

**TUCSON AIRPORT AUTHORITY | Corporate Governance Council Meeting
May 11, 2021 | 3:30 p.m. | Remote Participation Only**

THIS COUNCIL MEETING WAS A REMOTE PARTICIPATION ONLY MEETING. COUNCIL MEMBERS PARTICIPATED VIA WEBEX AND THE PUBLIC WAS PROVIDED WITH A LINK AND PHONE NUMBER/CODE WHICH THEY WERE ABLE TO JOIN THE MEETING VIA WEBEX.

CALL TO ORDER | ROLL CALL

Vice Chair Jackson called the meeting to order at 3:32 p.m.

Members Present: Vice Chair Todd Jackson, Council Member Michael McGrath, Council Member Rob Draper, Council Member David Hameroff, Council Member Larry Lang, Council Member Steve Holmes, and Council Member Lee Lambert

Members Absent: Chair Michael Duran and Council Member Judy Rich

Others Present: TAA Chairperson Bruce Dusenberry and TAA Vice Chair Mike Hammond

Staff Present: President/Chief Executive Officer Danette Bewley, Executive VP/Chief Operating Officer Bruce Goetz, VP/Planning and Engineering Mike Smejkal, VP/General Counsel Christopher Schmaltz, VP/Chief Financial Officer Kirk Eickhoff, and TAA Clerk Byron Jones

WELCOME AND INTRODUCTIONS

Vice Chair Jackson chaired the meeting as Chair Duran was unable to attend.

APPROVAL OF MINUTES

1. Approve the minutes from the Corporate Governance Council meeting held on December 30, 2020.

MOTION BY Council Member Draper, SECONDED BY Council Member Hameroff, to APPROVE the minutes from the Corporate Governance Council meeting held on December 30, 2020. The motion carried by the following vote:

Ayes 7 Vice Chair Jackson, Council Member McGrath, Council Member Draper, Council Member Hameroff, Council Member Lang, Council Member Holmes, and Council Member Lambert

Nays 0 None

ACTION ITEMS

2. PROPOSE BYLAW AMENDMENTS PERTAINING TO THE “ADVOCACY MEMBER” CATEGORY AND ELIGIBILITY FOR ACTIVE MEMBERSHIP

VP/General Counsel Christopher Schmaltz explained that the proposed bylaw amendments address concerns raised by the Council and the Board of Directors regarding how TAA can maintain its independence as a non-profit organization while working with local jurisdictions to ensure the successful operation of Tucson International Airport (TUS) and Ryan Airfield (RYN). Though it has never been codified in the bylaws, it has been the custom of TAA since its inception to exclude elected officials and high-level government officials from active membership. The bylaws were amended in January 2021 to add the Advocacy Member category; however, with the resignations of the two nominees to this category, staff believes that the bylaws allow TAA to form partnerships and to have discussions with local jurisdictions without having them be members. The amendments seek to remove the Advocacy Member category and to clarify the membership eligibility of elected officials and high-level government officials.

The Council discussed whether all government employees should be excluded from membership, or whether exceptions should be carved out for certain classes that do not present a conflict of interest to TAA. Examples suggested were school, college, and university administrators; school-board members; tribal leaders; and government employees who are not in policymaking roles.

The consensus was to exclude elected officials and high-level employees of all levels of government, with an exception for elected officials and employees of educational institutions and tribal governments. “High-level” needs to be defined in the bylaws, with the Nominating Council having the ability to make determinations as to whether a nominee is an a “high-level” position.

MOTION BY Council Member McGrath, SECONDED BY Council Member Hameroff, to RECOMMEND to the Board of Directors that the Bylaws of the Tucson Airport Authority be amended as follows:

1. Delete the reference to “Advocacy Members” in Section 2.1.2. The resulting introductory sentence would read: The membership shall be divided into two categories to be known as “Members” and “Emeritus Members”; and
2. Delete Section 2.1.2(c) in its entirety.

The motion carried by the following vote:

Ayes 7 Vice Chair Jackson, Council Member McGrath, Council Member Draper, Council Member Hameroff, Council Member Lang, Council Member Holmes, and Council Member Lambert

Nays 0 None

MOTION BY Council Member Lang, SECONDED BY Council Member Holmes, to DIRECT staff to revise the proposed bylaw amendment pertaining to “Membership Eligibility” to exclude from membership elected officials and high-level employees of all levels of government, with an exception for elected officials and employees of educational institutions and tribal governments. The motion carried by the following vote:

Ayes 7 Vice Chair Jackson, Council Member McGrath, Council Member Draper, Council Member Hameroff, Council Member Lang, Council Member Holmes, and Council Member Lambert

Nays 0 None

DISCUSSION ITEMS

3. The Council will consider potential revisions to the Bylaws and may direct staff to prepare recommendations and draft language for the Council to consider at a future meeting.

The consensus of the Council was to explore the following bylaw amendments, and staff was requested to prepare draft language to consider at the next meeting.

- Update the nomination process to give the Board of Directors the opportunity to have input on membership recommendations made by the Nominating Council. This is a widespread practice in non-profit organizations.
- Extend the term of the TAA Chairperson to two years.
- Change the Immediate Past Chairperson from ex-officio, non-voting member to voting director.

VP/General Counsel Christopher Schmaltz stated that in addition to these topics, staff would propose additional amendments to make corrections and to remove sections that are no longer relevant.

NEXT MEETING

The Council requested that TAA Clerk Byron Jones coordinate with the Council members to schedule the next meeting in June.

ADJOURN

There being no further business to discuss, Vice Chair Jackson adjourned the meeting at 4:38 p.m.

Prepared by:



Byron M. Jones, CMC, TAA Clerk

Date: July 7, 2021