



**ALBANY PORT DISTRICT COMMISSION
GOVERNANCE COMMITTEE**

NOVEMBER 18, 2020

12:00 P.M.

Pursuant to the Governor's Executive Order No. 202.1, issued March 12, 2020, Article 7 of the Public Officers Law related to public body meetings is suspended and the November 18, 2020, Governance Committee meeting will be held remotely. Commissioners and APDC staff are authorized to attend the meeting by conference call. Specified APDC staff will meet in person to facilitate the meeting. In accordance with the Executive Order the meeting will be available for public viewing via on-line live video transmission and recorded, as public in-person access to the meeting is not permitted.

AGENDA

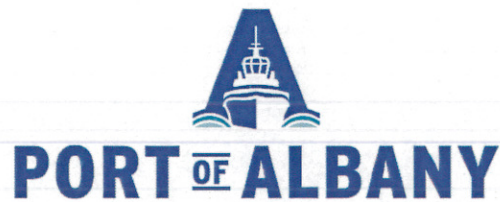
- 1) Approval of Minutes from the January 22, 2020 Governance Committee Meeting (Attached)**
- 2) Review of the Committee Charter (Attached)**
- 3) Proposed 2021 Meeting Dates (Attached)**
- 4) Recommendations for 2021 committee assignments**
- 5) Enter Executive Session¹**
- 6) Exit Executive Session**
- 7) Next Meeting: January 20, 2021**

¹ Only if necessary (and if approved by a majority vote of the Commission), to discuss

- a. matters which will imperil the public safety if disclosed;
- b. any matter which may disclose the identity of a law enforcement agent or informer;
- c. information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
- d. discussions regarding proposed, pending or current litigation;
- e. collective negotiations pursuant to article fourteen of the civil service law;

- f. the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation;
- g. the preparation, grading or administration of examinations; and
- h. the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.

DRAFT



ALBANY PORT DISTRICT COMMISSION
MINUTES OF THE
GOVERNANCE COMMITTEE MEETING
January 22, 2020

Chairperson Steffens called the meeting to order. In attendance were Commissioners Cinquanti and Coffey. Also present were CEO Hendrick, General Counsel Jordan, Economic Development and Procurement Director Daly, CFO Stuto, Director of Security Williams, Deputy Director of Security Teller and FMT General Manager Bill Ring.

Chairperson Steffens introduced the minutes of the November 20, 2019 Committee meeting. No changes were made to the minutes. Commissioner Steffens called for a motion to approve the minutes of said meeting. A motion was made by Commissioner Coffey, seconded by Commissioner Cinquanti and passed unanimously.

2020 NOMINATION OF APDC OFFICERS

The Committee discussed the 2020 APDC Officer positions. With the addition of Commissioner Cinquanti to the Board the members discussed appointing him to the position of Assistant Secretary with the other officer positions remaining unchanged. The Governance Committee recommended that the slate of officers as discussed be approved at the regular Commission meeting.

ANNUAL POLICY REVIEW

Counsel Jordan informed the Board that management is not recommending any changes to the Commission's policies at this time with the exception of the Personnel Handbook. Staff will be working with an outside firm who will assist in the review of the Handbook. Counsel Jordan informed the Board that all employees have completed the sexual harassment training recently adopted by the Board.

OVERVIEW OF CONFLICT OF INTEREST DECLARATIONS

Counsel Jordan informed the Commissioners that the Conflict of Interest declarations have been received from Commissioners and staff and there were no conflicts reported. The declarations will remain on file for review.

REVIEW SUMMARY RESULTS OF CONFIDENTIAL EVALUATION OF BOARD PERFORMANCE FOR 2018

Counsel Jordan shared with the Board the results of the Confidential Evaluations of Board Performance. The conclusions marked an improvement over the previous year. These results will be filed with the NYS Authorities Budget Office as required. Per Commissioner Coffey the goals and objectives document created by CFO Stuto will be updated quarterly to assist with overall evaluations of Port operations.

OTHER BUSINESS

There was no other business for discussion.

EXECUTIVE SESSION

There were no items for discussion in Executive Session.

