

**TUCSON AIRPORT AUTHORITY | Nominating Council Meeting
May 27, 2021 | 1:00 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

Chair Lovallo called the meeting to order at 1:00 p.m.

Members Present: Chair Lisa Lovallo, Vice Chair Steve Cole, Council Member Keri Silvyn, Council Member Rob Draper, and Council Member Vance Falbaum

Members Absent: Council Member Michael Duran and Council Member Ellen Wheeler

Others Present: TAA Chairperson Bruce Dusenberry

Staff Present: President/Chief Executive Officer Danette Bewley, VP/General Counsel Christopher Schmaltz, and TAA Clerk Byron Jones

WELCOME AND INTRODUCTIONS

Chair Lovallo welcomed everyone to the meeting.

APPROVAL OF MINUTES

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

MOTION BY Council Member Silvyn, SECONDED BY Vice Chair Cole, to APPROVE the minutes of the Nominating Council meeting held on November 30, 2020. The motion carried by the following vote:

Ayes 5 Chair Lovallo, Vice Chair Cole, Council Member Silvyn, Council Member Draper, and Council Member Falbaum

Nays 0 None

DISCUSSION

2. OPEN MEETING LAW TRAINING

VP/General Counsel Christopher Schmaltz presented an overview of the Arizona Open Meeting Law (OML). He reminded the Council members that the Nominating Council is an advisory body to the Board of Directors and under the authority of the OML. If violations occur, Council members can be held personally liable and be subject to fines, court costs, and removal from office. As the Council will be considering nominees for TAA membership, Schmaltz cautioned the members that they should not be discussing topics that may appear on the agenda or past items which have not been acted upon, as these discussions can inadvertently involve a quorum of the body. Discussions and decisions should be made in an open meeting accessible to the public.

The Nominating Council is also subject to Arizona public records laws. All communications **regardless of device** pertaining to business of the Council are subject to a public records request.

3. 2021 NOMINATION PACKET

President/Chief Executive Officer Danette Bewley stated that the nomination packet is a compilation of past nomination practices and recommendations made by previous Nominating Councils. Its purpose is to serve as informational guide which members can distribute to potential nominees in the community.

COUNCIL DISCUSSION

The nomination packet is trying to serve two purposes: as a handbook for the Nominating Council and information for current TAA members who want to nominate new members. As such, it is not user friendly because it contains too much information to read before the relevant forms. The packet needs to be pared down and simplified.

A recommendation was made to create a separate document/brochure containing the introduction from the President/Chief Executive Officer, the nomination forms, and the selection criteria. The remaining sections would serve as a handbook for the Nominating Council or additional information that members and potential nominees could refer to if they choose. This was the consensus of the Council, and staff was requested to prepare a streamlined nomination packet to be distributed after the Board of Directors meeting on June 2, 2021.

The Council requested that staff adjust the language on 2021 Active Member Application for Term Extension/Conversion to Emeritus Status Request Form as it implies that Active Members automatically transition to emeritus status after 20 years without meeting certain criteria.

4. 2021 NOMINATION PROCESS AND MEETING SCHEDULE

a. The Council will discuss and arrive at a consensus as to its strategy for identifying and nominating potential candidates for TAA membership.

Council Member Silvyn explained that last year's Nominating Council agreed that the Council needs to take a more active role in reviewing the demographics of the current TAA members to determine who in the community should be targeting to bring in more diversity. While the Council only has the authority to act on the nominations it receives, the Council can discuss the merits of individuals, and an Active Member can nominate that person should they choose.

The Council requested that staff prepare a report on the current demographics of the TAA to include racial diversity, industrial diversity, and geographic diversity to be reviewed and discussed at the next meeting.

The Council requested that a standing item be added to the agenda to permit discussion of individuals in the community that the TAA may wish to recruit for membership.

- b. The Council will set the tentative meeting schedule for the remainder of the 2021 nominating period.**

The Council's consensus was to schedule the next meeting on July 14, 2021, at 9:00 a.m., and to schedule a tentative meeting on July 20, 2021, at 9:00 a.m.

ADJOURN

There being no further business to discuss, Chair Lovallo adjourned the meeting at 2:01 p.m.

Prepared by:



Byron M. Jones, CMC, TAA Clerk

Date: October 21, 2021