
**TUCSON AIRPORT AUTHORITY | Nominating Council Meeting
Wednesday, September 7, 2022 | 11:00 a.m. | Virtual Meeting**

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, September 7, 2022, beginning at 11:00 a.m.** The meeting will be held by video and telephonically via the remote participation platform Microsoft Teams. The registration form may be accessed via the URL below. Upon submitting the registration form, attendees will receive an email confirmation containing the information to join the meeting virtually or by phone.

MICROSOFT TEAMS REGISTRATION FORM

The agenda for the meeting is as follows:

1. CALL TO ORDER | ROLL CALL

- | | |
|--|---|
| <input type="checkbox"/> Lisa Lovallo, Chair | <input type="checkbox"/> Steve Cole, Vice Chair |
| <input type="checkbox"/> Rob Draper | <input type="checkbox"/> Phil Swaim |
| <input type="checkbox"/> Fran Katz | <input type="checkbox"/> Ellen Wheeler |
| <input type="checkbox"/> Rhonda Piña | |

2. APPROVAL OF MINUTES

- a. Approve the minutes of the Nominating Council meeting held on June 7, 2022.

3. PRESIDENT/CEO REPORT

- a. State of the Industry | Update

4. DISCUSSION

- a. **TAA MEMBERSHIP COMPOSITION:** The Council may discuss the current composition of the TAA to identify demographic groups which are underrepresented in the organization.

5. NOMINATIONS | APPLICATIONS

- a. **EMERITUS MEMBER APPLICATIONS:** The Council will consider and may recommend for consideration and action by the Board of Directors regarding applications from Active Members who have applied to transition to Emeritus Member.
- b. **CONTINUING MEMBER, NEW MEMBER, AND DIRECTOR NOMINATIONS:** The Council will consider and may recommend for consideration and action by the Active Members during the January 2023 Annual Meeting regarding the following:

- ➔ Applications for Continuing Membership.
- ➔ Nominations for new Active Members.
- ➔ Nominations for the Board of Directors, together with the recommended term for each Director.

c. **NOMINATION OF CORPORATE OFFICERS FOR 2023:** The Council will consider and may recommend for consideration by the Board of Directors a slate of corporate officers for 2023:

- ➔ Chair of the Board.
- ➔ Vice Chair of the Board.
- ➔ Secretary.
- ➔ Treasurer.

6. ADMINISTRATIVE UPDATES

a. **Next Meeting:** Wednesday, October 12, 2022 | 2:00 p.m. | Microsoft Teams

7. ADJOURN

**TUCSON AIRPORT AUTHORITY | Nominating Council Meeting
Tuesday, June 7, 2022 | 1:00 p.m. | Virtual Meeting**

THIS ADVISORY COUNCIL MEETING WAS HELD VIRTUALLY, WITH COUNCIL MEMBERS ATTENDING VIA MICROSOFT TEAMS OR TELEPHONICALLY. MEMBERS OF THE PUBLIC WHO COMPLETED A REGISTRATION FORM RECEIVED A LINK TO VIEW THE MEETING VIA MICROSOFT TEAMS OR TO LISTEN TELEPHONICALLY.

1. CALL TO ORDER | ROLL CALL

Chair Lovallo called the meeting to order at 1:01 p.m.

Council Members Present: Chair Lisa Lovallo, Council Member Phil Swaim, Council Member Fran Katz, and Council Member Ellen Wheeler

Council Members Absent: Vice Chair Steve Cole, Council Member Rob Draper, and Council Member Rhonda Piña

Others Present: TAA Board Chair Bruce Dusenberry

Staff Present: President/Chief Executive Officer Danette Bewley, Deputy General Counsel Kim Ryan, IT Customer Support Technician Randy Janek, and TAA Clerk Byron Jones

2. APPROVAL OF MINUTES

MOTION BY Council Member Wheeler, SECONDED BY Council Member Katz, to APPROVE the minutes of the Nominating Council meeting held on October 13, 2021. The motion carried by the following vote:

Ayes 4 Chair Lovallo, Council Member Swaim, Council Member Katz, and Council Member Wheeler

Nays 0

3. DISCUSSION | PRESENTATION

a. OPEN MEETING LAW TRAINING:

Deputy General Counsel Kim Ryan presented an overview of the Tucson Airport Authority as a non-profit organization under Arizona law. The TAA is authorized to exercise governmental powers as an airport operator. Therefore, it is subject to Arizona's Open Meeting Law (OML) and public records laws. Council members can be held personally liable for violations of the OML, and may potentially be

subjected to fines, court costs, and removal from office. Therefore, members should refrain from 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.

