



**ALBANY PORT DISTRICT COMMISSION  
GOVERNANCE COMMITTEE**

**JANUARY 27, 2021**

**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 January 27, 2021, 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 November 18, 2020 Governance Committee Meeting (Attached)**
- 2) 2021 Nomination of APDC Officers**
- 3) Annual Policy Review:**
  - **Code of Ethics**
  - **Extension of Credit Prohibition**
  - **Indemnification**
  - **Personnel Handbook**
  - **Prompt Payment**
  - **Property Disposition**
  - **Property Acquisition**
  - **Procurement Policy**
  - **Sexual Harassment**
  - **Whistleblower**
- 4) Overview of Conflict of Interest Declarations**

- 5) **Review Summary Results of Confidential Evaluation of Board Performance for 2020**
- 6) **Enter Executive Session<sup>1</sup>**
- 7) **Exit Executive Session**
- 8) **Next Meeting: November 17, 2021**

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<sup>1</sup> 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.



ALBANY PORT DISTRICT COMMISSION  
MINUTES OF THE  
GOVERNANCE COMMITTEE MEETING  
NOVEMBER 18, 2020

Due to the pandemic the November 18, 2020 Governance Committee meeting was held remotely pursuant to the Governor's Executive Order No. 202.1, issued March 12, 2020, which suspended Article 7 of the Public Officers Law related to public body meetings. Prior to the meeting being called to order General Counsel Jordan noted that the meeting was being recorded and transmitted via on-line video. Chairperson Tagliento called the meeting to order. In attendance were Commissioners Cinquanti, Coffey and Steffens. Also present were CEO Hendrick, General Counsel Jordan, Economic Development and Procurement Director Daly, CFO Stuto, Maritime Business Development Manager Vasil, Director of Security Williams, Deputy Director of Security Teller and Administrative Assistant DiLillo. Also joining the meeting was Lissa D'Aquanni from MVP Results.

Chairperson Tagliento introduced the minutes of the January 20, 2020 Committee meeting. No changes were made to the minutes. Commissioner Tagliento called for a motion to approve the minutes of said meeting. A motion was made by Commissioner Steffens, seconded by Commissioner Coffey and passed unanimously.

**REVIEW OF COMMITTEE CHARTER**

Counsel Jordan informed the Committee that management recommends no changes to the Committee Charter relating to the Governance Committee. The Governance Committee concurred with management's recommendation.



**PROPOSED 2021 MEETING DATES**

Counsel Jordan presented a proposed schedule for the 2021 APDC Board and Committee meetings. After review, the Committee accepted the schedule as presented.

**RECOMMENDATIONS FOR THE 2021 COMMITTEE ASSIGNMENTS**

Counsel Jordan presented and reviewed with the Committee the proposed APDC committees membership for 2021. After some discussion, Counsel Jordan stated that a resolution for the 2021 APDC committees membership will be presented for approval at the December 14<sup>th</sup> Board meeting.

Counsel Jordan mentioned to the Board that within the next few weeks he will be emailing the Board members the Evaluations of the Board's Performance and the Conflict of Interest Declarations to the Board and staff for review and completion.

**OTHER BUSINESS**

There was no other business for discussion.

**EXECUTIVE SESSION**

There were no items for discussion in Executive Session.

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



## Resolution 2-2021

### Proposed changes to the APDC Personnel Handbook

As part of the annual review of APDC policies, an outline of the recommended changes to the APDC Personnel Handbook are listed below:

#### **Throughout the Personnel Handbook:**

1. General Manager has been changed to Chief Executive Officer. This update reflects the title change previously approved.
2. Maintenance Manager has been changed to Director of Operations and Facilities. This update reflects the title change previously approved.
3. General Manager or his/her designee has been changed to Human Resources.

**Section 1.0 (Equal Employment Opportunity):** Change to language to include all protected classes.

**Section 1.1 (Internal Complaint Procedure):** Clarification to complaint procedure.

**Section 1.2 (Harassment):** Currently, this section references an area relating to Sexual Harassment. The update refers employees to reference a separate APDC Sexual Harassment Policy.

**Section 2.3 (Employee Classification):** Addition of worker classification.

**Section 2.4 (Work Week):** Updated to reflect that exempt and non-exempt commission employees work 37.5-40 hours per week.

**Section 2.6 (Overtime):** Numbers 2 thru 4 have been eliminated and are covered under Section 3.2.

**Section 3.2 (Holidays):** Addition of Juneteenth Day (June 19<sup>th</sup>).

**Section 3.3 (Vacation Leave):** Adjustment to accrued time for full-time exempt employees.

**Section 3.4 (Sick Leave):** Addition of worker classification, adjustment to the maximum amount of credits to accumulate and clarification relating to sick abuse and medical verification requirements.

**Section 3.7 (Bereavement):** Addition of grandparent to list of family members.

**Section 3.10 (Family Medical Leave Act):** Updated with NYS law in addition to federal law.

**Section 4.0 (Benefits):** Clarifying that insurance coverage opt-out payments are annual.

**Section 5.9 (Reimbursement):** Amending timeframe of reports submissions from 5 days to 2 weeks of an employee returning from travel.

**Section 6.2 (Voluntary Termination):** Added language in relation to Directors and Senior Management providing a one-month notification prior to leaving employment.

**Section 6.6 (Retirement):** Changed notification of retirement from six months to three months.

**Section 6.7 (Health Insurance Benefits for Retirees):** Omitted last paragraph relating to COBRA benefits for a retired employee's dependents