Chairperson Steffens called for a motion to adjourn the meeting. A motion was made by Commission Coffey, seconded by Commissioner Cinquanti and passed unanimously. The meeting was adjourned.

ALBANY PORT DISTRICT COMMISSION COMMITTEE CHARTER

Pursuant to the Public Authorities Law, the Albany Port District Commission (the "Port") establishes board committees with responsibilities pursuant to this written charter.

PURPOSE

The purpose of this Committee Charter, and the resulting Committees, are to help improve oversight, accountability, and transparency at the Port, thereby strengthening public confidence in its operations.

STRUCTURE/COMMITTEES

The Port shall have a Governance Committee, Finance Committee and an Audit Committee.

I. The Governance Committee.

A. Purpose.

1. The purpose of the Governance Committee (the "Committee") is to assure that the Port Board fulfills its responsibilities for the promotion of competent, honest and ethical conduct by the Port in all its operations and enhance public confidence in the Port.

B. Composition.

1. The Committee will consist of a minimum of three members, one of whom will be the Committee Chairperson. The Committee members and Chairperson will be designated by the Chairperson of the Port Board. The majority of Committee members shall be "independent" as defined in section 2825 of the Public Authorities Law.
2. In addition to the members, the Chairperson of the Port Board shall be a non-voting member of the Committee.
3. Committee members shall serve annual terms and can be re-appointed or replaced at the end of their term or in other instances, as needed.

C. Meetings.

1. The Committee will meet at least twice a year. All Committee members are expected to attend each meeting, in person or via telephone or videoconference.

2. A majority of voting Committee members must attend in order to constitute a quorum and to hold a valid meeting.

D. Authority.

1. The Committee has the authority to seek any information it requires from staff (or from individuals/entities outside of the APDC), all of whom are directed by the Board to cooperate with the Committee's requests.
2. The Committee has the authority to meet with the Port's staff as necessary.
3. The Port Board shall ensure that the Committee has sufficient resources to carry out its duties.

E. Responsibilities.

1. The Committee shall be primarily responsible for:
 - a. Establishing policies to promote honest and ethical conduct by the Port's directors, officers and employees;
 - b. Keeping the Board informed of "Best Corporate Practices," reviewing corporate governance trends, updating corporate governance principals and advising appointing authorities of the skills and experience required of potential Board Members;
 - c. Reviewing and updating the Port's Code of Ethical Conduct/written policies regarding conflicts of interest;
 - d. Reviewing and updating whistleblower policy;
 - e. Reviewing and updating the Port's written policies regarding procurement of goods and services and the acquisition of real property or interests therein;
 - f. Reviewing and updating the Port's written policies regarding the disposition of real and personal property;
 - g. Reporting on its proceedings at the next full meeting of the Board;
 - h. Reviewing the adequacy of the Committee charter annually; and
 - i. Performing other activities related to this charter as requested by the Board.

**2021 DATES FOR ALBANY PORT DISTRICT
COMMISSION/COMMITTEE MEETINGS**

Date	Board Meeting 12:00 noon or immediately following a committee mtg.	Audit Committee 12:00 noon	Finance Committee 12:00 noon	Governance Committee 12:00 noon
January 20, 2021	X			X
February 17, 2021	X			
March 17, 2021	X	X		
April 21, 2021	X		X	
May 19, 2021	X			
June 16, 2021	X			
July 21, 2021	X		X	
August 18, 2021	X			
September 15, 2021	X		X	
October 20, 2021	X		X	
November 17, 2021	X			X
December 15, 2021	X	X		

ALL MEETINGS HELD IN THE CONFERENCE ROOM OF THE PORT ADMINISTRATION BUILDING,
106 SMITH BOULEVARD, ALBANY, NEW YORK.

Proposed
APDC COMMITTEE MEMBERSHIP
2021

Audit Committee

Michael Cinquanti, Chair
Joseph Coffey, Member
Dominic Tagliento, Member
Georgette Steffens, Ex Officio

Finance Committee

Joseph Coffey, Chair
Michael Cinquanti, Member
Dominic Tagliento, Member
Georgette Steffens, Ex Officio

Governance Committee

Dominic Tagliento, Chair
Michael Cinquanti, Member
Joseph Coffey, Member
Georgette Steffens, Ex Officio