

SYRACUSE REGIONAL AIRPORT AUTHORITY

SYRACUSE HANCOCK INTERNATIONAL AIRPORT
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**Syracuse Regional Airport Authority
Special Meeting Agenda
Friday, January 11, 2019
Noon – 1:30 p.m.
Syracuse Hancock International Airport
Board Room**

1. Roll Call (2 Minutes)
2. **Reading and Approval of Minutes from the December 7, 2018 Regular Meeting (2 Min)**
3. New Business
 - Executive Director transition planning
 - **Resolution regarding the resignation of Executive Director Christina Callahan pursuant to the terms of her employment agreement with the authority**
 - **Resolution conditionally appointing Interim Executive Director pending completion of executive search process and filling of position**
 - **Resolution authorizing engagement of Steve Baldwin Associates to conduct search for candidates to fill Executive Director position**
4. Adjournment

Bold = materials available

The mission of the Syracuse Regional Airport Authority is to provide safe, secure, efficient and low-cost air transportation service to the 12-county region that Syracuse Hancock International Airport currently serves. The Authority seeks to stimulate air service, economic development, trade and tourism by focusing on the shared goals of its stakeholders: more service to more destinations, lower operating costs and increased non-aeronautical revenue. The Authority recognizes that the Syracuse Hancock International Airport is a gateway to the central New York region and beyond and seeks to optimize customer service and exceed customer expectations with continuous improvements to the terminal building and public-use facilities.

Minutes of the Regular Meeting of the Syracuse Regional Airport Authority

December 7, 2018

Pursuant to notice duly given and posted, the regular board meeting of the Syracuse Regional Airport Authority was called to order on Friday, December 7, 2018 at 11:10 a.m. in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport by Chair, Mr. Patrick Mannion.

Members Present:

Mr. Patrick Mannion-Chair
Mr. Khalid Bey
Dr. Shiu-Kai Chin (departed at 12:05p.m.)
Dr. Donna DeSiato
Mr. Bill Fisher
Ms. Jo Anne Gagliano
Mr. Ken Kinsey
Mr. Michael Lazar
Mr. Mark Nicotra
Mr. Michael Quill

Members Absent:

Mr. John B. Johnson, Jr.

Also Present:

Ms. Christina Callahan
Mr. Trent Amond
Mr. John Carni
Ms. Joanne Clancy
Ms. Debi Marshall
Ms. Cheryl Herzog
Ms. Linda Ryan
Ms. Jennifer Sweetland
Mr. John Herne
Mr. R. John Clark
Mr. Mark Venesky
Mr. Damian Ulatowski
Mr. Morris Sorbello

Roll Call

As noted, all Board members were present, except Mr. John B. Johnson.

Mr. Patrick Mannion, Chair

Chair Mannion started by welcoming everyone to the regular scheduled Regular Meeting of the Board at 11:10 a.m.

Reading and Approval of the Minutes

Having no objections or additions to the minutes, a motion was made by Mr. Nicotra and seconded by Mr. Quill and was unanimously approved to accept the minutes from the November 9, 2018 Regular board meeting.

The motion was approved: 11 ayes, 0 nays, 0 abstain

Executive Session

Chair Mannion made a motion to go into executive session to discuss a variety of matters pertaining to: (1) proposed, pending or current litigation; (2) the financial, credit and employment history of particular persons or corporations; and (3) a proposed lease of real property by the Authority. The motion was approved by Dr. DeSiato and seconded by Dr. Chin. Board members went into executive session at 11:11 a.m.

The motion was approved: 10 ayes, 0 nays, 0 abstain

Executive session ended at 12:05 p.m. No action was taken.

New Business

Resolution authorizing long term lease of the Fixed Base Operations facility with Signature Flight Support

Chair Mannion noted that more information is being gathered and will be returned to the agenda for the February, 2019 meeting.

Resolution establishing standard workdays as required by the NYS Retirement System

Executive Director Callahan and Ms. Debi Marshall, Human Resources Manager explained the requirement by New York State Retirement System to state the number of hours for each job title and report it including going forward for each new position.

There was no further discussion regarding the resolution.

A motion was made by Mr. Fischer and seconded by Mr. Nicotra to approve this resolution.

The resolution was adopted: 9 ayes, 0 nays, 0 abstain

Committee Reports

Mr. Fischer noted that the Finance Committee meeting report minutes from November 9, 2018 were in the packet and representative of the meeting. No other committee reports were given.

