



**ALBANY PORT DISTRICT COMMISSION
GOVERNANCE COMMITTEE**

NOVEMBER 28, 2022

12:00 P.M.

AGENDA

- 1) Approval of Minutes from the January 26, 2022 Governance Committee Meeting (attached)**
- 2) Review of the Committee Charter (attached)**
- 3) Proposed 2023 Meeting Dates (attached)**
- 4) Recommendations for 2023 Committee Assignments (attached)**
- 5) Enter Executive Session¹**
- 6) Exit Executive Session**
- 7) Next Meeting: January 25, 2023**

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.



ALBANY PORT DISTRICT COMMISSION
MINUTES OF THE
GOVERNANCE COMMITTEE MEETING
JANUARY 26, 2022

Due to the pandemic the January 26, 2022 Governance Committee meeting was held remotely pursuant to the amended legislation under the NYS Open Meetings Law. 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, CFO Stuto, DSI Skubon, Director of Security Williams, Administrative Assistant DiLillo and General Manager Bill Ring of Federal Marine Terminals.

Chairperson Tagliento introduced the minutes of the November 17, 2021 Governance Committee meeting and called for a motion for their approval. A motion was made by Commissioner Cinquanti, seconded by Commissioner Abriel and passed unanimously.

2022 NOMINATION OF APDC OFFICERS

Counsel Jordan presented the resolution for the proposed 2022 Nominations of Officers. The Committee agreed that the officer positions remain the same for 2022 as the prior year. The Committee recommended that the resolution be presented to the Board for approval.

ANNUAL POLICY REVIEW

Counsel Jordan presented and reviewed the list of APDC policies for annual review. He reported that Port staff presently recommends no changes. Counsel Jordan noted that staff is currently working with the new Procurement Director and the CFO to thoroughly review the procurement

policy and if amendments are necessary, they will present them for Board approval within the next few months. The Committee agreed to recommend that the Board approve the current list of policies as presented.

CONFLICT OF INTEREST DECLARATIONS

Counsel Jordan reported that he received the Conflict of Interest Declarations from all Commissioners and Port staff. He noted that the declarations will remain on file.

CONFIDENTIAL EVALUATION OF BOARD PERFORMANCE FOR 2021

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 regarding the areas of concern the Board Members had addressed in their evaluations. Counsel Jordan noted that the staff appreciates the Board Member's comments and critique and acknowledges that there is room for improvement.

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 Abriel 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.

**2023 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 25, 2023	X			X
February 28, 2023	X			
March 22, 2023	X	X		
April 26, 2023	X		X	
May 24, 2023	X			
June 28, 2023	X			
July 26, 2023	X			
August 23, 2023	X		X	
September 27, 2023	X		X	
October 25, 2023	X		X	
November 29, 2023	X			X
December 20, 2023	X	X		

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

**PROPOSED
APDC COMMITTEE MEMBERSHIP
2023**

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