



**Governance Committee Meeting Minutes
Friday, February 26, 2021**

Pursuant to notice duly given and posted, the Governance Committee meeting of the Syracuse Regional Airport Authority was called to order on Friday, February 26, 2021 at 11:00 a.m. in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport and Teams Virtual/Audio Conferencing by committee Chair, Mr. William Fisher.

Note: The Authorities Budget Office (ABO) has waived the in-person meeting requirement during this public health emergency. During this public health emergency, in the event board members are unable to meet in person, the Governor’s Executive Order 202.1 permits the board to consider the use of telephone conferencing, “to the extent necessary to permit any public body to meet and take such actions authorized by the law without permitting in public in-person access to meetings and authorizing such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed.”

The meeting was called to order at 11:00 a.m. by Chair Fisher.

Roll Call:

In attendance: Mr. William Fisher, Mr. Kenneth Kinsey, Mike Lazar, Mr. William Meyer, Mr. Michael Quill, Ms. Jo Anne Gagliano, Mr. Jason Terreri; Mr. John Carni; Ms. Joanne Clancy; Ms. Cheryl Herzog; Ms. Robin Watkins; and Mr. R. John Clark.

Review and approval of minutes from 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 Ms. Gagliano and seconded by Mr. Lazar and was unanimously approved to accept the minutes from the October 15, 2020 Governance Committee meeting.

New Business

- **Bylaw's revision review**

Chair Fisher advised the committee that a redlined version of the Bylaws had been sent electronically. General Counsel Clark reviewed the proposed changes with the committee members. General Counsel Clark discussed with the committee the completion of the annual Financial Disclosure document required by SRAA Board members. This has been a reoccurring issue in the past, where the financial disclosure is not completed promptly and requires several follow-ups. This change would require this form to be completed in a timely manner. Chair Fisher had some concerns regarding the last sentence of the proposed change. Chair Fisher does not feel under the local authority that we should revoke membership if one does not complete the Financial Disclosure in a timely manner. General Counsel Clark clarified that this change means, it will advise the body of the appointed member, that the appointee did not file their financial document. The intention of the revision is to remove the responsibility from the authority. Chair Fisher proposed the partial removal of the last sentence. General Counsel Clark stated he could change it to read the board shall notify the appointing body about such failure to file the financial disclosure. It was agreed by the committee that the wording would be changed.

General Council Clark continued the review of the changes. An addition proposed for the Bylaws is that the Chief Operating Officer was never made an official officer of the Authority. The proposed change will specifically reference the Chief Operating Officer, as an official officer of the Authority. General Counsel Clark reviewed the areas affected by this update and indicated he received the job description from the Manager of HR, Ms. Marshall.

General Counsel Clark discussed the remaining changes and put a note in the Finance Committee area to follow up with Mr. Simpson regarding a comment made about the audit process and responsibility to address the scope of the Finance Committee responsibilities, to either be considered or not. Mr. Lazar suggested this does need to be addressed. It was decided that General Counsel Clark will reach out to Mr. Simpson and then create the language for the changes and send it out next week to the committee for review and it will then be presented at the March SRAA Board meeting.

General Counsel Clark informed the committee that the proposed amendments to the Bylaws need to be considered at two SRAA Board meetings, so the soonest this could be approved will be at the March meeting.

Chair Fisher invited a motion to recommend consideration of the Bylaw changes as drafted to take place today, with some small changes that were discussed. The changes will be circulated prior to the March SRAA Board meeting for review and then be presented in its final form at the March SRAA Board meeting for final approval. The motion was made by Mr. Quill and seconded by Mr. Kinsey and was unanimously approved.

- Chair Fisher requested an addition to the agenda:
The Use of Collaboration Software by the Board and its Committees

Chair Fisher stated that the Governance Committee should be open to best practices and recommendations on how to make the board and its committees to be more effective. All members are provided an iPad that allow members access email and Dropbox for electronic versions of documents. Chair Fisher mentioned other boards he is involved with use collaboration software. Instead of emails going back and forth which may get overlooked or lost, it would provide communication through channels. This would streamline our communications with committees and the board. Chair Fisher suggested we could use Teams for our collaboration software, his experience of using this type of software has been beneficial.

Chair Fisher suggested this committee task management and IT to setup a channel for emailing purposes and continue to use Dropbox for electronic documents. The Governance Committee could test this and see if it could be valuable to all members. Executive Director Terreri mentioned that he will be speaking to the SRAA Board regarding communications, since we are currently using multiple platforms of communication. He agreed this could be a resource to move towards. Chair Fisher informed members that they should not use personal accounts due to the Freedom of Information Laws (FOIL). Chair Fisher mentioned if there are changes within the board members it would reflect those updates. Ms. Gagliano stated she would like the use of Teams over any other platform.

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. Meyer and seconded by Mr. Kinsey. Meeting adjourned at 11:36 a.m.