Chair Mannion

Discussing his departure from his term on the board, Chair Mannion relayed his history with the Authority, the hiring process of the Executive Director and the period of time that the Chair has spent with Mr. Fischer and the other past and present board members that have become good friends and mentors to him. Chair Mannion noted major successes in the past eight years which have been significant for safety, security, snow removal and service. He thanked all that have helped in these accomplishments that have brought the number of non-stop cities that SYR services from 14 to a record number of 24. SYR will end 2018 within 100,000 of the highest enplanement numbers ever during a year of major construction and the concession numbers are higher than they have ever been. The ground transportation program has been transformed with the additions of the taxi licensing program, Uber and Lyft and all are providing the best service that has ever been available as options for the passengers. Chair Mannion went on to thank Mayor Minor for pressing the legislation to create this airport authority, and the County Executive for Mr. Fischer's appointment and his and the board members dedication and support. He also thanked Executive Director Callahan and the SRAA staff and welcomes and congratulates Jo Anne Gagliano, the new Chair of the Board.

Adjournment

Having no other topics brought to the board, a motion was made by Mr. Nicotra and seconded by Dr. DeSiato to adjourn the meeting.

The motion was approved: 9 ayes, 0 nays, 0 abstain

The meeting was adjourned at 12:15 p.m.

**RESOLUTION REGARDING THE RESIGNATION OF EXECUTIVE
DIRECTOR CHRISTINA CALLAHAN PURSUANT TO THE TERMS
OF HER EMPLOYMENT AGREEMENT WITH THE AUTHORITY**

WHEREAS, the Syracuse Regional Airport Authority (the "Authority") is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the "Enabling Act") and Article 8, Title 34 of the New York Public Authorities Law, as amended; and

WHEREAS, the Enabling Act authorizes the Authority to enter into agreements in furtherance of the accomplishment of its corporate purposes, and to appoint such officers, employees and agents as the Authority may require for the performance of its duties; and

WHEREAS, the Authority entered into a five (5) year Employment Agreement with Christina Callahan to continue employment as its Executive Director effective January 1, 2018; and

WHEREAS, Ms. Callahan, by letter dated December 31, 2018, provided the Chair of the Authority with notice of her intent to resign and terminate her employment pursuant to Section 6(d) of the Employment Agreement in order to pursue other opportunities, effective not later than the conclusion of the required ninety (90) day notice period; and

WHEREAS, Section 6(d) of the Employment Agreement allows the Authority, in its sole discretion, to advance the effective date of the termination of the Executive Director's employment; and

WHEREAS, Ms. Callahan has requested the Authority exercise its discretion to advance the effective date of her resignation to February 15, 2019,

NOW, THEREFORE, BE IT RESOLVED, that the Board of the Syracuse Regional Airport Authority hereby accepts Christina Callahan's resignation as Executive Director and exercises its authority under the Employment Agreement to advance the effective date of the termination of her employment to February 15, 2019.

RESOLUTION ADOPTED

DATE: **January ____ , 2019**

VOTE: *Ayes* ____ *Nays* ____ *Abstentions* ____

SIGNED: _____
Secretary

Resolution No. ____ 2019

**RESOLUTION CONDITIONALLY APPOINTING INTERIM EXECUTIVE DIRECTOR
PENDING COMPLETION OF EXECUTIVE SEARCH PROCESS AND FILLING OF
POSITION**

WHEREAS, the Syracuse Regional Airport Authority (the "Authority") is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 and Article 8, Title 34 of the New York Public Authorities Law, as amended (collectively the "Enabling Act"); and

WHEREAS, Section 2799-ggg (12) & (14) of the Enabling Act authorizes the Authority to appoint such officers, employees and agents as the Authority may require for the performance of its duties, and to fix and determine their qualifications, duties and compensation and to make plans, surveys, and studies necessary, convenient or desirable to the effectuation of the purposes and powers of the Authority and to prepare recommendations in regard thereto; and

WHEREAS, by written notice to the Chair of the Board dated December 31, 2018 (the "Notice") the Authority's current Executive Director has advised that she has accepted an offer of employment with the Port Authority of New York & New Jersey and that she will be leaving the Authority no later than March 31, 2019; and

WHEREAS, as a result of the Notice, the Chair of the Authority Board called a special meeting of the Board for January 11, 2019 to discuss the process and next steps for filling the Executive Director position and interim management of the Authority and operation of the Syracuse Hancock International Airport in the event the Executive Director position is not filled prior to the departure of the current Executive Director; and

WHEREAS, the Authority is in the process of engaging a consultant to assist it in the process of recruiting qualified candidates to consider to fill the position of Executive Director; and

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WHEREAS, the Authority's current Director of Operations, John Carni, was previously the Deputy Commissioner of Aviation for the City of Syracuse and is well versed in the operation of the Airport as well as Authority management.

