



**ALBANY COUNTY AIRPORT AUTHORITY**

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

ACAA - Governance Committee  
APPROVED  
10/15/07

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

**June 13, 2006**

Pursuant to notice duly given and posted, the Governance Committee meeting of the Albany County Airport Authority was called to order on Tuesday, June 13, 2006 @ 12:00 noon in the 2<sup>nd</sup> Floor Conference Room of the Authority Administration Building, located at the Albany International Airport by Governance Committee Chair Charla M. Everette with the following present:

**MEMBERS PRESENT**

Charla M. Everette, Chair Governance Committee  
David E. Langdon, Chair, ACAA  
John A. Graziano, Jr.

**MEMBERS ABSENT**

None

**STAFF**

John A. O'Donnell  
J. Dwight Hadley  
Richard M. Meyers  
Ginger Olthoff

**ATTENDEES**

Eric Durr, CDBR

---

**1. Review Role of Governance Committee & Public Authorities Accountability Act Compliance Chart**

Mr. O'Donnell reviewed the role of the Governance Committee and the Public Authorities Act Compliance Chart that was distributed with the agenda package. He stated that the Public Authorities Accountability Act of 2005 (The Act) sets forth the following:

- §2924(7) states that the Authority shall establish a Governance Committee to be comprised of independent members. The Committee shall be responsible for keeping the Board informed of best corporate practices, reviewing corporate governance trends, updating corporate governance principals and advising appointing authorities of the skills and experience required of Board members.

Mr. O'Donnell stated that the Committee will meet again in approximately six months, at which time it is anticipated that the Authority will be in full compliance with The Act.

**2. Amend ACAA By-Laws**

**2.1 Add: Article XIII Code of Ethics as Included in Enabling Legislation**

Mr. O'Donnell stated that The Act requires that the Board adopt a code of ethics including, at a minimum, the standards found in §74 of the Public Officers Law. Mr. O'Donnell stated that there is a Code of Ethics included in the Enabling Legislation creating the Authority; however, he recommended that the Authority By-Laws be amended to include a Code of Ethics for the By-Laws, as well.

ACAA Chair Langdon stated that a Code of Ethics based on §74 of the Public Officers Law has been established for Authority staff and is included in the adopted Authority Personnel Handbook.

Mr. O'Donnell requested that the Committee recommend to the Authority Board authorization of the following amendment to the Authority By-Laws by adding Article XIII. Code of Ethics which was taken from the Authority's Enabling Legislation, Section 2795 which includes the standards established in Section 74 of the Public Officers Law:

**“ARTICLE XIII. CODE OF ETHICS  
(Per Section 2795 of Enabling Legislation)**

**SECTION A. DEFINITION**

As used in this Code of Ethics the term "Authority" shall mean any member of the Authority.

**SECTION B. RULES WITH RESPECT TO CONFLICTS OF INTEREST**

No Authority member should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his or her duties in the public interest.

**SECTION C. STANDARDS**

No Authority member should accept employment or engage in any business or professional activity which will impair his or her independence of judgment in the exercise of his or her official duties.

No Authority member should accept employment or engage in any business or professional activity which will require the member to disclose confidential information which he or she has gained by reason of his or her official position or authority.

No Authority member should disclose confidential information acquired by the member in the course of his or her official duties nor use such information to further his or her personal interests.

No Authority member should use or attempt to use his or her official position to secure unwarranted privileges or exemptions for himself or herself or others.

No Authority member should engage in any transaction as representative or agent of the Authority with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of his or her official duties.

An Authority member should not by his or her conduct give reasonable basis for the impression that any person can improperly influence such member or unduly enjoy his or her favor in the performance of his or her official duties, or that he or she is affected by the kinship, rank, position or influence of any party or person.

An Authority member should abstain from making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by the member or which will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest.

An Authority member should endeavor to pursue a course of conduct which will not raise suspicion among the public that he or she is likely to be engaged in acts that are in violation of his or her trust.

No Authority member on a full-time basis nor any firm or association of which the member is a member nor corporation a substantial portion of the stock of which is owned or controlled directly or indirectly by such member, should sell goods or services to any person, firm, corporation or association which is licensed or whose rates are fixed by the Authority in which such member serves or is employed.

If any Authority member shall have a financial interest, direct or indirect, having a value of ten thousand dollars or more in any activity which is subject to the jurisdiction of a regulatory agency, he or she should file with the Secretary of State a written statement that he or she has such a financial interest in such activity which statement shall be open to public inspection.”

Mr. Graziano moved to recommend said amendment to the By-Laws. The motion was adopted unanimously.

### **3. Amend ACAA Personnel Handbook**

#### **3.1 Add: Section 2.9: Protection from Retaliation - Protection of Employee from Retaliation for Disclosing Information Concerning Acts of Wrong Doing, Misconduct**

Mr. O'Donnell stated that The Act requires the Board to establish written policies and procedures on personnel policies, including protection of employees from retaliation for disclosing information concerning acts of wrong doing or misconduct.

Mr. O'Donnell stated that the Authority has adopted a Personnel Handbook for employees; however, it does not include any language pertaining to protection of employees from retaliation.

Mr. O'Donnell requested that the Committee recommend to the Authority Board authorization to amend the Authority's Personnel Handbook by adding Section 2.9 Protection from Retaliation as follows:

“Section 2.9 Protection from Retaliation

All employees will be protected from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Board member of the Authority.”

Mr. Graziano moved to recommend said amendment to the By-Laws. The motion was adopted unanimously.

**3.2 Amend Section 4.1: Attendance and Punctuality - Time Sheet Review and Leave Request Form Policy**

Mr. O'Donnell stated that The Act requires the Board to establish policies regarding payment of salaries, compensation, reimbursements, time and attendance of the chief executive and senior management. Mr. O'Donnell stated that the Authority's adopted Personnel Handbook does set forth the policy regarding salaries, compensation and reimbursements; however, although an Employee Time Sheet and Leave Request Form policies have been in effect, they have not been formally adopted in the Personnel Handbook.

Mr. O'Donnell requested that the Committee recommend to the Authority Board authorization to amend the Authority's Personnel Handbook by adding the following to Section 4.1 Attendance and Punctuality:

“All employees shall be required to complete an Employee Time Report and submit to their supervisor for approval on a semi-monthly basis. The Employee Time Report includes hours worked and leave taken on a daily basis.

All employees are required to complete a Leave Request Form and submit to their supervisor to request approval to leave work.

The Chief Executive Officer shall maintain a current record of leave on file and complete an Employee Time Report semi-monthly.”

Mr. Graziano moved to recommend said amendment to the By-Laws. The motion was adopted unanimously.

There being no further business, the meeting was adjourned at 12:15 pm.

Respectfully submitted,

Charla Everette  
Chair, Governance Committee