their Airport Certification Manuals, among other items, a line of succession of airport operational responsibility, and

**WHEREAS**, in order to more clearly specify its own line of succession for operations at the Airport the Authority believes that it is appropriate to re-title the position of "Director of Operations" as "Chief Operations Officer" and further specifically provide that the Chief Operations Officer be designated as next in line after the Executive Director concerning



operational responsibility at the Airport, and that in the event of the Executive Directors absence from the Airport that the Chief Operations Officer shall have primary operational responsibility.

**NOW, THEREFORE,** after due deliberation having been had thereon, it is hereby

**RESOLVED,** that the Board of the Syracuse Regional Airport Authority hereby re-titles the position of “Director of Airport Operations” to “Chief Operations Officer”, and it is further

**RESOLVED,** that the Chief Operations Officer shall be next in line after the Executive Director regarding operational responsibility for the Airport, and that in the event of the Executive Directors absence from the Airport, that the Chief Operations Officer shall have primary operational responsibility, and it is further

**RESOLVED,** that the Executive Director is authorized to amend the Airport Certification Manual consistent with the foregoing and to make such further amendments to the Airport Certification Manual as may be desirable or necessary to conform to the requirements of FAA regulations.

**RESOLUTION ADOPTED**

**DATE:** September \_\_\_\_, 2019

**VOTE:** Ayes \_\_\_\_ Nays \_\_\_\_ Abstentions \_\_\_\_

**SIGNED:** \_\_\_\_\_  
*Secretary*

## **CHIEF OPERATIONS OFFICER (SRAA)**

### **DISTINGUISHING FEATURES OF THE CLASS:**

The work involves responsibility for overseeing the operating divisions of the Airport - Security Office, Airfield Operations, Airfield Maintenance, Terminal Maintenance, and Trades. The incumbent will be responsible for effectively planning, developing, implementing and monitoring all policies and procedures related to these areas. Work is carried out in compliance with all applicable state and federal guidelines and regulations. Work is performed under the general direction of the Executive Director, who allows the incumbent independence in planning and implementation of procedures. Designated as next in line after the Executive Director concerning operational responsibility at the Airport, and that in the event of the Executive Director's absence from the Airport that the Chief Operations Officer shall have primary operational responsibility. Does related work as required.

### **TYPICAL WORK ACTIVITIES:**

Analyzes and defines security requirements, including access restrictions, and develops appropriate policy to reduce vulnerability.  
Reviews emergency response and safety procedures and develops and implements appropriate policies.  
Conducts confidential investigations regarding security and safety.  
Coordinates certain activities with public safety officials, outside security contractors and agencies where appropriate.  
Provides oversight and direction to Airport Operations, including the Security Office, the Operations Division, the Terminal and Airfield Maintenance Divisions and Trades Division  
Oversees updates to the Airport Certification Manual.  
Ensures training is conducted according to requirements.  
Oversees maintenance of records and files as required by state and federal regulations.  
Oversees ground transportation activities at the airport.  
Assumes all the responsibilities of the Executive Director in their absence.

### **FULL PERFORMANCE KNOWLEDGES. SKILLS. ABILITIES AND PERSONAL CHARACTERISTICS:**

Thorough knowledge of CFR 49, Part 1542  
Thorough knowledge of FAA Part 139  
Good knowledge of the fundamentals of security work.  
Good knowledge of the principles, practices, procedures and techniques of terminal operations and management  
Good knowledge of federal, state and local laws and regulations applicable to airports, especially safety and security regulations as promulgated by the Transportation Security Administration Good knowledge of the laws, regulations and fundamentals of safety.  
Ability to implement security and safety programs.  
Ability to make detailed inspections and to recognize potential security or safety hazards.  
Ability to use tact and courtesy in dealing with employees, visitors, and contractors.  
Ability to keep accurate records and prepare clear and concise reports.  
Ability to communicate effectively.

### **MINIMUM QUALIFICATIONS:**

A. Graduation from a regionally accredited college or university or one accredited by the New York State Board of Regents to grant degrees with a baccalaureate degree in Aviation Management, Security Management, Facilities Management or a related field and five (5) years of work experience, or its part time equivalent, in a supervisory capacity in a commercial airport; or,

B. Graduation from a regionally accredited college or university or one accredited by the New York State Board of Regents to grant degrees with an Associate's Degree and ten (10) years of work experience, or its part time equivalent, in airport operations, at least seven (7) of which were in a supervisory capacity in a commercial airport.