NOW, THEREFORE, after due deliberation having been had thereon, it is hereby

RESOLVED, by the Board of the Syracuse Regional Airport Authority that the Board hereby appoints John Carni as Interim Executive Director of the Authority in the event the executive search process is not completed and/or position filled prior to the departure of the current Executive director.

Resolution Adopted Date: January __, 2019.

Vote: Ayes ____ Nays: ____ Abstentions: ____.

Signed: _____.
Secretary

Resolution No. ____ 2019

RESOLUTION AUTHORIZING ENGAGEMENT OF STEVE BALDWIN ASSOCIATES TO CONDUCT SEARCH FOR CANDIDATES TO FILL EXECUTIVE DIRECTOR POSITION

WHEREAS, the Syracuse Regional Airport Authority (the "Authority") is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 and Article 8, Title 34 of the New York Public Authorities Law, as amended (collectively the "Enabling Act"); and

WHEREAS, Section 2799-ggg (12) & (14) of the Enabling Act authorizes the Authority to appoint such officers, employees and agents as the Authority may require for the performance of its duties, and to fix and determine their qualifications, duties and compensation and to make plans, surveys, and studies necessary, convenient or desirable to the effectuation of the purposes and powers of the Authority and to prepare recommendations in regard thereto; and

WHEREAS, by written notice to the Chair of the Board dated December 31, 2018 (the "Notice") the Authority's Executive Director has advised that she has accepted an offer of employment with the Port Authority of New York & New Jersey and that she will be leaving the Authority no later than March 31, 2019; and

WHEREAS, as a result of the Notice, the Chair of the Authority Board called a special meeting of the Board for January 11, 2019 to discuss the process and next steps for filling the Executive Director position; and

WHEREAS, the Authority wishes to conduct a comprehensive search to identify the best qualified candidates to consider for the position of Executive Director of the Authority and it is important that the Authority identify such candidates as soon as is reasonably possible; and

WHEREAS, pursuant to the Best Interests Exception to the Authority's Procurement Policy the Executive Director has requested that the Finance Committee authorize the

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engagement of Steve Baldwin Associates (“SBA”) for recruitment of candidates to fill the Executive Director position as described in a recruitment services proposal received from SBA dated January 4, 2019 (the “Proposal”); and

WHEREAS, the Authority has previously utilized SBA on several occasions to assist it in various aviation related matters which include among others, airport staffing and other aviation consulting related matters; and

WHEREAS, a majority of the Finance Committee has recommended engaging SBA pursuant to the Proposal and based upon the Authority’s prior experience with SBA; SBA’s reputation in the aviation industry; and SBA’s familiarity with the Authority and its operation of the Syracuse Hancock International Airport, SBA is well qualified to conduct a search for qualified candidates to fill the position of Executive Director within the desired timeframe.

NOW, THEREFORE, after due deliberation having been had thereon, it is hereby

RESOLVED, by the Board of the Syracuse Regional Airport Authority that the Board hereby authorizes the engagement of Steve Baldwin Associates pursuant to its Proposal dated January 4, 2019.

Resolution Adopted Date: January __, 2019.

Vote: Ayes ____ Nays: ____ Abstentions: ____.

**Signed: _____
Secretary**



January 4, 2019

Ms. Christina Callahan
Executive Director
&
Mr. Michael J. Lazar
Chair, Human Resources Committee
Syracuse Hancock International Airport
1000 Col. Eileen Collins Blvd.
Syracuse, NY 13212

Re: Recruitment Services – Executive Director/Chief Executive Officer

Dear Ms. Callahan and Mr. Lazar:

Thank you for the opportunity to serve the Syracuse Regional Airport Authority (“SRAA”) and the Syracuse Hancock International Airport (“Airport” or “SYR”) regarding professional executive recruitment services.

