



ALBANY COUNTY AIRPORT AUTHORITY
 ALBANY INTERNATIONAL AIRPORT
 ADMINISTRATION BUILDING
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ACAA - Governance Committee
APPROVED
2/7/11

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

December 6, 2010

Pursuant to notice duly given and posted, the Governance Committee meeting of the Albany County Airport Authority was called to order on Monday, December 6, 2010 at 5:32 pm in the 3rd Floor Conference Room of the main Terminal located at the Albany International Airport by Acting-Chair David E. Langdon with the following present:

MEMBERS PRESENT

David E. Langdon, Acting-Chair
 Tony Gorman
 Dennis J. Fitzgerald

MEMBERS ABSENT

STAFF

John A. O'Donnell
 Peter Stuto
 Doug Myers
 Liz Charland

ATTENDEES

None

1. Acceptance of Minutes: November 1, 2010

Mr. Langdon stated that he was at the November 1, 2010 meeting and the minutes do reflect what happened at that meeting.

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



2. Annual Review of Governance Committee Charter

Mr. Fitzgerald pointed out that the Governance Committee Charter was stamped 2007 and he wanted to know if this was the first review since that time. Mr. O'Donnell stated this is the most in depth review conducted of the Charter in three years, but that it is reviewed on an annual basis. Mr. Stuto indicated that they were originally adopted in 2007.

3. Evaluation of the Authority's Policies by the Governance Committee Members

3.1 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. (Included in By-Laws Article XIII Code of Ethics)

3.2 Develop and recommend to the Board any required revisions to the Authority's written policies regarding the protection of whistleblowers from retaliation. (Included in ACAA Personnel Handbook – Section 2.9 Report Wrongdoing – Protection from Retaliation)

Mr. Gorman asked if all Authority employees were provided with a copy of the Personnel Handbook. Mr. O'Donnell stated that all employees were provided with a copy of the Personnel Handbook at the time in which they were hired. Mr. Gorman stated that Mr. O'Donnell should have everyone receive an updated copy of the Handbook and have each employee sign a statement that they "received and read the personnel handbook."

3.3 Develop and recommend to the Board any required revisions to the Authority's equal opportunity and affirmative action policies. (Included in ACAA Personnel Handbook – Section 2.1 Equal Employment Opportunity)

3.4 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. (Amendments to ACAA Procurement Contract Guidelines, Operative Policy, Petty Cash Accounts and Instructions Adopted April 7, 2008 – Adopted December 7, 2009)

3.5 Develop and recommend to the Board any required updates on the Authority's written policies regarding the disposition of real and personal property. (Property Disposition Guidelines Adopted May 1, 2006)

Mr. Fitzgerald asked if this included all property. Mr. Stuto stated that this included personal and real property.

3.6 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. (ACAA By-Laws Adopted September 11, 2006)

Mr. Gorman asked if there were any changes to the By-Laws since 2006. Mr. Stuto stated on page 7 the dates of the Amendments are listed. Mr. O'Donnell stated there have only been minor changes made. Mr. Stuto offered to research the Code of Ethics. Mr. Gorman stated there was no need.

3.7 Review on an annual basis the compensation and benefits for the Chief Executive Officer and other senior Authority officials. (2010 Salaries: CEO/CFO/Counsel)

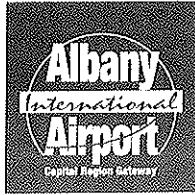
4. Annual Board of Director's Evaluation per 2009 Public Authorities Reform Act

Mr. Fitzgerald inquired as to who will collate the evaluations. Mr. Stuto advised the Governance Committee would do the collation. Mr. Gorman asked if this was a 360 degree evaluation. Mr. Stuto advised it was to raise "red flags." Mr. Langdon stated the Authority has been held as a model by many due to it being a well-run organization with extensive Board oversight. He stated that when individuals join the Board they are given a lot of information. Chair Langdon stated if the evaluations are in to him in January he will compile. Mr. Fitzgerald agreed they should go to Chair Langdon. Chair Langdon stated that if this procedure is suggested then yes, he will compile. Mr. Stuto advised this is up to the Board. It was decided that this item will go to Executive Session at the February Board Meeting.

5. Adoption of Policy for Board-Appointed Management Position – Chief Executive Officer per 2009 Public Authorities Reform Act

Mr. Fitzgerald inquired if this was the original job description. Mr. O'Donnell stated no, but it was the most current which was adopted in 2006. Mr. Gorman asked if we have an organizational chart. Mr. O'Donnell stated yes. Mr. Gorman would like a copy of the organizational chart.

There being no further business, the meeting was adjourned at 6:02 pm.



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**ALBANY COUNTY AIRPORT AUTHORITY
GOVERNANCE COMMITTEE**

AGENDA

December 6, 2010

- 1. Acceptance of Minutes: November 1, 2010**
 - 2. Annual Review of Governance Committee Charter**
 - 3. Evaluation of the Authority's Policies by the Governance Committee Members:**
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 - 3.2 Develop and recommend to the Board any required revisions to the Authority's written policies regarding the protection of whistleblowers from retaliation. (Included in ACAA Personnel Handbook – Section 2.9 Report Wrongdoing – Protection from Retaliation)**
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3. **Evaluation of the Authority's Policies by the Governance Committee Members:**
(Cont'd.)
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4. **Annual Board of Director's Evaluation per 2009 Public Authorities Reform Act**
5. **Adoption of Policy for Board-Appointed Management Position – Chief Executive Officer per 2009 Public Authorities Reform Act**