



**Governance Committee Meeting Minutes
Friday, February 10, 2022**

Pursuant to notice duly given and posted, the Governance Committee meeting of the Syracuse Regional Airport Authority was called to order on Friday, February 10, 2022 in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport and Teams Video/Audio Conferencing by committee Chair, Mr. William Fisher.

The meeting was called to order at 11:03 a.m. by Chair Fisher.

Members Present – Video/Audio Conference Members Absent

William Fisher (Chair) – Video
Ms. Jo Anne Gagliano
Mr. Kenneth Kinsey
Mr. Michael Lazar
Mr. Michael Quill
Mr. Nick Paro

Also Present

Ms. Robin Watkins
Mr. John Clark
Ms. Cheryl Herzog

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 Mr. Kinsey and seconded by Mr. Quill and was unanimously approved to accept the minutes from the February 26, 2021 Governance Committee meeting.

New Business

General Counsel Clark indicated that the A,B and C on the agenda items will be discussed in Executive Session, he proceeded to touch briefly on B and C. General Counsel Clark spoke briefly in regard to the ARFF discussion. He mentioned there is an agreement being created and

negotiations are proceeding accordingly. Mr. Fisher asked if there is a date that the agreement must be signed by. General Counsel Clark stated that there is no confirmed date, but he believes there should be a firm agreement commitment in place by the end of March. Mr. Fisher asked for the board to be updated on the progress of this agreement.

General Counsel Clark spoke about the Police discussion and indicated the process is proceeding and features are being implemented to accommodate the transition. This will be addressed in part in the context of the Enabling Act legislation update.

Chair Fisher brought up the topic of SRAA committees. Chair Fisher stated that Chair Gagliano and other members of the board have had some ongoing discussions about changing the nature of the committees. The committees do not have any specific power, they simply discuss items and then bring recommendations to the board for resolution. Chair Fisher stated that over the years certain actions required timeliness. A discussion continued regarding how to operationalize this issue. It was asked of Counsel if this can be done without requiring a Bylaws change. General Counsel Clark stated he has researched this topic. After further discussion, the outcome was it may be possible for the board to delegate the ability to act to a committee, but that committee should have at least six members present, who all vote unanimously, so this is a structural problem since we do not have six members on all committees. Mr. Lazar discussed examples of HR Committee topics including that approved positions are never removed from the SRAA organizational chart, therefore, the Executive Director can hire for previously approved positions which are already in the budget. General Counsel Clark stated approved committee items could also be approved officially later by the full board via a consent agenda. Chair Fisher will report at the next board meeting that we are encouraging committee chairs to take further action than they have in the past and take some action that perhaps are ministerial in nature and then bring those to the board in the form of a resolution on the consent agenda.

Executive Session

Chair Fisher invited a motion to go into Executive Session to discuss matters pertaining to potential litigation and the financial and employment history of particular persons. Mr. Quill made the motion and Mr. Kinsey seconded the motion. Executive session began at 11:20 a.m. Executive session ended at 11:46 a.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 Ms. Gagliano and seconded by Mr. Paro. The meeting adjourned at 11:36 a.m.