



## **ALBANY PORT DISTRICT COMMISSION GOVERNANCE COMMITTEE**

**March 24, 2021**

**1:00 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 March 24, 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 Session<sup>1</sup>**
- 4) Exit Executive Session**
- 5) 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.

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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 amendments to the APDC Personnel Handbook as described in the attached memorandum and recommends the approval of the amendments.

**NOW, THEREFORE, BE IT RESOLVED**, that the APDC approves the Existing Policies and the Amended Personnel Handbook.

Signed: \_\_\_\_\_  
(Assistant) Secretary

Date of Authorization: March 24, 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



## Resolution 4-2021

### 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 Director or General Counsel where appropriate.

**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 1.6 (Smoking):** Clarifying that the "Employee's Supervisor" will issue the written warning.

**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 3.1 (Attendance):** Change to notification of reporting late to work from one hour following to one hour prior to start of workday.

**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 3.9 (Parental Leave):** Removed due to the passage of the NYS Paid Family Leave Act which mandates coverage for employees.

**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.