



ALBANY COUNTY AIRPORT AUTHORITY

GOVERNANCE COMMITTEE

AGENDA

May 12, 2025

- 1. Acceptance of Minutes: October 9, 2024**
- 2. Albany County Annual Financial Disclosure as required by the Albany County Airport Authority Enabling Legislation.**
- 3. Review of Governance Committee Charter**
- 4. Review of By Laws**

Item No. 1

Acceptance of Minutes: October 9, 2024



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

October 9, 2024

Pursuant to notice duly given and posted, the Governance Committee meeting of the Albany County Airport Authority was called to order on October 9, 2024 at 1:00 p.m. 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)
Janet Thayer (Committee Member)
Steven Heider (ACAA Board Member)

MEMBERS ABSENT

Tom Nardacci (Committee Member)

STAFF

Peter F. Stuto, Chief Executive Officer
John A. O'Donnell, Chief Operating Officer
Christine Quinn, Airport Counsel
Liz Charland

ATTENDEES

Michael Lalli, Albany County
Kevin Butterfield, Albany County
Steve Hughes, Times Union
Steve Smith, AvPorts

1. Approval of April 10, 2024 Minutes

Ms. Thayer moved to approve the minutes of the April 10, 2024 Governance Committee Meeting. The motion was adopted unanimously.

2. Review of Governance Committee Charter

Ms. O'Connor 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 1:15 p.m.



ALBANY COUNTY AIRPORT AUTHORITY

GOVERNANCE COMMITTEE

AGENDA

October 9, 2024

- 1. Acceptance of Minutes: April 10, 2024**
- 2. Review of Governance Committee Charter**
- 3. Authority Budget Office Self-Evaluation**

Item No. 2

**Albany County Annual Financial Disclosure as
required by the Albany County Airport
Authority Enabling Legislation**

Item No. 3

**Review of Governance
Committee Charter**

AGENDA ITEM NO: 3
GOVERNANCE COMMITTEE
MEETING DATE: May 12, 2025

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

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

Item No. 4

Review of By-Laws

AGENDA ITEM NO: 4
GOVERNANCE COMMITTEE
MEETING DATE: May 12, 2025

ALBANY COUNTY AIRPORT AUTHORITY
INFORMATIONAL

DEPARTMENT:

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

PURPOSE OF REQUEST:

- *Review of current By-Laws*

CHIEF EXECUTIVE OFFICER'S RECOMMENDATION:

Continue with current By-Laws.

BACK-UP MATERIAL:

Current By-Laws



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ACAA Approved
12-16-2020

BYLAWS

of the

ALBANY COUNTY AIRPORT AUTHORITY

ARTICLE I. NAME AND LOCATION

SECTION A. Name The name of this public benefit corporation shall be the Albany County Airport Authority, hereinafter also referred to as the Authority.

SECTION B. Location The principal office of the Authority shall be maintained at the Albany County Airport.

ARTICLE II. PURPOSES AND POWERS

SECTION A. Purposes The purposes of the Authority shall be those enumerated in the New York State Public Authorities Law, Section 1, Article 8, Title 32, as amended, hereinafter referred to as the Enabling Act.

SECTION B. Powers The general and special powers of the Authority shall be those enumerated in the Enabling Act.

ARTICLE III. MEMBERSHIP

The Authority shall consist of seven members who shall be appointed as defined in the Enabling Act.

ARTICLE IV. OFFICERS

SECTION A. Appointed Officers

The Legislative Majority Leader and the Executive of the County of Albany shall jointly designate one of the seven members of the Authority to serve as the Chairperson as per the Enabling Act.

SECTION B. Elected Officers

The Authority shall elect a Vice-Chair, a Secretary, and a Treasurer at their first regular meeting of each year or at such other regular meeting as the Chairperson shall designate; provided, however, that such election of officers shall occur at least once each calendar year. These officers shall, after election, continue to hold office until a successor has been duly elected. In the event of a vacancy in any one or more of these offices, the Authority may, at any regular or special meeting, elect a successor to serve until the next regularly scheduled election.

ARTICLE V. DUTIES OF OFFICERS

SECTION A. Chair

The Chairperson shall preside at all meetings of the Authority, with the right to vote; and shall serve as an ex-officio member on all committees, with the right to vote only when substituting for a regular voting member of a committee.

The Chair, CEO or his/her designee shall be the principal spokesperson of the Authority as it carries out the purposes and powers of the Enabling Act and the actions of the Authority; shall be the signatory for all documents executed on behalf of the Authority, except as otherwise designated by these By-Laws or by resolution of the Authority; and shall, between meetings of the Authority, act on its behalf to implement approved policies and procedures, and to make emergency decisions pending action of the Authority.

SECTION B. Vice-Chair

The Vice-Chair shall perform all duties incident to the office, and such other duties as may be assigned by the Authority. In the absence of the

Chair, or in the event the Chair is unable to act, the Vice-Chair shall perform the duties of the Chair, and, when so acting, shall have all of the authority and be subject to all the restrictions upon the Chair.

