Minutes of the Governance Committee Meeting
of the Albany County Airport Authority

March 13, 2017

Pursuant to notice duly given and posted, the Governance Committee meeting of the Albany County Airport Authority was called to order on Monday, March 13, 2017 at 11:00 am in the Third Floor Conference Room located in the Terminal at the Albany International Airport, Albany, New York by the Governance Committee Chair, Lyon M. Greenberg, M.D., with the following present:

MEMBERS PRESENT

Lyon M. Greenberg, M.D (Committee Chair)
Patricia M. Reilly (Committee Member)
Rev. Kenneth J. Doyle, (Ex Officio)
Dorsey M. Whitehead (Board Member)
Steven H. Heider (Board Member)

STAFF

John A. O’Donnell
Bill O’Reilly
Liz Charland
Margaret Herrmann

MEMBERS ABSENT

Paula Wilkerson (Committee Member)

ATTENDEES

Fred Acunto, Airport Manager, AvPorts
John DelBalso, Assistant Airport Manager, AvPorts
Kevin McCoy, Managing Partner, Marvin & Co.
Christopher J. Healy, CPA, Marvin & Co.
Doug Bullock Chair of Albany County Mass Transit Committee

1. Dr. Greenberg moved to approve the minutes of the February 7, 2011 Governance Committee Meeting. The motion was adopted unanimously.

2. Review of Governance Committee Charter

Mr. O’Donnell reviewed the Governance Committee Charter which was adopted by the Board on November 5, 2007

Mr. O’Donnell also reviewed the 2009 Public Authorities Reform Act which requires that the
board of every state and local public authority conduct an annual evaluation of its performance. He advised Board member comments will be protected from disclosure under Article 6 of the Public Officers Law, but the results of the assessment will be collected, tallied and provided to the Authority Budget Office by the Governance Committee Chair.

There being no further business, the meeting was adjourned at 11:05 a.m.
ALBANY COUNTY AIRPORT AUTHORITY
GOVERNANCE COMMITTEE
AGENDA
March 13, 2017

1. Acceptance of Minutes: February 7, 2011
2. Review of Governance Committee Charter
ALBANY COUNTY AIRPORT AUTHORITY

OPERATIONS COMMITTEE
PUBLIC COMMUNICATION COMMITTEE
BY-LAWS COMMITTEE
GOVERNANCE COMMITTEE
AUDIT COMMITTEE

MEETING NOTICE

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TU 11 (927776)
ALBANY INTERNATIONAL AIRPORT
737 ALBANY SHAKER RD
ADMINISTRATIVE BLDG SUITE 204
ATTN: KATIE KANE
ALBANY, NY 12211

Account Number: 061026000
Order Number: 0003927776
Order Identifier: ALBANY COUNTY

T Dollard / B Goodwin / S Rawling / R Bernard of the city of Albany, being duly sworn, says that
he/she is principal Clerk of THE TIMES UNION, a daily newspaper printed in the county of Alban
Town of Colonie, and Published in the County of Albany, Town of Colonie and the city of Albany,
aforesaid and that notice of which a printed copy is annexed has been regularly published in the
said ALBANY TIMES UNION on the following dates

02-28-2017

Sworn to before me, this Wednesday, March 1, 2017

JUNE M. CLEMENTS
Notary Public
Albany County

NOTARY PUBLIC, State of New York
Qualified in Saratoga County
No. 01CL6319570
Commission Expires March 2, 2019
Please publish the following once as soon as possible. Note there are TWO NOTICES COMBINED- Thank you. Liz

ALBANY COUNTY AIRPORT AUTHORITY
OPERATIONS COMMITTEE
PUBLIC COMMUNICATION COMMITTEE
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GOVERNANCE COMMITTEE
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ALBANY COUNTY AIRPORT AUTHORITY
MEETING NOTICE

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The Albany County Airport Authority will hold its regularly scheduled meeting on Monday, March 13, 2017 at 11:30 a.m. The meeting will be held in the 3rd Floor Conference Room located in the Main Terminal at the Albany International Airport, Albany, NY.
Liz Charland
Administrative Services
Albany County Airport Authority
Albany International Airport
Administration Building – Suite 200
Albany, New York 12211-1057
Telephone – (518)242-2250
Cell – (518)542-8762
Fax – (518)242-2641
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Liz Charland
Administrative Services
Meeting Notice - March 13 2017

The Colonie Spotlight02725520170222145636.pdf
February 22, 2017

capitaldistrict@theclassifiedsuperstore.com

The Colonie Spotlight
PO Box 100
Delmar, New York 12054

Attn: Ms Elaine Cape

Dear Ms. Cape:

Please publish the attached notice in the Colonie Spotlight calendar page prior to the meeting date.

