

Minutes of the Regular Meeting of the Syracuse Regional Airport Authority September 11, 2015

Pursuant to notice duly given and posted, the regular meeting of the Syracuse Regional Airport Authority was called to order on Friday, September 11, 2015 @ 12:51 p.m. in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport by Chair, Mr. William Fisher.

Members Present:

Mr. William Fisher-Chair
Dr. Shiu-Kai Chin
Dr. Donna DeSiato
Mr. John B. Johnson Jr.
Hon. Michael Quill
Mr. Patrick Mannion
Ms. Beth Rougeux
Ms. Irene Scruton
Mr. William Simmons

Members Absent:

Hon. Khalid Bey
Hon. Damian Ulatowski

Also Present:

Ms. Christina Callahan
Mr. Trent Amond
Ms. Cheryl Herzog
Ms. Heather Malinowski
Ms. Jennifer Sweetland
Mr. R. John Clark

Roll Call

As noted, all Board members were present, except for Hon. Khalid Bey and Hon. Damian Ulatowski.

Reading and Approval of the Minutes

A motion was made by Mr. Mannion and seconded by Ms. Scruton and was unanimously approved to accept the minutes from the June 12, 2015 meeting.

The motion was approved 9 ayes, 0 nays.

Chair Fisher informed the Board that the agenda will be taken out of order and we will begin with New Business.

New Business

- **First Draft of Proposed Changes to By-Laws**

Chair Fisher explained to the Board that there will be no vote for the changes in the By-Laws that are included in the meeting materials, they will be reviewed by the Board and voted on at a later date. Chair Fisher requested Mr. R. John Clark to review the changes with the Board.

Chair Fisher requested that in reference to page 10, it should be changed to address the Chair of the Board designates the Chair of the special committees excluding the Finance Committee. Chair Fisher inquired about the Nominating Committee on page 11 and if we are required to have one. Ms. Callahan clarified that this is specifically for filling positions on the committees. Ms. Scruton suggested changing the wording from to of the Nominating Committee to Board Development Committee. Ms. Callahan indicated that the changes presented at the meeting were discussed at the last Governance meeting on August 20th. Ms. Callahan requested any Board member that may have further suggestions or comments to send them to her and she will present them at the next Governance meeting in October. Once the changes are reviewed at the Governance Committee, the Governance Committee will make a recommendation for the By-Laws to be presented to the Board at the November meeting for approval.

Ms. Rougeux informed the Board that at the Governance meeting she made a comment and wanted to bring it to the full board. Ms. Rougeux asked to Board to refer to page 5 under section 4.7 number 2 last sentence. "For the hiring and termination of senior management positions such as General Counsel and Chief Fiscal Officer/Treasurer, the Executive Director shall seek the advice of the Board". Ms. Rougeux stated that the word consent of the Board should remain because when you look at the General Counsel section it talks about the Board having General Counsel under the general supervision of the Board and she feels this gives the Board a higher position. Ms. Rougeux feels the Board should have consent for the General Counsel position. Dr. DeSiato stated she is not aware of any Board where the General Counsel does not serve the Board, they have dual roles it serves the Board as well as management. Mr. R. John Clark stated that in the General Counsel position he tried to make a distinction between General Counsel Employee, Agent and Officer of the Authority vs. a private law firm that has no authority to do anything but advise. Ms. Scruton explained that there was discussion in the Governance meeting and this should be changed, the Board was in agreement.

- **Resolution #16 – Resolution Approving Submission of Annual Reports for Fiscal Year 2014/15 as Required by the New York State Public Authorities Law** was moved by Dr. DeSiato and seconded by Ms. Scruton and was unanimously approved.

The resolution was presented by Chair Fisher
There was no further discussion regarding the resolution.
The resolution was adopted: 9 ayes, 0 nays

- **Resolution #17 – Resolution Approving Amendments to Procurement Policy for the Syracuse Regional Airport Authority** was moved by Mr. Mannion and seconded by Ms. Rougeux and was unanimously approved

The resolution was presented by Mr. Amond

Mr. Amond explained the main change was to clean-up the language of the sole source exception to competitive bidding and RFP process. Mr. Amond clarified that the proposed revision has been reviewed and approved by legal counsel and the Finance Committee. Dr. DeSiato asked how the public will know that this is competitive and not just granted. Mr. Amond informed the Board that under this provision there is a provision that requires in any instance that this exception is invoked either the Executive Director or the CFO must explain rationale for it, document it, and keep it on file, and at the request of the Board produce a report of the times when this exception was in effect. Ms. Rougeux asked how will the Board be informed and also questioned the fact about keeping the documentation on file for only one year. Ms. Callahan stated we can change to whatever the Board agrees to. Mr. Fisher indicated whatever the state retention policy is we must abide by. Chair Fisher inquired about the statement that the Board could request information later but not knowing about it prior to. After discussion among the Board it was agreed upon and Chair Fisher made a motion to amend the change indicating the Finance Committee would receive notification five business days in advance and documentation could be requested if necessary. The motion was approved by Dr. DeSiato and seconded by Ms. Rougeux. Mr. John Clark also clarified that the retention period will be the corresponding record period, not the one year.

There was no further discussion regarding the resolution.

The resolution was adopted: 9 ayes, 0 nays

- **Resolution #18 – Resolution Authorizing the Creation of the Position of Security and Terminal Operations Director for the Syracuse Regional Airport Authority** was moved by Ms. Scruton and seconded by Dr. Chin and was unanimously approved

The resolution was presented by Ms. Callahan

Dr. DeSiato asked who currently holds this position. Ms. Callahan commented that this is a brand new position. Ms. Scruton asked who this individual would report to. Ms. Callahan answered that they would report to her. Ms. Rougeux asked about the budget for this position and Ms. Callahan indicated that we would not be filling this position until after the first of the year, we have enough in the budget since there are vacancies that are not filled. Ms. Callahan stated when the new budget is presented these positions if approved will be on the Authority's roster and fully budgeted for. Ms. Callahan clarified that this also pertains to the next position that is being presented to the Board.