8/2019 Date of Original Composition

**RESOLUTION MODIFYING PUBLICATION REQUIREMENTS  
FOR THE SYRACUSE REGIONAL AIRPORT AUTHORITY**

**WHEREAS**, the Syracuse Regional Airport Authority (the "**Authority**") is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the "**Enabling Act**") and Article 8, Title 34 of the New York Public Authorities Law, as amended; and

**WHEREAS**, Section 6.5 of the Authority's Bylaws provide that the Board of the Authority may designate a newspaper of general circulation in the Onondaga County area as its official newspaper for the publication of legal notices, requests for proposals or bids, or other official Board or Authority advertisements or publications; and

**WHEREAS**, by Resolution No.s 19, 20, 21, 22, 23 and 24 of 2011 (the "Additional Publication Resolutions") the Authority previously designated six (6) additional newspapers of general circulation in six (6) additional central New York counties for publication of official Board or Authority advertisements or publications (the "Additional Publications"); and

**WHEREAS**, Authority management has advised the Board that based on their experience the Additional Publications are overly costly, cumbersome and of questionable benefit in assisting the Authority in fulfilling the intended purposes of such publications.

**NOW, THEREFORE**, after due deliberation having been had thereon, it is hereby

**RESOLVED**, that the Board of the Syracuse Regional Airport Authority hereby rescinds the Additional Publication Resolutions; and it is further

**RESOLVED**, that the only publication required for official Board or Authority advertisements or publications shall be a newspaper of general circulation in the Onondaga County area as provided in the Bylaws, and it is further

**RESOLVED**, that Authority management, in the exercise of its reasonable business judgment and in the performance of their duties, may also publish official Board or Authority advertisements or publications in such other publications, print or digital media outlets as management deems reasonable and appropriate based upon the nature and circumstances surrounding such publication and the target readership sought to be apprised of such publication.

**RESOLUTION ADOPTED**

**DATE:** September \_\_\_\_, 2019

**VOTE:** *Ayes* \_\_\_\_ *Nays* \_\_\_\_ *Abstentions* \_\_\_\_

**SIGNED:** \_\_\_\_\_  
*Secretary*



## **Human Resources Committee Meeting Minutes**

**May 16, 2019**

These minutes reflect the activities of the Syracuse Regional Airport Authority Human Resources Committee during the meeting held at Syracuse Hancock International Airport in the SRAA Board Room on Thursday, May 16, 2019.

The meeting was called to order at 11:00 a.m. by Mr. Michael Lazar.

### **I. Roll Call**

In attendance: Mr. Michael Lazar, Mr. William Fisher, Hon. Michael Quill, Ms. Jo Anne Gagliano  
Staff: Mr. Jason Terreri, Mr. Trent Amond, Ms. Debi Marshall, Ms. Cheryl Herzog  
Arrived during Executive Session: Dr. Shiu-Kai Chin, Mr. Damian Ulatowski

### **II. Approval of Minutes from Previous Meetings**

Ms. Gagliano made a motion to accept the minutes from the previous meeting of February 21, 2019, with a second from Mr. Fisher, the motion carried unopposed.

### **III. Executive Session**

Mr. Lazar made a motion to enter Executive Session to discuss matters pertaining to the financial, credit and employment history of particular persons or corporations. The motion was seconded by Ms. Gagliano. The HR Committee entered Executive Session at 11:05 a.m. and emerged at 11:30 a.m. with no action taken.

Dr. Shiu-Kai Chin and Mr. Damian Ulatowski arrived during Executive Session.

### **III. Old Business**

#### **A. Director of Engineering**

Ms. Marshall discussed with the HR Committee a title change for the Director of Engineering that would better fit the role of the position. She and Mr. Terreri proposed the new title to be Director of Planning and Development. The HR Committee agreed with the change. A motion was made to recommend this new title to the SRAA Board by Ms. Gagliano and seconded by Mr. Quill. The motion was carried unanimously.

Mr. Fisher left the meeting.

### **B. Payroll/HRIS Vendor Search Update**

Ms. Marshall informed the HR Committee that Paylocity has been selected as the new payroll vendor. She is currently putting a time line together and informing staff of the upcoming changes. Ms. Marshall will be training on the new system within the next few weeks.

