

Minutes of the Meeting of the Governance Committee Meeting

Thursday, July 23, 2020

Pursuant to notice duly given and posted, the Governance Committee meeting of the Syracuse Regional Airport Authority was called to order on Thursday, July 23, 2020 at 12:02 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
Mr. Michael Quill
Ms. Jo Anne Gagliano – (Ex-Officio)

Members Absent:

Mr. Kenneth Kinsey

Also Present:

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

Roll Call

As noted, all Committee members were present, except Mr. Kenneth Kinsey.

Mr. Bill Fisher, Chair

Chair Fisher started by welcoming everyone to the scheduled meeting of the Governance Committee at 12:02 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 Ms. Gagliano and was unanimously approved to accept the minutes from the July 25, 2019 and February 27, 2020 Governance Committee meetings.

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

New Business

A. Board succession planning

Chair Fisher led a discussion and explained the statute that establishes that the Mayor of Syracuse has 7 appointments to the board as well as 4 other various authorities with one of those

positions being on a one-year rotating basis. Chair Fisher recounted the practice of board positions not being political or based on election timing. The timing of the terms are sometimes impractical in that the Mayor may not be able to appoint members to the board in a timely fashion during their tenure. Chair Fisher asked the committee if anyone had concerns, issues or suggestions regarding this appointing process. Mr. Lazar noted that the one-year rotating term makes it difficult for that person to get up to speed so quickly for just a one-year term. A discussion ensued regarding the difficulties surrounding those quick appointments being able to contribute in a meaningful way and discussed proposing two-year terms or some other idea that would require a change to the Enabling Legislation/By-laws. It was proposed to have the General Counsel reach out to the appropriate contacts to begin discussions. Ms. Clancy suggested that perhaps the Regional Advisory Board (RAB) could gain additional rolling members each year so that on alternate years those appointees could still remain involved with the board in a more meaningful way and receive information to review and be invited to attend meetings. Mr. Fisher and the committee agreed that could be a viable option to keep members engaged in an informal way instead of seeking to alter the statute and it may encourage them to be more active in off-years. Mayor Quill suggested that the board may seek to have the authority to appoint two members themselves. Mr. Fisher relayed the difficulties in keeping the RAB engaged and fully appointed members. Mr. Fisher suggested an informal approach for the RAB and have alternating members build experience by becoming a member. Chair Gagliano stated that she would reach out to the Mayor for discussion regarding timing of the Mayor's appointments to coincide with allowing a new Mayor a choice of seat on the Regular Board for the SRAA. If the Common Council could pass something this year on this subject, perhaps we can have a resolution for this change in 2021. If that occurred, either a board member would leave a year sooner or be extended to accommodate this recommended change. The Chair will take the lead to speak with the Mayor and the General Counsel will reach out to the four appointing counties and see if modest modifications can be made to the terms that management works out.

Chair Fisher made a motion to recommend this modest change in appointment policy to the board as recommendation from this committee. Motion was approved by Mr. Lazar and seconded by Mr. Mirizio and passed unanimously.

B. Enabling Legislation / policy updates

Chair Fisher explained to the committee the various legislation governing public authorities and the history behind that. The Authority Budget Office (ABO) set in place specific mandatory and as needed requirements that each public authority must meet. One of the Ad-hoc committees created and listed in the Enabling Legislation is the Board Development Committee which was established at the time of the creation of the SRAA. This committee's charter has the ability to now be absorbed by the Governance Committee.

Chair Fisher made a motion to recommend disbanding the Board Development Committee and to ask the General Counsel to create resolutions for the board to consider bringing its charter responsibilities into the Governance Committee Charter. Motion was approved by Mr. Lazar and seconded by Ms. Gagliano and passed unanimously.

Chair Fisher documented for the record that the Governance Committee has reviewed the yearly mandatory requirements for the Governance Committee responsibilities on the ABO list and recommend to the full board to report to the ABO via the PARIS system and upload that information in compliance with the ABO regulations. Motion was approved by Mr. Lazar and seconded by Ms. Gagliano and passed unanimously.

C. Consent agenda

Director Terreri explained how a Consent Agenda will work for the SRAA and that these would be items such as meeting minutes, first reading of a document that does not require a vote, or an approval to apply for grants or items already approved by other committees but not anything that would need a full discussion with the public. This is simply an option to summarize basic material to speed up voting for the resolutions. This would not prohibit discussion on consent agenda items. Chair Fisher suggested the Consent Agenda be distributed early to give the committee or board plenty of time to review. If there are any items on the consent agenda that a member would like discussed, it's simply removed from the consent agenda for a full robust discussion in the New Business section. Chair Fisher made a motion to adopt the Consent Agenda Policy, authorize management to submit the items covered to the Authority Budget Office and begin using the Consent Agenda for the September meeting. Motion was approved by Mr. Lazar and seconded by Mr. Mirizio and passed unanimously.

Executive Session

Committee Chair Fisher invited a motion to go into Executive Session to discuss matters pertaining to: proposed, pending or current contracts, litigation and proposed lease of real property by the Authority. Motion was approved by Mr. Lazar and seconded by Ms. Gagliano and passed unanimously. Executive Session began at 12:45 p.m.

Executive Session ended at 1:15 p.m. No action was taken.

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 1:17 p.m.