



**ALBANY PORT DISTRICT COMMISSION
GOVERNANCE COMMITTEE**

FEBRUARY 17, 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 February 17, 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 January 27, 2021 Governance Committee Meeting (Attached)**
- 2) Annual Policy Review:**
 - Code of Ethics
 - Extension of Credit Prohibition
 - Indemnification
 - Personnel Handbook
 - Prompt Payment
 - Property Disposition
 - Property Acquisition
 - Procurement Policy
 - Sexual Harassment
 - Whistleblower
- 3) Enter Executive Session¹**
- 4) Exit Executive Session**
- 5) Next Meeting: November 17, 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.

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ALBANY PORT DISTRICT COMMISSION
MINUTES OF THE
GOVERNANCE COMMITTEE MEETING
JANUARY 27, 2021

Due to the pandemic the January 27, 2021 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 Steffens, Cinquanti and Coffey. 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.

Chairperson Tagliento introduced and motioned to approve the minutes of the November 18, 2020 Committee meeting as presented, seconded by Commissioner Steffens and passed unanimously.

2021 NOMINATION OF APDC OFFICERS

Counsel Jordan presented the resolution for the proposed 2021 Nominations of Officers. The Committee agreed that the officer positions remain the same for 2021 as the prior year. The Committee recommended that the resolution be presented to the Board for approval.

ANNUAL POLICY REVIEW

Counsel Jordan presented the list of APDC policies for annual review. He informed the Board that the Personnel Policy Handbook was the only policy that had recommended changes. Counsel Jordan provided the Committee with a copy of the handbook with proposed changes. Some discussion followed. A decision was made by the Committee to hold the policy recommendations for further discussion. The Committee will resume consideration of approval at the next Governance Committee meeting being held on February 17, 2021.

CONFLICT OF INTEREST DECLARATIONS

Counsel Jordan reported that he received the Conflict of Interest Declarations from all Commissioners, Senior Port Staff and the majority of part-time Port staff. The declarations will remain on file for review.

CONFIDENTIAL EVALUATION OF BOARD PERFORMANCE FOR 2020

Counsel Jordan reported that he received the Confidential Evaluation of Board Performance from all the Commissioners. He shared the summary of results document with the Committee for review. Some discussion followed. Counsel Jordan noted that the results will be filed with the NYS Authorities Budget Office as required.

OTHER BUSINESS

There was no other business for discussion.

EXECUTIVE SESSION

There were no items for discussion in Executive Session.

Commissioner Steffens motioned to adjourn the meeting, seconded by Commissioner Coffey and passed unanimously. The meeting was adjourned.

**RESOLUTION 4-2021
OF THE
ALBANY PORT DISTRICT COMMISSION**

WHEREAS, the Albany Port District Commission (the “APDC”) is a public corporation and a district corporation of the state of New York (the “State”) established pursuant to Chapter 192 of the Laws of 1925, as amended; and

WHEREAS, the APDC strives to responsibly and effectively manage the publicly-owned maritime Port of Albany-Rensselaer, contributing to the economy of the Capital Region and beyond while emphasizing transparency and public stewardship as prescribed in the APDC Mission Statement; and

WHEREAS, section 2824 of NYS Public Authorities Law requires board members of state and local authorities to adopt certain policies related to oversight of management and staff; and

WHEREAS, in accordance with the APDC Committee Charter, annual policy review and approval helps improve oversight, accountability and transparency at the Port, thereby strengthening public confidence in its operations; and

WHEREAS, the APDC Governance Committee has reviewed the APDC Policies enumerated on the attached Schedule A (“Existing Policies”) and recommends the continued approval of the Existing Policies; and

WHEREAS, the APDC Governance Committee has reviewed the recommended changes to the APDC Personnel Handbook (“Changes”) as described in the attached memorandum and recommends the approval of the Changes.

NOW, THEREFORE, BE IT RESOLVED, that the APDC approves the Existing Policies and the Amended Procurement Policy.

Signed: _____
(Assistant) Secretary

Date of Authorization: February 17, 2021

Prepared by:
Patrick K. Jordan, Esq.

Resolution 4-2021

Annual Policy Review

Schedule A

Code of Ethics

Extension of Credit Prohibition

Indemnification

Prompt Payment

Property Disposition

Property Acquisition

Procurement Policy

Sexual Harassment

Whistleblower