



**ALBANY PORT DISTRICT COMMISSION  
GOVERNANCE COMMITTEE**

**NOVEMBER 17, 2021**

**12:00 P.M.**

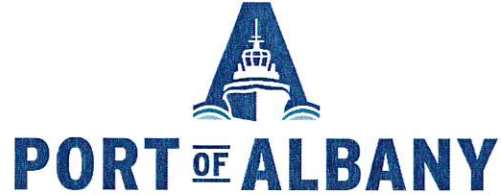
**AGENDA**

- 1) Approval of Minutes from the March 24, 2021 Governance Committee Meeting (Attached)**
- 2) Review of the Committee Charter (Attached)**
- 3) Proposed 2022 Meeting Dates (Attached)**
- 4) Recommendations for 2022 Committee Assignments**
- 5) Enter Executive Session<sup>1</sup>**
- 6) Exit Executive Session**
- 7) Next Meeting: January 26, 2022**

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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  
MARCH 24, 2021

Due to the pandemic the March 24, 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, Coffey and Abriel. Also present were CEO Hendrick, General Counsel Jordan, CCO Daly, CFO Stuto, Maritime Business Development Manager Vasil, HR Manager Criscione, Director of Security Williams, Deputy Director of Security Teller and Administrative Assistant DiLillo. Also joining the meeting were Richard Farrell from Maritime Ministry and A. Joseph Scott from Hodgson Russ.

Chairperson Tagliento introduced the minutes of the January 27, 2021 meeting. No changes were made to the minutes. Chairman Tagliento called for a motion to approve the minutes. A motion was made by Commissioner Steffens, seconded by Commissioner Cinquanti and passed unanimously.

### **ANNUAL POLICY REVIEW**

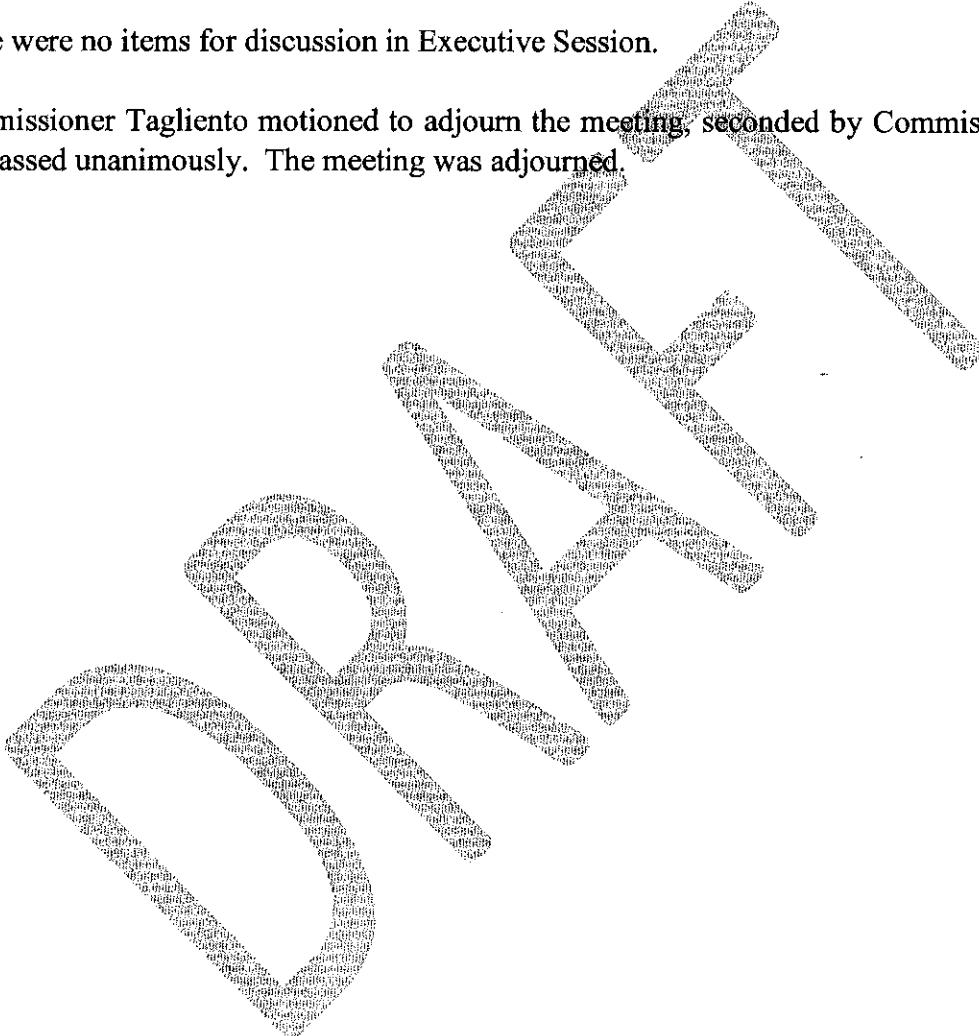
Counsel Jordan presented the list of policies requiring annual review by the Board under the NYS Public Authorities Law. He noted to the Board that the Personnel Policy Handbook was the only policy that staff recommended amending at this time. Counsel Jordan provided the Committee with a copy of the handbook and the proposed amendments. He thanked the Commissioners for their thorough review and comments on the proposed amendments and also thanked HR Manager Criscione and Administrative Assistant DiLillo for their assistance with the drafting. After some

discussion, Commissioner Steffens motioned that the Committee approve the APDC policies that were identified and approve the amendments regarding the Personnel Handbook as discussed and that the Committee forward all policies as presented to the Board for recommendation and passage. The motion was seconded by Commissioner Cinquanti and passed unanimously.

**EXECUTIVE SESSION**

There were no items for discussion in Executive Session.

Commissioner Tagliento motioned to adjourn the meeting, seconded by Commissioner Steffens 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.

**2022 DATES FOR ALBANY PORT DISTRICT  
COMMISSION/COMMITTEE MEETING**

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 26, 2022	X			X
February 23, 2022	X			
March 23, 2022	X	X		
April 27, 2022	X		X	
May 25, 2022	X			
June 22, 2022	X			
July 27, 2022	X		X	
August 24, 2022	X			
September 28, 2022	X		X	
October 26, 2022	X		X	
November 21, 2022	X			X
December 21, 2022	X	X		

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

**PROPOSED  
APDC COMMITTEE MEMBERSHIP  
2022**

**Audit Committee**

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

**Finance Committee**

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

**Governance Committee**

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