All communications pertaining to the TAA are considered public records and are subject to public records requests. This includes members' personal devices. Ryan cautioned the members to consider potential repercussions before sending any type of message.

b. NOMINATING PROCESS:

COUNCIL DISCUSSION

1. **How many open positions are there this year?** TAA Clerk Byron Jones stated that there are currently 57 active TAA members, leaving three open positions. Taking into consideration term expirations and emeritus requests, the Council may potentially nominate up to nine new members. This number is subject to increase or decrease as the nominating period continues and additional applications for emeritus membership are received.

President/CEO Danette Bewley reported that Member Steve Holmes will join Pima County in July as a deputy county administrator. This will trigger Section 2.1.3 of the TAA Bylaws, which states that "Individuals who are elected officials or high-level employees of any branch or level of government... are not eligible for TAA Membership." This may add an additional opening for nominations. The Council requested that Deputy General Counsel Kim Ryan obtain clarification on how the bylaw provision will work in this case.

2. **The Council should continue to focus on increasing ethnic diversity, gender diversity. Another priority should be to support economic development by nominating individuals from industries which are underrepresented or new to the area.**
3. **Despite the nominating period beginning earlier, there is not a lot of time between the close of the nominating period (October 1) and when the Council must report its nominations to the Board of Directors (November 20) for the Council to interact with potential nominees. How does this affect the Council's recruitment strategy?** Ryan explained that the Bylaws permit the Council to consider and act on applications received during the nominating period through November 20 if the actions are properly

agendized. This includes nominations of new members, requests to extend active membership, emeritus requests, and nominations for the Board of Directors.

The Council's consensus on its recruitment strategy for 2022 is as follows:

1. Continue to focus on diversifying the TAA's membership, including recruiting more women and ethnic minorities. It will also focus on engaging individuals from industries which are important to the region's economy but are not represented in the TAA's membership.
2. Review applications as they are received, but the Council will have no discussions until after the nominating period closes on October 1.
3. Staff should include the call for nominations in each member advisory that is sent out during the nominating period.
4. Council members should connect with TAA members who have large networks and may be able to recommend potential nominees.

The Council directed TAA Clerk Byron Jones to provide additional information about the TAA's membership, to include the following:

1. A summary of active members whose terms are expiring, their demographics and professional expertise.
2. An analysis of the TAA's demographic change with the departure of these active members.
3. The professional experience of active members who are listed as "retired."

4. ACTION ITEMS

a. 2022 MEETING SCHEDULE:

The Council agreed to hold monthly meetings, and potentially bi-weekly meetings during the months of October and November. It directed TAA Clerk Byron Jones to survey the Council members and to schedule meeting dates for the remainder of the year.

5. ADJOURN

There being no further business to discuss, Chair Lovallo adjourned the meeting at 1:52 p.m.

PREPARED BY:

Byron M. Jones, CMC, TAA Clerk

Date: _____

DRAFT

Date: September 7, 2022

To: Nominating Council
From: Byron Jones, Tucson Airport Authority Clerk
Re: 2022 Membership Summary/2023 Nominations as of August 31, 2022

Background:

The information presented in this memo is provided at the request of the Nominating Council. Included is the following:

- ➔ A summary of active members whose terms are expiring, their demographics and professions.
- ➔ An analysis of the TAA’s demographic change with the departure of these active members.
- ➔ The professions of active members who are retired.
- ➔ A comparison of racial and gender diversity from 2021 to 2022.

Active Members Eligible for Emeritus Status:

The two individuals below will reach the end of their initial 15-year term on January 22, 2023. They are eligible to request a five-year extension as an Active Member or request to transition to Emeritus Member.

- The deadline to apply for continuing active membership is October 1, 2022 ([TAA Bylaws, Section 2.1.2\(a\)\(ii\)](#)).
- The deadline to apply for emeritus membership is January 22, 2023 ([TAA Bylaws, Section 2.1.2\(a\)\(iii\)](#)).