This letter formalizes our submission to provide professional airport management support, particularly with regard to: A) providing the SRAA management support services during the recruitment and transition of a new Executive Director/CEO for the Airport; B.) the CEO recruitment itself; and C.) post-recruitment services for both the SRAA and selected candidate in order to assure a smooth and orderly transition into this important position.

Given our successful professional level of services at SYR including our role and familiarity in the creation and operation of the SRAA—as well as our superior knowledge of the aviation industry and the airport leaders within it—we are confident that our firm is the best candidate to undertake this unique and important assignment. Below we summarize the key advantages of choosing our firm to assist the Authority from the outset:

- Our undisputed expert knowledge of the aviation industry and key players within it,
- Our exceptional knowledge and understanding of SYR and the surrounding business community,
- Our distinct familiarity with the Authority Board of Directors,
- Our familiarity with the professional attributes and skillsets of the members of the Airport’s management team,
- As a New York based firm, our familiarity with aviation interests and airport authority practices throughout New York State,
- Our knowledge of and personal access to the best candidates in the industry for this position,
- Our successful completion of similar management-level searches for comparable airports, and
- Our strong history of accomplishments on our other projects together.

We are poised in our ability to serve you well and believe that no other firm has all of these unique qualifications and understanding of your Airport’s needs.

Scope of Work and Tasks

For the immediate task at hand, Steven Baldwin Associates proposes to provide professional recruitment services for SRAA's Executive Director/CEO position, as follows:

Task 1: Confirmation of Needs Assessment

Given that SBA is already familiar with the parameters of the Airport's needs, we will meet with the Airport Management, Selection Committee, and Manager of Human Resources to formulate, revisit, and confirm the final criteria for candidate selection, industry background, and position specifics. Also, as desired by SRAA, SBA will review and revise the current job description; or, if required, SBA will prepare, to the satisfaction of the Selection Committee, a new description of the position regarding the candidate's required qualifications, experience, and duties. As a point of interest, SBA already possesses the current SYR description for this position in its files. In addition to confirming the position duty requirements, we will also provide the Board guidance with regard to the future candidate's range for salary and compensation.

Task 2: Solicitation Brochure and Position Announcement Distribution

Based on the information gathered in Task 1, SBA will develop a solicitation brochure describing the position and requirements for candidates. Once approved by the Authority, SBA will distribute the brochure through various industry channels, including our newsletter list, reaching well over 2,500 industry insiders overall. SBA will also advertise the position announcement on AAAE, ACI-NA, and various airport associations such as the New York State Aviation Management Association, among other relevant agencies. Casting a broad net is purposely intended to generate buzz in the industry regarding this opportunity while at the same time further feeding into professional recruiting activities identified in Task 3 below.

Task 3: Identifying Candidates

In addition to the services and activities of Task 2, SBA will conduct a concurrent confidential, one-on-one search based on our firm's personal contacts as well as conduct research on the best qualified candidates for the assignment. We will directly contact potential candidates with regard to their interest, and we will interview and meet with them as needed, especially when they present themselves as strong, interested candidates.

Sub tasks also include reviewing applicants' social media and other internet/electronic/digital footprints, as well as gathering further data on applicants via a candidate questionnaire featuring targeted questions for the position and/or a candidate's specific background. Please note, however, as part of our recruitment and vetting process, we traditionally do not request candidates to submit video recordings regarding questionnaire content or pre-screening interview questions. We have found that candidate feedback to "table top" video requirements are overwhelmingly negative and many of the best candidates will not participate in recruitment processes that feature this component, particularly for a position at this level. Instead, we take pride in assessing and vetting candidates via proven recruitment processes including one-on-one contact and a thorough vetting of references, former employers, and colleagues, as well as professional industry activities.

Task 4: Ranking Candidates

SBA will catalogue all identified viable candidates and upload their information to a confidential shared drive accessible by the Selection Committee. SBA will provide an initial ranking of applicants and will make a recommendation regarding short-list interviews. We will also vet references and conduct background checks on all finalized short-list candidates.

Task 5: Interviewing Candidates

Upon concurrence with the Selection Committee, SBA will contact candidates from the short-list and arrange on-site interviews. SBA will prepare questions to be asked of each interviewee based on their resume, background, and experience, as well as pertinent information gleaned during the vetting process.

