

TUCSON AIRPORT AUTHORITY | Nominating Council Meeting
July 14, 2021 | 9:00 a.m. | Remote Participation Only

Pursuant to A.R.S. § 38-431.02, notice is hereby given to the members of the Tucson Airport Authority (TAA) and to the public that the **Nominating Council** will hold a meeting open to the public on **Wednesday, July 14, 2021, beginning at 9:00 a.m.** The meeting will be held by video and telephonically via the remote participation platform Webex. A link for members of the public to view the meeting will be posted along with the agenda at the web address below.

<https://www.flytucson.com/taa/public-meeting-information/>

The agenda for the meeting is as follows:

CALL TO ORDER | ROLL CALL

- | | |
|---|--|
| <input type="checkbox"/> Lisa Lovallo, Chair | <input type="checkbox"/> Michael Duran |
| <input type="checkbox"/> Steve Cole, Vice Chair | <input type="checkbox"/> Vance Falbaum |
| <input type="checkbox"/> Keri Silvyn | <input type="checkbox"/> Ellen Wheeler |
| <input type="checkbox"/> Rob Draper | |

WELCOME AND INTRODUCTIONS

APPROVAL OF MINUTES

1. Approve the minutes of the Nominating Council meeting held on May 27, 2021.

DISCUSSION

2. TAA MEMBERSHIP INFORMATION

- a. The Council may review and discuss the staff-prepared report of the current demographics of the TAA as requested by the Council at its meeting on May 27, 2021.
- b. The Council may discuss potential eligible individuals from the community for consideration for nomination by TAA Members.

NOMINATIONS | APPLICATIONS

3. APPLICATIONS FOR EMERITUS MEMBERSHIP

The Council will consider and may make recommendations for consideration and action to the Board of Directors regarding any applications received from Members who wish to transition to Emeritus Member.

4. APPLICATIONS FOR CONTINUING MEMBERSHIP, NEW MEMBER NOMINATIONS, AND DIRECTOR NOMINATIONS

The Council will consider and may make recommendations for consideration and action to the TAA Membership at the January 2022 TAA Annual Membership meeting on the following:

- a. Applications for continuing TAA membership, if any.
- b. Nominations for new TAA members, if any.
- c. Nominations for the Board of Directors, together with the recommended term for reach Director, if any.

NEXT MEETING

5. Scheduled: Wednesday, July 20, 2021 | 9:00 a.m. | Remote Participation Only view Webex
6. Set the meeting date for September 2021

ADJOURN

DRAFT MINUTES

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

DRAFT MINUTES

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.

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- 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: _____

Date: July 9, 2021

To: 2021 Nominating Council Members

From: Byron Jones, TAA Clerk

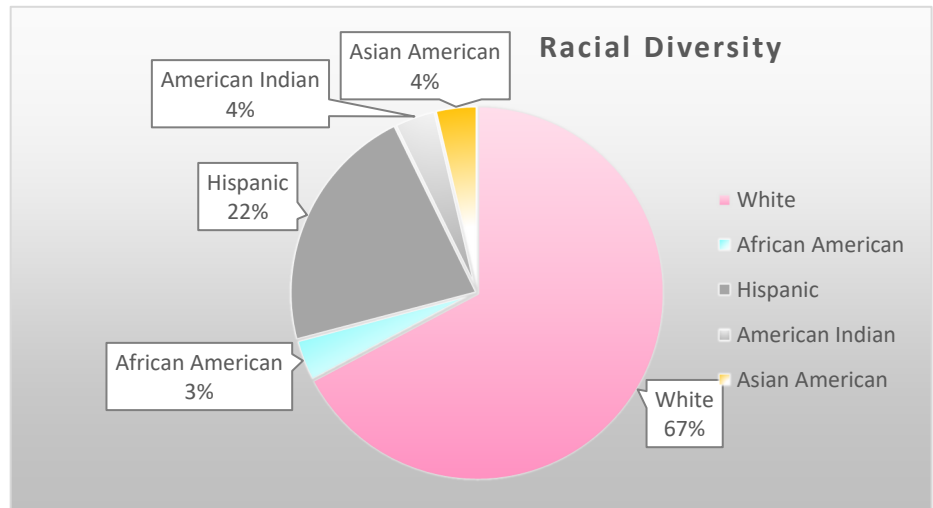
Re: TAA Membership Information/Membership Update

Background:

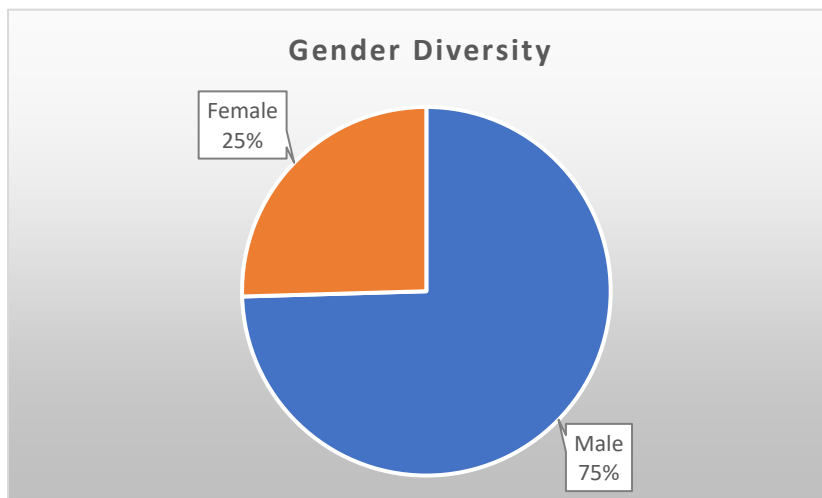
The Nominating Council, at its meeting on May 27, 2021, requested staff to prepare a summary of the demographics of the Tucson Airport Authority’s current active membership. The data provided in these materials regarding Race/Ethnicity and Gender is intended to capture generally accepted classifications. Without 100% participation by TAA membership to voluntarily self-disclose gender and race/ethnicity information, TAA cannot verify the complete accuracy of the data.

