



**ALBANY PORT DISTRICT COMMISSION  
GOVERNANCE COMMITTEE**

**JANUARY 30, 2023**

**12:00 P.M.**

**AGENDA**

- 1) Approval of Minutes from the November 28, 2022 Governance Committee Meeting (Attached)**
- 2) 2023 Nomination of APDC Officers**
- 3) Annual Policy Review:**
  - Code of Ethics
  - Extension of Credit Prohibition
  - Indemnification
  - Personnel Handbook
  - Procurement
  - Prompt Payment
  - Property Acquisition
  - Property Disposition
  - Sexual Harassment
  - Whistleblower
- 4) Overview of Conflict of Interest Declarations**
- 5) Review Summary Results of Confidential Evaluation of Board Performance for 2022**
- 6) Enter Executive Session<sup>1</sup>**
- 7) Exit Executive Session**
- 8) Next Meeting: November 29, 2023**

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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 28, 2022

Chairperson Tagliento called the meeting to order. In attendance were Commissioners Steffens, Cinquanti and Abriel. Also present were CEO Hendrick, General Counsel Jordan, CCO Daly, CFO Stuto, DSI Skubon, SCM Yagan, Director of Security Williams, Administrative Assistant DiLillo and Christian Soller from Hodgson Russ.

Counsel Jordan introduced the minutes of the January 26, 2022 Governance Committee meeting and asked for a motion to approve the minutes. A motion was made by Commissioner Cinquanti, seconded by Commissioner Abriel and passed unanimously.

**REVIEW OF COMMITTEE CHARTER**

Counsel Jordan presented the Governance Committee Charter. He informed the Committee that management recommended no changes. The Committee concurred with management's recommendation. Counsel Jordan asked for a motion to approve the Governance Committee Charter as presented. A motion was made by Commissioner Abriel and seconded by Commissioner Tagliento and passed unanimously.

**PROPOSED 2022 MEETING DATES**

Counsel Jordan presented a proposed schedule for the 2023 APDC Board and Committee meetings. CFO Stuto requested that the March meeting date be changed to March 29, 2023. The Committee agreed to approve the schedule with the change to the March meeting date.

**RECOMMENDATIONS FOR 2023 COMMITTEE ASSIGNMENTS**

Counsel Jordan presented and reviewed with the Committee the proposed APDC Committee Membership for 2023. After some discussion, the Committee agreed to recommend that the Board approve the committee membership for 2023 as presented.

Counsel Jordan stated that a resolution for the 2023 APDC Committee Membership will be presented to the Board for approval at the December meeting.

Counsel Jordan mentioned to the Board that within the next few weeks he will be emailing the Board members the of the Board's performance evaluations and the conflict of interest declarations for Board members and staff for review and completion.

**EXECUTIVE SESSION**

There were no items for discussion in Executive Session.

Counsel Jordan asked for a motion to adjourn the meeting. A motion was made by Commissioner Tagliento, seconded by Commissioner Abriel and passed unanimously. The meeting was adjourned.

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**Proposed Nomination of**  
**Albany Port District Commission Officers for 2023**

**Chairperson:** Georgette Steffens

**Treasurer:** Joseph Coffey

**Secretary:** Dominic Tagliento

**Assistant Secretary:** Michael Cinquanti

January 30, 2023  
Governance Meeting