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Personnel Committee
ACAA - APPROVED
12/18/07

**Minutes of the Joint Governance/Personnel
 Committee Meeting
 of the Albany County Airport Authority**

October 15, 2007

Pursuant to notice duly given and posted, the Joint Governance/Personnel Committee meeting of the Albany County Airport Authority was called to order on Monday, October 15, 2007 @ 9:04 am in the 2nd Floor Conference Room of the Authority Administration Building, located at the Albany International Airport by Governance Committee Chair John Graziano and Personnel Committee Chair Richard Sherwood with the following present:

MEMBERS PRESENT

John Graziano, Chair Governance Committee &
 Member, Personnel Committee
 Richard J. Sherwood, Chair Personnel Committee
 David E. Langdon, Chair ACAA

MEMBERS ABSENT

None

STAFF

John A. O'Donnell
 Peter Stuto
 Ginger Olthoff

ATTENDEES

None

ACAA Chair David Langdon stated that per the By-Laws he was an ex-officio member of all Committees but could vote on a Committee item if he were filling in for a member who could not make the meeting. He stated that in this case, he would be substituting for Charla Everette, a member of both the Governance and Personnel Committees. He stated that Ms. Everette had resigned from the ACAA Board effective June 30, 2006.

DAVID E. LANGDON, CHAIR

HENRY E. DENNIS, JR.

ELLIOTT A. SHAW

RICHARD J. SHERWOOD, VICE CHAIR

DANIEL M. SLEASMAN

DORSEY M. WHITEHEAD

JOHN A. GRAZIANO, JR.

JOHN A. O'DONNELL, CHIEF EXECUTIVE OFFICER

It was agreed by the Chairs of both Committees to cover Item No. 1-3 and 5-6 in the Governance Committee portion of the meeting and Item No. 4 would be voted on by both Committees. There were no objections.

Governance Committee

1. Approval of Minutes: 6/13/06

Mr. Langdon moved to approve the minutes of the 6/13/06 Governance Committee meeting. The motion was adopted unanimously.

2. Adoption of Governance Committee Charter

Mr. Langdon complimented staff on the results of the review done by NYS Authority Budget Office (ABO). He noted that this was only the second review performed by the ABO and the ACAA staff make every attempt to provide the ABO with current policies and also to move quickly in providing additional policies requested by the ABO.

Mr. O'Donnell stated that Items 2-4 on the agenda were directly related to the results of the review performed by the ABO. As a result of the review, the ABO requested that these items be considered by the Board and adopted as good governance policies. Specifically, the ABO has provided the "Model Governance Charter, included in today's agenda material and has recommended adoption of a Charter by the Committee.

Mr. Langdon requested staff call the ABO and inquire as to where the "Model" policy originated from.

Mr. O'Donnell stated that staff did recommend adoption of a Governance Charter to be compliant with ABO policies. He stated that the proposed Charter can be modified by the Board.

Mr. Sherwood requested that the titles in the "Model" charter be changed to appropriate ACAA staff titles. Mr. O'Donnell agreed.

Mr. Langdon moved to recommend adoption of said charter with the change in titles to the full Board at the November meeting. The motion was adopted unanimously.

3. Review of NYS Authority Budget Office (ABO) Compliance Review Report

Mr. O'Donnell stated that the Compliance Review as conducted in a very thorough manner over a 2 ½ week period. The review focused on compliance with the items included in the Public Authorities Act of 2005, as well as review of policies deemed as good governance policies by the ABO. In the event that the ACAA did not have a specific requested policy, a policy was written at that time and given to the Compliance Review team for their review and concurrence. These policies are included in today's agenda for review by the Governance and Personnel Committees and adoption by the full Board at the November meeting.

Mr. O'Donnell reported on Page 12 of the Compliance Review – *Good Governance Recommendations* as follows:

1. Authority management should improve the whistleblower policy by including procedures for reporting instances of misconduct and provisions for protecting employees from retaliation.

In July 2006, the Authority did adopt a whistleblower policy; however, the ABO has recommended that a mechanism for reporting be included in the policy. A revised policy is included in the recommendations to revise the Personnel Handbook, as will be discussed under Agenda Item 4.1.

2. The Governance Committee should meet more frequently to ensure all compliance and corporate governance issues are addressed in a timely manner.

The Governance Committee will meet more frequently, as outlined in the Governance Committee Charter (a minimum of two meetings a year and additional meetings, as necessary).

3. The Governance Committee should establish a Committee Charter to guide their operations and activities, and have the charter approved and adopted by the Board.

The Governance Committee charter was approved by the Committee and will be presented to the Board at the November meeting.

4. The Authority should develop and adopt formal procedures for financial disclosure to ensure full and consistent compliance by all employees and Board members.

The Financial Disclosure procedures will be discussed later in the agenda.

5. The Authority should develop procedures for assessing and documenting the effectiveness of its internal control structure.

A review of the internal control structure will be reviewed and procedures will be developed over the next three months.

6. The Board should review and revise as necessary the procurement guidelines at least annually.

The procurement guidelines were initially developed over 10 years ago and will be revised over the next 3 months and particular attention will be paid to emergency purchases, as emergency purchases are done frequently due to the nature of Airport operations.