SECTION C. Secretary

The Secretary shall perform all duties incident to the office, and such other duties as may be assigned by the Authority; shall be responsible for the accuracy of the minutes of all regular and special meetings of the Authority, for all notices as required by law or these Bylaws, and for designated correspondence of the Authority; and shall be custodian of the seal and records of the Authority.

SECTION D. Treasurer

The Treasurer shall perform all duties incident to the office, and such other duties as may be assigned by the Authority; shall be the principal financial officer of the Authority; shall establish and maintain proper accounting procedures; shall report on the Authority's financial condition as requested by the Authority; and shall be a member of the Finance Committee.

ARTICLE VI COMMITTEES

SECTION A. Standing Committees

The standing committees of the Authority shall be 1) Finance and Administration 2) Operations, 3) Personnel, 4) Bylaws, 5) Public Communications, 6) Audit, and 7) Governance. Each standing committee shall have no less than two nor more than three members, appointed by the Chair of the Authority, including the designated Chair.

SECTION B. Special Committees

The Chair of the Authority may, from time to time, with the approval of the Authority, appoint special committees to further the purposes, powers, and approved actions of the Authority.

SECTION C. Duties of the Committees

All of the committees of the Authority shall be advisory committees of the Authority. The specific tasks and duties of each shall be determined by action of the Authority.

ARTICLE VII MEETINGS

SECTION A. Regular Meetings

Regular, duly noticed, meetings of the Authority shall be held, at least quarterly, on such dates and at such times as the Authority shall determine. At such meetings, the Authority shall consider all matters as may be properly brought before them.

SECTION B. Special Meetings

A duly noticed special meeting of the Authority may be called by the Chair, or by request of any three voting members, for consideration of a specific agenda of business. The notice of any special meeting shall be delivered by mail, facsimile or telephone to each member of the Authority at least 24 hours before the time for which the special meeting is noticed.

SECTION C. Committee Meetings

All committee meetings will be arranged by the committee on such dates and at such times as the voting members of the committees shall determine.

SECTION D. Meetings by Conference Telephone

If the Chair determines there is need for the members to act before such time as it is possible or practicable to bring a quorum of the members together at the same location, the Chair, or the Chair's designee, may give notice that members may participate in a meeting of the Authority by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other and persons present at the designated place of the meeting can hear all of the persons participating in the meeting, and such participation in a meeting shall constitute presence in person at such meeting. Any required notice of the place of a meeting at which participation is by means of a conference telephone or similar communications equipment shall be sufficient if it designates as the place of the meeting, the place at which one or more of the participants in the meeting is located at the

time the meeting is held.

ARTICLE VIII QUORUM AND VOTING

SECTION A. Quorum

Four members shall constitute a quorum at all regular and special meetings of the Authority.

SECTION B. Voting

Any amendment of these By-laws shall only become effective upon the favorable vote of at least five members of the Authority. Excepting the above, all actions of the Authority shall require the favorable vote of at least four members.

ARTICLE IX. AMENDMENTS

These By-laws may be amended, as set forth in the Enabling Act, at any regular or special meeting, provided that thirty (30) days written notice of such proposed amendment shall have first been given to each member.

ARTICLE X. INDEMNIFICATION

The Authority agrees at its sole cost and expense to indemnify and hold harmless the members, officers, and employees of the Authority from all costs and liabilities of every kind and nature as herein provided.

All members, officers, and employees of the Authority while acting in behalf of the Authority shall be entitled to the fullest extent of indemnification permitted by law, including but not limited to, attorney's fees, disbursements, costs, and settlement amounts.

ARTICLE XI. MISCELLANEOUS

SECTION A. Enabling Act

Nothing contained in these By-laws shall be held to supplement or otherwise expand the purposes, powers, or duties of the Authority as set forth in the Enabling Act.

SECTION B. Parliamentary Authority

The current edition of the Standard Code of Parliamentary Procedure governs this organization in all parliamentary situations that are not provided for in the law or in its enabling act, bylaws, or adopted rules, provided, however, that the failure to strictly observe such parliamentary rules, shall not operate to invalidate any official action which is otherwise in compliance with these Bylaws, the Enabling Act or other applicable law.

ARTICLE XII. PROHIBITION ON LOANS

In accordance with Public Authorities Law, Section 2824, the Authority shall not, directly or indirectly, including through a subsidiary, extend or maintain credit, arrange for the extension of credit, or renew any extension of credit, in the form of a personal loan to or for any officer, board member or employee (or equivalent thereof) of the Authority.

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.

SECTION D. VIOLATIONS

In addition to any penalty contained in any other provision of law any such Authority member who shall knowingly and intentionally violate any of the provisions of this Code of Ethics may be fined, suspended or removed from office or employment.

Adopted: January 10, 1994

Amended: December 12, 1994

April 3, 1995

August 7, 1995

November 4, 1996

May 7, 1997

May 1, 2006

September 11, 2006

December 16, 2020