RACIAL DIVERSITY

Race/Ethnicity	No.
White	37
African American	2
Hispanic	12
American Indian	2
Asian American	2
TOTAL	55

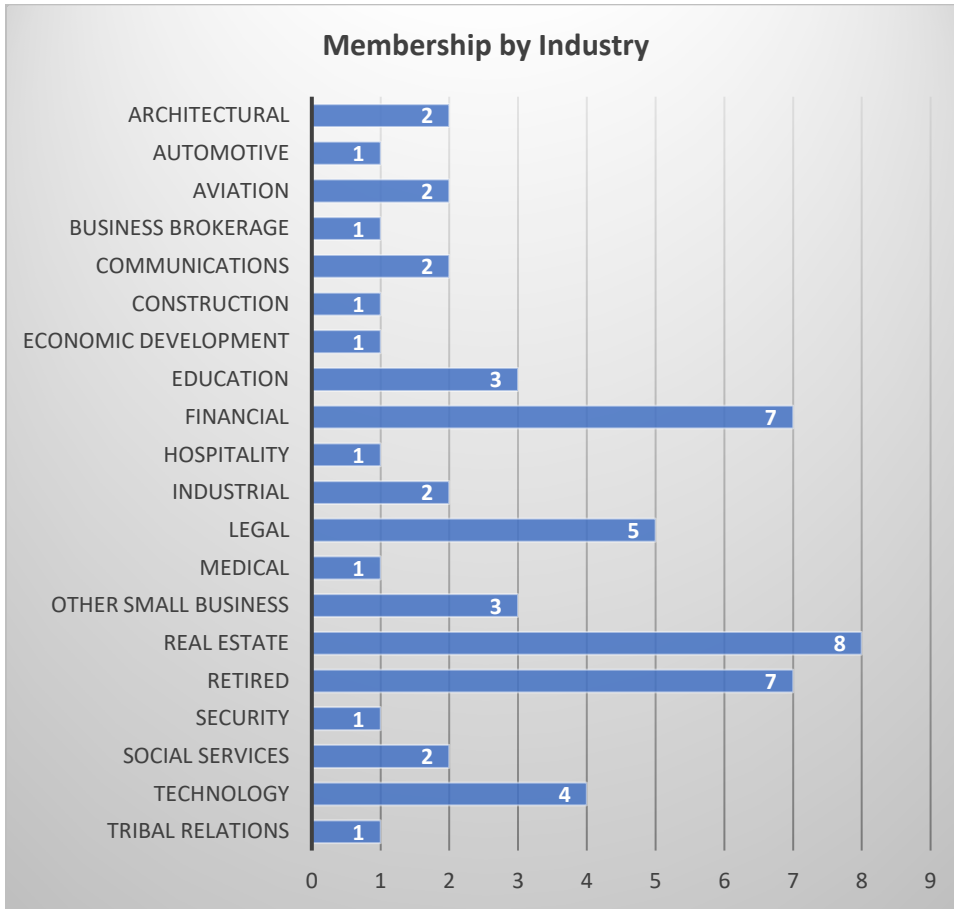


GENDER DIVERSITY



Gender	No.
Male	41
Female	14
TOTAL	55

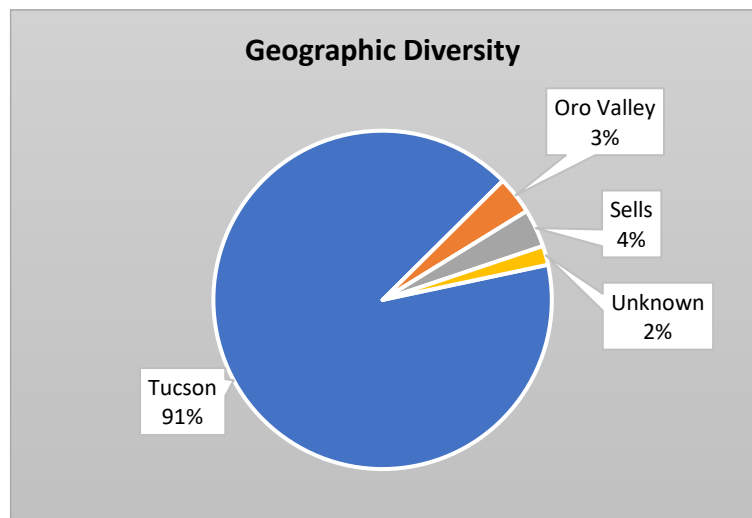
INDUSTRIAL DIVERSITY



Note: Members are listed by their primary profession. There are currently three elected officials who are members of the TAA.

GEOGRAPHIC DIVERSITY

City	No.
Tucson	50
Oro Valley	2
Sells	2
Unknown	1
TOTAL	55



MEMBERSHIP UPDATE

- There are currently 55 active members.
- Five vacancies were carried over from 2021.
- Two members have reached 20 years of service and must apply for emeritus status. This gives the Nominating Council the potential to nominate up to seven new members.