Task 6: Evaluating Short-List Candidates

SBA will prepare a post-interview evaluation matrix and conduct a meeting with selection committee stakeholders to review the strengths and weaknesses of each interviewed candidate. Any questions that are raised will be addressed by SBA, and if additional research is necessary, it will be performed. Our goal will be to bring to the table all the useful information that will allow the Selection Committee to come to a unanimous decision on its own accord.

Additionally, prior to any official meeting of the full-board, SBA will facilitate an opportunity for every member of the Board to meet the preferred candidate during an informal one-on-one meeting for personal introductions and interaction.

Task 7: Negotiating Acceptance of Job Offer

In conjunction with the Selection Committee, SBA will craft an offer of employment letter; define the contents of the employment package; prepare, in concert with SRAA's legal counsel, an employment agreement if one will be required, and present it to the final candidate. Once an offer has been accepted by the successful candidate, SBA will assist with all actions necessary to employ the candidate, including but not limited to negotiating final terms of employment, salary, and benefits. Friendly assistance regarding housing and relocation advice will be offered by SBA, as needed, in order for the candidate and their family to experience a smooth, professional transition to the area, assuming that the candidate is from outside of the area.

Project Team

The proposed **Project Director** for this executive search is **Mr. Steven Baldwin**. Mr. Baldwin is President/CEO of the firm and has provided airport consulting services to more than 100 airports throughout North America. Given his knowledge of the industry and its key players, his insight into the needs for the position, and his previous leadership roles on other SYR projects and similar recruitment projects at other airports, he is perfectly suited to direct the assignment.

The proposed day-to-day **Task Manager** for this project is **Ms. Penny Perkins**. Ms. Perkins, a long-time senior associate at the firm, brings more than 30 years of a diverse business career to the project. Ms. Perkins has experience with and knowledge of SYR's needs and operations, and she has assisted Mr. Baldwin in several other successful recruitment projects for SBA clients.

Mr. Baldwin's role shall be to 1) interact with the H.R. Committee and overall Board of Directors, 2) offer hands-on assistance with the identification of qualified candidates, and 3) personally prepare each candidate slated to be interviewed as well as attend the interviews.

Ms. Perkin's role shall be to work with SYR's Human Resources Manager, Debi Marshall, in all support tasks including job descriptions, solicitation brochure, placing job announcements, collecting and reviewing applications, and arranging logistics for meetings, interviews, etc.

Services Fee

Our traditional fee for CEO recruitment services is based on a fee of 33% of the candidate's first year compensation. However, in consideration of our long-standing professional relationship, our proposed fee for one-time direct recruitment services for this position shall be 25% of the successful candidate's first year compensation offer, including any sign-on or similar incentive/bonus; however with the total fee not to exceed \$35,000, plus expenses.

The recruitment fee shall be paid as follows:

- A.) \$10,000 upon notice of acceptance of this proposal.
- B.) The remaining fee, based on the final offer, is due upon the candidate reporting to duty.

Other Items:

- **Satisfaction is guaranteed.** Satisfaction guaranteed with regard to recruiting services means: if a selected candidate leaves SRAA employment in less than one year, and provided SBA has been paid in full for the initial recruitment, SBA will perform the replacement recruitment at no charge other than any out-of-pocket expenses incurred.
- **Expense reimbursement for this recruitment.** We have assumed up to four on-site meetings for this recruitment, for which the labor time is included in our proposed fee. In the event additional on-site meetings are deemed necessary or desirable, they will be billed in addition to the proposed fee and based on our current hourly rates on a time and materials basis, and with a minimum charge of four hours per day in which meetings occur.

Schedule

SBA will begin this project immediately upon notice to proceed. We have the resources and the in-depth knowledge of SRAA's needs as well as industry best practices for recruitment services that allow us to "hit the ground running" for this project. We are a strong, vested business partner of the Airport's and we understand the needs of this project.

We also understand the SRAA's standing meetings schedule. At this juncture, provided we are given an immediate notice to proceed, our goal will be to have identified and vetted a viable candidate in time for SRAA's March 15, 2018 meeting.

In conclusion, we hope that this proposal meets your approval. Should you have any questions, please feel free to call me.

On behalf of the firm, I would like to thank you for your continued confidence in our services and for considering us for this important assignment.

Sincerely,

STEVEN BALDWIN ASSOCIATES, LLC



Steven T. Baldwin
President/CEO

Approved By: _____ Date: _____

Name:

Title:

cc. P. Perkins