## **V. New Business**

### **A. Employee Handbook Revisions**

Ms. Marshall updated the HR Committee with the annual revisions to the Employee Handbook. Ms. Marshall reviewed the redlined changes which were included in the HR packet. There was brief discussion on the new election law, Ms. Marshall informed the committee that this has been reviewed by Mr. John McCann. Mr. Lazar inquired how the changes are given to the staff. Ms. Marshall stated a hard copy is distributed, there is access to a copy on the computer, and every employee signs for the updated handbook. Ms. Marshall explained that if there is a major policy change during the year she will send out the policy change and have each employee sign off on it. The changes were carried unanimously by the HR Committee.

### **Adjournment**

A motion to adjourn being made by Hon. Quill and seconded by Dr. Chin, the meeting adjourned at 11:45 a.m.



## **Human Resources Committee Meeting Minutes**

**July 25, 2019**

These minutes reflect the activities of the Syracuse Regional Airport Authority Human Resources Committee during the meeting held at Syracuse Hancock International Airport in the SRAA Board Room on Thursday, July 25, 2019.

The meeting was called to order at 11:06 a.m. by Chair Michael Lazar.

### **I. Roll Call**

#### **In attendance:**

Chair Michael Lazar  
Mr. William Fisher  
Hon. Michael Quill  
Mr. Damian Ulatowski, (11:08)  
Councilor Latoya Allen

#### **Staff:**

Mr. Jason Terreri  
Mr. Trent Amond  
Ms. Debi Marshall  
Ms. Kristine Carson  
Ms. Joanne Clancy

#### **Absent:**

Dr. Shiu-Kai Chin  
Ms. Jo Anne Gagliano

### **II. Approval of Minutes from Previous Meetings**

Hon. Quill made a motion to accept the minutes from the previous meeting of May 16, 2019, with a second from Mr. Lazar, the motion carried unopposed.

### **III. New Members**

Mr. Terreri introduced Ms. Kristine Carson as the new Personnel Administrator for the Human Resource department. Joanne Clancy introduced Ms. Latoya Allen as a Councilor from the City of Syracuse.

#### **IV. Executive Session**

Mr. Lazar made a motion to enter Executive Session to discuss matters pertaining to the financial, credit and employment history of particular persons or corporations. The motion was seconded by Hon. Quill. The HR Committee entered Executive Session at 11:08 a.m.

Executive session ended at 11:31 a.m. No action was taken.

#### **V. New Business**

##### **A. Civil Service Law**

Ms. Marshall explained the interest in making select positions non civil service that are airport specific. She stated that part of that process would be to reach out to other airports to gain more information and combining efforts to explain the uniqueness of airports and the benefits it would service for the recruiting aspect. She explained the difficulties that arise for filling positions provisionally, having to relocate for a position that is bound by civil service and may only last a year. Mr. Terreri would like to use a strategic plan to drive the organizational chart and structure. Within this process there will be positions that are very specific to airport management and aviation that he would like to pursue being either exempt or noncompetitive positions. The strategic plan will drive potential organizational changes which will lead to positions that would benefit from recruiting aviation management professionals. Mr. Fisher stated that there is a classification system that does not always involve a test, therefore, it will allow us to fulfill our needs from a candidate. He encouraged asking Civil Service to create non-competitive classifications for these positions and suggested speaking with the County Personnel Director, Duane Owens. Conversation regarding qualifications, classifications, recruiting inside and outside of New York State for experienced Aviation Management continued. Ms. Marshall concluded that she will be in contact with Mr. Owens and continue her research.

##### **B. Organizational Chart**

###### **1. Chief Operating Officer (COO)**

Executive Director Terreri explained to the committee that he will be presenting to the Board that the title of Director of Airport Operations should also function as Chief Operating Officer (COO) to reflect the true nature of the position as the second in command, as he will be functioning as Deputy Executive Director when the Executive Director is not available. A discussion ensued regarding the merits of this change. Hon. Quill invited a motion to recommend this to the SRAA Board and Mr. Fisher seconded. The motion was unanimously carried.

###### **2. Executive Secretary to the Board**

Human Resource Manager Ms. Marshall recommended to the committee that the title of Secretary to the Board be put back on the Authority roster. A discussion ensued regarding the merits of this change. Mr. Fisher invited a motion to recommend this to the Board and Hon. Quill seconded. The motion was unanimously carried.