There was no further discussion regarding the resolution.

The resolution was adopted: 9 ayes, 0 nays

- **Resolution #19 – Resolution Authorizing the Creation of the Position of Airfield Operations Director for the Syracuse Regional Airport Authority** was moved by Ms. Scruton and seconded by Dr. Chin and was unanimously approved

The resolution was presented by Ms. Callahan
Ms. Callahan explained that once that all the city employees are moved over to the Authority this position will be filled by the Deputy Commissioner.

There was no further discussion regarding the resolution.
The resolution was adopted: 9 ayes, 0 nays

- **Resolution #20 – Resolution Authorizing the Creation of the Position of Assistant Aviation Project Officer (Part-Time) for the Syracuse Regional Airport Authority** was moved by Ms. Scruton and seconded by Dr. Chin and was unanimously approved

The resolution was presented by Ms. Callahan
Ms. Callahan explained with changes in staffing and retirements we discovered a need to create this part time position. This position would be for someone who has history with the airport and specifically understands the various projects. This individual will work with our Project Officer and assist him with overseeing and managing the capital improvement projects. Dr. DeSiato asked for clarification about being a staff member vs. being a construction management firm. Ms. Callahan indicated we have always relied on our construction managers to represent the airport, we created the Project Officer position because we wanted to have a representative from the Authority working with the contractors and consultants to represent the Authority's interest during the construction projects. Mr. Johnson commented that the job experience is a lot for just a 20 hour a week position. Ms. Callahan indicated that management knows of some people that meet the requirements. Ms. Rougeux stated that this position may be difficult to fill in the future as individuals leave. Mr. Amond commented that this position may not have to be filled at every point in time, right now we see a need for it given the transition issues in personnel, we may just need the position for 2 or 3 years and then it may be vacant until the need arises. Ms. Callahan stated we have some big projects scheduled in the next 2-3 years that we see the need for this position. Chair Fisher informed the Board that these positions have gone through the Human Resource Committee for consideration and are being presented to the Board for recommendation. Mr. Johnson again expressed his concern regarding the experience level that is presented for a part- time position. Ms. Rougeux was also concerned.

There was no further discussion regarding the resolution.
The resolution was adopted: 9 ayes, 0 nays

Executive Director's Report

- **Presentation of Strategic Plan**
Ms. Callahan and Mr. Amond presented the Strategic Plan and asked that all questions and comments be made at the end.

Ms. Scruton commented this was a great job, she stated there were a few spots where we refer to reaching out to the community and wanted to stress that if the Regional Advisory

Board could hold at least one focus group, this would be a great way to invite the public in their role. Dr. Chin stated it is a great starting point, some of the critical requirements that we have are because of the FAA, but he would like to know looking at the future why would we continue to be important in the community? Dr. Chin stated he does not have an answer for this, particularly given the growth of unmanned vehicles, further economic development, why does this community need this airport and what are the critical capabilities we need to establish now while we look a number of years ahead. Dr. Chin stated he likes this kind of analysis (it's all important for current operations) but he would like a little bit of how we relate to the community. Ms. Callahan indicated that the goal is to get feedback from the Board and will be provided updates as progress is being made. Mr. Johnson referred to the long term goal of negotiating transfers and deeds. He does not see this as long term, he sees it as immediate, for the reason if we go borrow money we will need clear title of the land we are borrowing against. Ms. Rougeux commented about there not being a lot about business development. Ms. Callahan indicated that some of that fell under number five in the Passenger Experience. Mr. Amond commented that some categories could have fallen into more than one area. Mr. Simmons said this is a good beginning. Mayor Quill asked about the performance evaluation and handbook and how it is being presented to employees. Ms. Callahan indicated that the Authority employees are all familiar with it and the City employees that will be brought over work under collective bargaining agreements. Ms. Rougeux asked if City employees had access to the Authority Employee Handbook. Ms. Callahan stated we would give them a copy if they ask for it. Mayor Quill stated the more information employees could receive up front would be better so they are fully informed.

Ms. Callahan stated that all comments and feedback will be taken back and some changes made to the document, Rather than bring it back to the Board as a full Strategic Plan we will start to break it out into areas of goals, some may come back to the Board and others may be addressed to the committees.

Mr. Simmons left the meeting at 2:08.

Standing Committee Reports/Supporting Materials/Correspondence

Chair Fisher asked the Board if anyone had any discussion regarding this agenda item. No one had anything further to discuss.

Old Business

Chair Fisher motioned to go into executive session to discuss matters pertaining to negotiation of collective bargaining agreements, the financial credit and employment history of a particular persons or corporations, matters leading to the appointment employment or discipline of a particular place or corporation and the proposed lease of real property by the Authority. The motion was approved by Ms. Scruton and seconded by Mayor Quill. Board members, Ms.

Callahan, Mr. Amond, Mr. R. John Clark and attorney Mr. Tim Frateschi went into executive session at 2:13 p.m.

Mr. Mannion, Dr. DeSiato, Irene Scruton, Mayor Quill, Ms. Rougeux, left the meeting during executive session.

Executive session ended at 3:36 p.m. No action was taken.

Adjournment

A motion was made by Mr. Johnson and seconded by Dr. Chin to adjourn the meeting.

The motion was approved: 3 ayes, 0 nays

The meeting was adjourned at 3:36 p.m.

DRAFT