ALBANY COUNTY AIRPORT AUTHORITY

GOVERNANCE COMMITTEE

AGENDA

November 7, 2022

1. **Acceptance of Minutes: November 15, 2021**
2. **Review of Governance Committee Charter**
3. **Authority Budget Office Self-Evaluation**

AGENDA ITEM NO. 1

Acceptance of Minutes:

November 15, 2021

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

November 15, 2021

Pursuant to notice duly given and posted, the Governance Committee meeting of the Albany County Airport Authority was called to order on November 15, 2021 at 12:00 noon in the Third Floor Conference Room located in the Terminal at the Albany International Airport, Albany, New York by the Governance Committee Chair, Sari O'Connor, with the following present:

MEMBERS PRESENT

Sari O'Connor (Committee Chair)
Lyon M. Greenberg, M.D. (Committee Member)
Samuel A. Fresina (Ex Officio)
Steven Heider (ACAA Board Member)

MEMBERS ABSENT

Tom Nardacci (Committee Member)

STAFF

Philip F. Calderone, Esq.
Michael Zonsius
Christine Quinn, Airport Counsel
Matt Cannon
Margaret Herrmann
Liz Charland

ATTENDEES

Ray Casey, Airport Consultant

1. **Approval of October 5, 2020 Minutes**

   Ms. O'Connor moved to approve the minutes of the October 5, 2020 Governance Committee Meeting. The motion was adopted unanimously.

   Approval of November 9, 2020 Minutes

   Ms. O'Connor moved to approve the minutes of the November 9, 2020 Governance Committee Meeting. The motion was adopted unanimously.

2. **Review of Governance Committee Charter**

   Mr. Calderone reviewed the Governance Committee Charter, which was adopted by the Board on November 5, 2007. The Charter remains unchanged.

3. **Annual Board of Directors Evaluation (Authorities Budget Office Policy Guidance)**

   Ms. Quinn recommended fulfilling the ABO Mandate to perform annual self-evaluations. She advised that once the board members completed their evaluations they should forward them to Governance Committee Chair Sari O'Connor. Ms. O'Connor will tally the results and file the results with the Authorities Budget Office.

There being no further business, the meeting was adjourned at 12:55 pm.

ALBANY COUNTY AIRPORT AUTHORITY

GOVERNANCE COMMITTEE

AGENDA

November 15, 2021

1. **Acceptance of Minutes: October 5, 2020**

   Acceptance of Minutes: November 9, 2020

2. **Review of Governance Committee Charter**

3. **Authority Budget Office Self-Evaluation**

AGENDA ITEM NO. 2

- **Review of Governance Committee Charter**

AGENDA ITEM NO: 2
GOVERNANCE COMMITTEE
MEETING DATE: November 7, 2022

ALBANY COUNTY AIRPORT AUTHORITY
INFORMATIONAL

DEPARTMENT:

Contact Person: ***Christine C. Quinn, Authority Counsel***

PURPOSE OF REQUEST:

- ***Review of Governance Committee Charter***

CHIEF EXECUTIVE OFFICER'S RECOMMENDATION:

Continue with current charter.

BACK-UP MATERIAL:

Governance Committee Charter

Adopted by the Board: 11/05/2007

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.
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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

AGENDA ITEM NO. 3

- **Annual Board of Directors Evaluation (Authorities Budge Office Policy Guidance)**

AGENDA ITEM NO: 3
GOVERNANCE COMMITTEE
MEETING DATE: November 7, 2022

ALBANY COUNTY AIRPORT AUTHORITY
INFORMATIONAL

DEPARTMENT:

Contact Persons: *Christine C. Quinn, Authority Counsel*
Sari O'Connor, Governance Committee Chair

PURPOSE OF REQUEST:

Annual Board of Directors Evaluation (Authorities Budget Office Policy Guidance)

CHIEF EXECUTIVE OFFICER'S RECOMMENDATION:

Recommend fulfilling ABO mandate to perform annual self-evaluation.

BACK-UP MATERIAL:

Authorities Budget Office Policy Guidance - Date Issued: October 26, 2010

Authorities Budget Office
Policy Guidance

No. 10-05

Date Issued: October 26, 2010
Supersedes: New

Subject: Annual Board of Directors Evaluation

Statutory Citation: Public Authorities Law sections 2800(1)(a)(15) and 2800(2)(a)(15) and Section 2824(7)

Provision: The 2009 Public Authorities Reform Act requires that the board of every state and local public authority conduct an annual evaluation of its performance. Board member comments are protected from disclosure under Article 6 of Public Officers Law, but the results of the assessment are to be provided to the ABO.

Authorities Budget Office Policy Guidance: Board members must be committed to the highest standards of corporate governance. The board must hold itself accountable to the mission of the authority and the public interest. This annual assessment is a reminder to each board member of his or her duties, why those responsibilities are important, and whether they are performing those duties appropriately. The evaluation provides an opportunity for board members to measure their individual and collective effectiveness, determine if they are following their own policies and procedures, identify areas for board improvement, and to compare how their evaluation of the board's performance compares to that of other board members. This annual evaluation can be a learning tool to educate board members and build a well functioning board.

The Authorities Budget Office recommends that each board member annually perform his/her own evaluation of the whole board. The evaluation should be conducted confidentially with the results compiled by the governance committee. Furthermore, the ABO consulted with the Committee on Open Government, which advised that a board discussion of its performance "would constitute a matter made confidential, by state law that, therefore, could be conducted in private."

To the extent that the results of this evaluation demonstrate the need for the board to improve its performance, amend its practices or procedures, or clarify its expectations of board members, the board is expected to implement suitable corrective actions immediately.

The Authorities Budget Office has developed the following model board evaluation tool that can be adopted by public authorities to meet the needs of their boards of directors. This document should be completed by each board member.

Confidential Evaluation of Board Performance

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Board members have a shared understanding of the mission and purpose of the Authority.				
The policies, practices and decisions of the Board are always consistent with this mission.				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.				
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.				
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence, pressure or self-interest.				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.				
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.				
The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.				
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.				
Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.				
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.				
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.				
The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.				
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.				
Board members demonstrate leadership and vision and work respectfully with each other.				

Date Completed: _____

The member responses to the Board Evaluation questionnaire should be aggregated and the results submitted to the ABO via email (Subject: CONFIDENTIAL Results of Board of Directors Evaluation) within 90 days of the close of the authority's fiscal year. The board evaluation is required annually beginning with fiscal years ending on or after September 30, 2010.

A model summary reporting form has been provided, below, that should be revised to reflect the evaluation tool adopted by your public authority. Enter in each cell the number of board members who answered the question with that response.

Results should be sent to: info@abo.ny.gov

Summary Results of Confidential Evaluation of Board Performance

Criteria	Agree	Somewhat Agree	Somewhat Disagree	Disagree
Board members have a shared understanding of the mission and purpose of the Authority.	#	#	#	#
The policies, practices and decisions of the Board are always consistent with this mission.				
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.				
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.				
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.				
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.				
Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.				
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.				
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Board members demonstrate leadership and vision and work respectfully with each other.				

Name of Authority: _____

Date Completed: _____