



HUMAN RESOURCES COMMITTEE CHARTER

This Human Resources Committee Charter was adopted by the **Syracuse Regional Airport Authority** (the “Authority”), a public benefit corporation established under the laws of the State of New York, on this 14th day of September, 2012.

ARTICLE I PURPOSE

Section 1.1 Pursuant to Article VI, Section 6.3.4 of the Authority’s By-Laws, the purpose of the Human Resources Committee is to assist the Authority by:

1. Keeping the Authority 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 this Charter.

ARTICLE II ORGANIZATION OF THE COMMITTEE

Section 2.1 Composition of Committee; Appointment of Members.

The Human Resources Committee shall be established as set forth in and pursuant to Article VI, Section 6.3.4 of the Authority’s By-Laws. The Human Resources Committee shall consist of at least three (3) members of the Authority. The Authority will appoint the Human Resources Committee members and the Chair of the Authority will designate the Human Resources Committee Chair.

Section 2.2 Qualifications of Committee Members.

Human Resources Committee members shall be prohibited from being an employee of the Authority or an immediate family member of an employee of the Authority. In addition, Human Resources Committee members shall not engage in any private business transactions with the Authority or receive compensation from any private entity that has material business relationships with the Authority, or be an immediate family member of an individual that engages in private business transactions with the Authority or receives compensation from an entity that has material business relationships with the Authority.

Ideally, all members on the Human Resources Committee shall be knowledgeable or become knowledgeable in matters pertaining to human resources and labor management.

ARTICLE III DUTIES AND RESPONSIBILITIES OF THE HUMAN RESOURCES COMMITTEE

Section 3.1 Responsibilities.

To accomplish the objectives of good labor relations, the Human Resources Committee has responsibilities related to: (a) the Authority's human resources and labor management principles and practices; (b) evaluation of the Authority's human resources and labor management policies; and (c) overseeing all employment and personnel-related matters for the Authority.

Section 3.2 Duties.

The Authority has delegated to the Human Resources Committee the power and authority necessary to discharge its duties, including the right to:

1. Meet with and obtain any information it may require from Authority staff.
2. Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the Committee deems necessary.
3. Solicit at the Authority's expense, persons having special competencies, including legal, accounting or other consultants as the Committee deems necessary to fulfill its responsibilities. The Human Resources Committee shall have the authority to negotiate the terms and conditions of any contractual relationship subject to the Authority's adopted procurement guidelines per Section 2879 of New York Public Authorities Law, as amended, and to present such contracts to the Authority for its approval.

Section 3.3 Human Resources and Labor Management Principles and Practices.

The Human Resources Committee shall:

1. Develop and recommend human resources and labor management principles and practices for adoption by the Authority.

2. Based upon these human resources and labor management principles and practices, draft and recommend a Personnel Manual for adoption by the Authority.

Section 3.4 Employment Positions.

The Human Resources Committee shall:

1. Develop and provide recommendations to the Authority regarding employment positions with the Authority, the management structure of the Authority and other positions or titles the Authority should create and hire persons to fill.
2. Draft and recommend civil service titles and job descriptions for adoption by the Authority.
3. In appropriate circumstances and/or depending on employment position involved, conduct or have conducted employment searches on behalf of the Authority, including interviewing candidates, negotiating salary and other benefits and making hiring recommendations to the Authority.

Section 3.5 Evaluation of the Authority's Human Resources and Labor Management Policies.

The Human Resources Committee shall:

1. Review on a regular basis, and recommend to the Authority updates as necessary to the Authority's human resources and labor management principles, practices and policies.
2. Develop and recommend to the Authority any required revisions to the Authority's written policies prohibiting employment discrimination, retaliation, harassment and/or any other unlawful employment practices.
3. In consultation with the Governance Committee, develop and recommend to the Authority any required revisions to the Authority's equal opportunity and affirmative action policies.
4. Develop and recommend to the Authority any required revisions to the Authority's written policies regarding workplace safety and drugs and alcohol.

Section 3.6 Other Duties and Responsibilities of the Human Resources Committee.

The Human Resources Committee shall:

1. Present annually to the Authority a written report of how it has discharged its duties and met its responsibilities as outlined in this Charter.

2. Obtain any information and training needed to enhance the Human Resources Committee members' understanding of the current best practices in human resources and labor management trends.
3. Review the Human Resources Committee's Charter annually, reassess its adequacy, and recommend any proposed changes to the Authority. The Human Resources Committee Charter will be updated as applicable laws, regulations and human resources and labor management standards change.
4. Annually review, assess and make necessary changes to the human resources and labor management principles and practices and the Personnel Manual.
5. Conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Charter.

Section 3.7 Reports

The Human Resources Committee shall:

1. Report its actions and recommendations to the Authority at regular meetings of the Authority.
2. Report to the Authority, at least annually, regarding any proposed changes to the Human Resources Committee Charter, human resources and labor management principles and practices and the Personnel Manual.
3. Provide a self-evaluation of the Human Resources Committee's duties and responsibilities on an annual basis.

Section 3.8 Resources.

The Authority will ensure that the Human Resources Committee has sufficient resources to carry out its duties and responsibilities.

ARTICLE IV MEETINGS

Section 4.1 Number.

The Human Resources Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the duties and responsibilities outlined in the Charter.

Section 4.2 Attendance.

Members of the Human Resources Committee are expected to attend each committee meeting, in person or via videoconference. The Human Resources Committee may invite other individuals,

such as members of management, in-house or outside counsel and technical experts to attend meetings and provide pertinent information, as necessary.

Section 4.3 Meeting Agendas.

Meeting agendas will be prepared for every meeting and provided to the Human Resources Committee members along with briefing materials five (5) business days before the scheduled Human Resources Committee meeting. The Human Resources Committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings will be recorded.

Section 4.4 Rules of Procedure.

All meetings of the Human Resources Committee shall be conducted in accordance with Roberts Rules of Order, current edition.

Section 4.5 Open Meetings Law.

Meetings of the Human Resources Committee are subject to the provisions of the Open Meetings Law of the State of New York and shall be conducted in compliance therewith. Where matters are ones that are authorized to be taken up in executive session, the Human Resources Committee shall meet in executive session in accordance with the provisions of the Open Meetings Law of the State of New York and any other applicable laws and regulations.

Adopted by Resolution No. 26 of 2012, September 14, 2012, Revised June 6, 2024