##### **C. Sexual Harassment Prevention Training**

Human Resources Manager Marshall explained to the committee that per SRAA policy and New York State law, all employees are required to complete sexual harassment prevention training annually and this has been updated in the handbook. Ms. Marshall asked if they would like to receive a copy of the handbook, all agreed that they will access it via Dropbox. Ms. Marshall



recommended and invited the board and committee members to participate in this annual training and noted that many of the board and committee members already comply with this state law via their current employers. Mr. Fisher invited a motion to recommend that all Board members successfully complete the sexual harassment prevention training if they have not already done so with their employer and Mr. Lazar seconded. The motion was unanimously carried.

**VI. Adjournment**

A motion to adjourn being made by Mr. Lazar and seconded by Mr. Ulatowski, the meeting adjourned at 11:50 a.m.

## Minutes of the Meeting of the Governance Committee Meeting

Thursday, May 16, 2019

Pursuant to notice duly given and posted, the Governance Committee meeting of the Syracuse Regional Airport Authority was called to order on Thursday, May 16, 2019 at 12:06 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:

Ms. Jo Anne Gagliano – (Ex-Officio)  
Mr. William Fisher – (Chair)  
Mr. Michael Lazar  
Mr. Michael Quill  
Mr. Damian Ulatowski

### Members Absent:

Mr. Kenneth Kinsey

### 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 Mr. Kenneth Kinsey.

### Mr. Bill Fisher, Chair

Chair Fisher started by welcoming everyone to the scheduled Governance Committee meeting at 12:06 p.m.

### Reading and Approval of the Minutes

Having no objections or additions to the minutes from the February 21, 2019 Governance Committee meeting, a motion was made by Mr. Ulatowski and seconded by Ms. Gagliano and the minutes were unanimously approved.

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

### Executive Session

There was no Executive session held.

## **Old Business**

None.

## **New Business**

### **Finance Committee Analysis of Bank Proposals**

CFO Trent Amond explained to the Governance Committee the need to continue discussion from the previous Finance Committee meeting regarding the action that the CFO/Authority may take after consideration of three proposals for intermediate term financing from banks. After review of initial proposals, we went back to all three banks to confirm both their taxable and tax exempt rates and to ensure that each had given the SRAA their best and final offers. The spreadsheet shared reflected the latest information. Based on these results, it was determined that M&T Bank should not be considered as they are almost a full point higher in rates with nothing to offset the rate difference. Between Raymond James and Key Bank, Key Bank is lower on both taxable and tax exempt rates and has also removed some of the requirements listed in their original proposal. Based on that comparison, the recommendation is to pursue discussions with Key Bank and keep Raymond James in the running until negotiations are complete. Both have requested a letter showing the tax exempt status of the project. Counsel R. John Clark advised that letter will be provided. Dr. Chin led a discussion regarding security and collateral liens, general fund and other topics. Executive Director Terreri notified the committee that the spreadsheet and information will go to the other Finance Committee members so that they are fully informed. Chair of the Finance Committee Chin and Chair Fisher along with those in attendance were all in agreement with the proposed plan.

### **ADA Complaint Response**

Ms. Debi Marshall, HR Manager and ADA/Sec. 504 and Title VI Coordinator led a discussion regarding an ADA complaint made through her office that she had responded to in writing. The complainant, Mr. John Perrigo, a livery driver, not a permitted taxi driver, appealed that response. SRAA policy dictates that appealed responses be brought to the Governance Committee for review and an appeal decision.

Ground Transportation Officer, John Herne conducted an investigation into this complaint and reviewed the current established policies and procedures and found no basis for an ADA violation. Based on that investigation, Ms. Marshall drafted a response for the committee for review and consideration. The original complaint letter included various topics, but for the purposes of this response letter, only the ADA portion of the complaint will be reviewed and addressed.

After discussion, Chair Fisher agreed that the response with minor additions as determined by Executive Director Terreri, is appropriate and stated that Board policy for this type of matter requires that this appeal be brought to the Governance Committee of the Syracuse Regional Airport Authority for consideration and vote. The Governance Committee conducted a complete review at this meeting on Thursday, May 16, 2019 with Counsel and the Chief Executive Officer present to discuss the matter carefully. This

action by the board brings this matter to a close in full compliance of established policies and procedures.

Having no further discussion regarding the management response, a motion was made by Mr. Ulatowski and seconded by Mr. Quill to approve this response letter and was unanimously approved.

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

### **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 12:26 p.m.

## 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.