Thank you for your assistance.

Sincerely,

[Signature]

Liz Charland

Enclosure
ALBANY COUNTY AIRPORT AUTHORITY

OPERATIONS COMMITTEE
PUBLIC COMMUNICATION COMMITTEE
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From: Liz Charland
Sent: Wednesday, February 22, 2017 3:04 PM
To: 'news@saratogian.com'
Subject: Meeting Notice - Committee - March 13, 2017
Attachments: The Saratogian Newspaper02725620170222145717.pdf

Liz Charland
Administrative Services
Albany County Airport Authority
Albany International Airport
Administration Building – Suite 200
Albany, New York 12211-1057
Telephone – (518)242-2250
Cell – (518)542-8762
Fax – (518)242-2641
February 22, 2017

news@saratogian.com
Saratogian Newspapers
20 Lake Ave
Saratoga Springs, NY 12866

Dear Sir/Madam:

Please publish the attached notice in the community calendar section of the Saratogian Newspaper prior to the meeting date.

Thank you for your assistance.

Sincerely,

Liz Charland

Enclosure
ALBANY COUNTY AIRPORT AUTHORITY

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### Complete

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February 22, 2017

Facsimile – 518-395-3050

The Gazette
PO Box 1090
Schenectady, NY 12301-1090

Attn: Info Community

Dear Sir/Madam:
February 22, 2017

Facsimile – 518-395-3050

The Gazette
PO Box 1090
Schenectady, NY 12301-1090

Attn: Info Community

Dear Sir/Madam:

Enclosed please find a meeting notice for the Albany County Airport Authority. Please publish in the Info Community Section prior to the meeting date.

Thank you for your assistance.

Sincerely,

[Signature]
Liz Charland

Enclosure
ALBANY COUNTY AIRPORT AUTHORITY

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February 22, 2017

Facsimile – 518-583-8014

The Troy Record
Community News
501 Broadway
Troy, New York 12181

Dear Sir/Madam:

Enclosed please find a meeting notice for the Albany County Airport Authority. Please publish in the
February 22, 2017

Facsimile – 518-583-8014

The Troy Record
Community News
501 Broadway
Troy, New York 12181

Dear Sir/Madam:

Enclosed please find a meeting notice for the Albany County Airport Authority. Please publish in the Community News section prior to the meeting date.

Thank you for your assistance.

Sincerely,

Liz Charland

Enclosure
ALBANY COUNTY AIRPORT AUTHORITY

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February 22, 2017

Facsimile - 518-454-5628

Times Union
Neighborhood Watch
PO Box 15000
Albany, NY 12205

Dear Sir/Madam:

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February 22, 2017

Facsimile - 518-454-5628

Times Union
Neighborhood Watch
PO Box 15000
Albany, NY 12205

Dear Sir/Madam:

Enclosed please find a Meeting Notice for the Albany County Airport Authority. Please publish in the Neighborhood Watch section prior to the meeting date.

Thank you for your assistance.

Sincerely,

[Signature]

Liz Charland

Enclosure
ALBANY COUNTY AIRPORT AUTHORITY

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ALBANY INTERNATIONAL AIRPORT
ADMINISTRATION BUILDING
SUITE 200
ALBANY, NEW YORK 12211-1057

TEL: 518-242-2222
ADMIN FAX: 518-242-2641
FINANCE FAX: 518-242-2640
SITE: www.albanyairport.com

ALBANY COUNTY AIRPORT AUTHORITY
GOVERNANCE COMMITTEE
AGENDA
March 13, 2017

1. Acceptance of Minutes: February 7, 2011

2. Review of Governance Committee Charter
AGENDA ITEM NO. 1

Approval of Minutes

Governance Committee – February 7, 2011
Pursuant to notice duly given and posted, the Governance Committee meeting of the Albany County Airport Authority was called to order on Monday, February 7, 2011 at 8:10 pm in the 2nd Floor Conference Room of the Administration Building located at the Albany International Airport by Acting-Chair David E. Langdon with the following present:

**MEMBERS PRESENT**

- David E. Langdon, Acting-Chair
- Ex-Officio Committee Member
- Dennis J. Fitzgerald
- Tony Gorman
- Kenneth J. Doyle (Non-Member)
- Elliott A. Shaw (Non-Member)
- Dorsey M. Whitehead (Non-Member)

**MEMBERS ABSENT**

None

**STAFF**

None

**ATTENDEES**

None

Acting-Chair David Langdon stated that all members were invited to the Governance Committee meeting in order to conduct the Annual Board of Directors’ Evaluation per the 2009 Public Authorities Reform Act.

1. **Acceptance of Minutes: December 6, 2010**

   Mr. Fitzgerald moved to accept said minutes. The motion was adopted unanimously.

2. **Executive Session: Annual Board of Director’s Evaluation per 2009 Public Authorities Reform Act**

   Mr. Gorman moved to go into Executive Session to conduct the Annual Board of Director’s Evaluation. The motion was adopted unanimously.

   Mr. Gorman moved to return to regular session. The motion was adopted unanimously.

   No action was taken.

   There being no further business, the meeting was adjourned at 8:43 pm.
AGENDA ITEM NO. 2

Review of Governance Committee Charter
AGENDA ITEM NO: 2
MEETING DATE: March 13, 2017

ALBANY COUNTY AIRPORT AUTHORITY
REQUEST FOR AUTHORIZATION

DEPARTMENT:

Contact: John A. O’Donnell, Chief Executive Officer

PURPOSE OF REQUEST:

Review of Governance Committee Charter

CHIEF EXECUTIVE OFFICER’S RECOMMENDATION:

Continue with current charter.

BACK-UP MATERIAL:

Governance Committee Charter
ALBANY COUNTY AIRPORT AUTHORITY

GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Governance Committee is to assist the Authority Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Authority;
- Updating the Authority's corporate governance principles and governance practices; and
- Advising those responsible for appointing members to the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

Powers of the Governance Committee

The Board of Directors has delegated to the Governance Committee shall, as necessary to discharge its duties:

- Meet with and obtain any information it may require from Authority staff.
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the committee deems necessary.
- Solicit, as approved by the Authority, persons having special competencies, including legal, accounting or other consultants as the committee deems necessary to fulfill its responsibilities.

Composition and Selection

The Governance Committee shall be comprised of three independent members. (The size of the committee is determined by the Board of Directors.) The Governance Committee members shall be appointed, as set forth in the Authority by-laws.

Governance 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, Governance 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.

The Governance Committee members should be knowledgeable or become knowledgeable in matters pertaining to governance.
**Committee Structure and Meetings**

The Governance Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. All committee members are expected to attend each meeting.

Meeting agendas will be prepared for every meeting and provided to the Governance Committee members at least five days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. The Governance Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

**Reports**

The Governance Committee shall:

- Report its actions and recommendations to the Board at the next regular meeting of the Board.
- Report to the Board, at least annually, regarding any proposed changes to the governance charter or the governance guidelines.
- Provide a self-evaluation of the Governance Committee’s functions on an annual basis.

**Responsibilities**

To accomplish the objectives of good governance and accountability, the Governance Committee has responsibilities related to: (a) the Authority’s Board; (b) evaluation of the Authority’s policies; and (c) other miscellaneous issues.

**Relationship to the Authority’s Board**

The Board of the Authority has delegated to the Governance Committee the responsibility to review, develop, draft, revise or oversee policies and practices for which the Governance Committee has specific expertise, as follows:

- Develop the Authority’s governance practices. These practices should address transparency, independence, accountability, fiduciary responsibilities, and management oversight.

- Develop the competencies and personal attributes required of Board members to assist those authorized to appoint members to the Board in identifying qualified individuals.

In addition, the Governance Committee shall, as appropriate:

- Develop and recommend to the Board the number and structure of committees to be created by the Board.
• Develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training to be obtained from state-approved trainers.

• Develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the Board, its committees and senior management in the Authority’s governance process.

**Evaluation of the Authority’s Policies**

The Governance Committee shall:

• Develop, review on a regular basis, and update as necessary the Authority’s code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.

• Develop and recommend to the Board any required revisions to the Authority’s written policies regarding the protection of whistleblowers from retaliation.

• Develop and recommend to the Board any required revisions to the Authority’s equal opportunity and affirmative action policies.

• Develop and recommend to the Board any required updates on the Authority’s written policies regarding procurement of goods and services, including policies relating to the disclosure of persons who attempt to influence the Authority’s procurement process.

• Develop and recommend to the Board any required updates on the Authority’s written policies regarding the disposition of real and personal property.

• Develop and recommend to the Board any other policies or documents relating to the governance of the Authority, including rules and procedures for conducting the business of the Authority’s Board, such as the Authority’s by-laws. The Governance Committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

**Other Responsibilities**

The Governance Committee shall:

• Review on an annual basis the compensation and benefits for the Chief Executive Officer and other senior Authority officials.

• Annually review, assess and make necessary changes to the Governance Committee charter and provide a self-evaluation of the Governance Committee.

*Adopted by the Board: 11/05/2007*