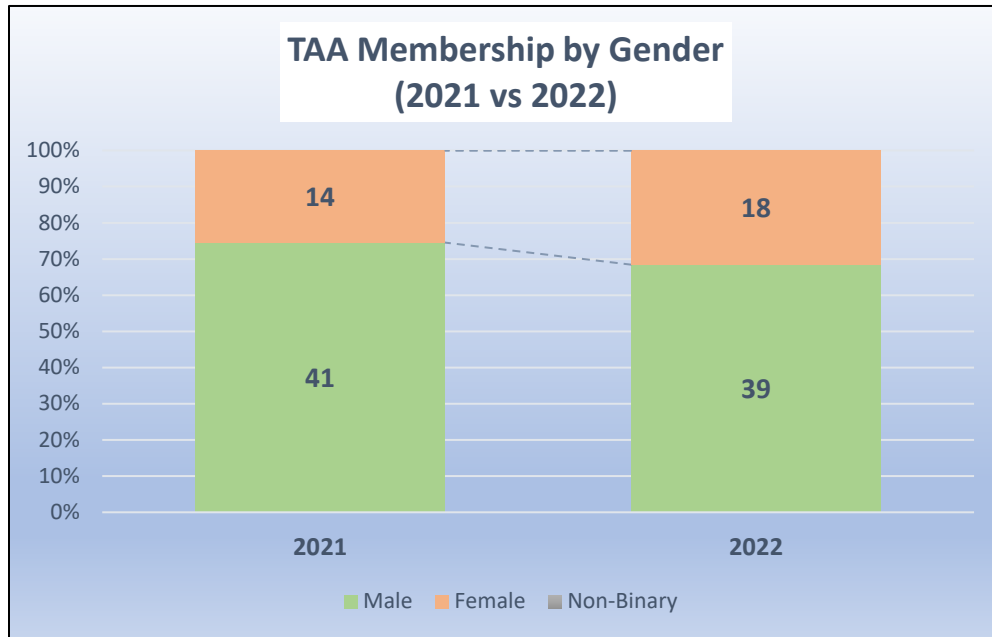
ACTIVE MEMBERS – 15 YEARS			
Member	Gender	Race/Ethnicity	Profession
John Fendenheim	Male	American Indian or Alaska Native	Small Business
Fran Katz	Female	White	Social Services

The four individuals below will reach 20 years of service in 2023, which is the maximum number of years per the Bylaws. They may request to transition to Emeritus Member if the application form is received by January 22, 2023. If the application form is not received by that date, their membership automatically expires.

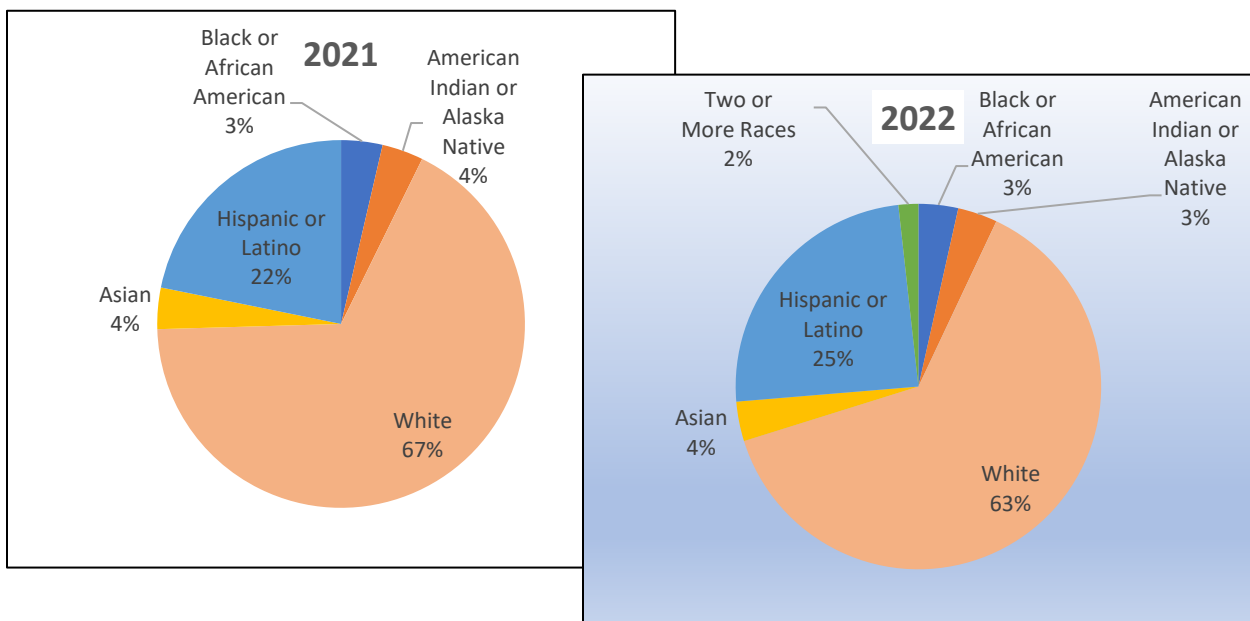
ACTIVE MEMBERS – 20 YEARS			
Member	Gender	Race/Ethnicity	Profession
Bruce Ash	Male	White	Real Estate
Michael Hannley	Male	White	Financial Services
David Smallhouse	Male	White	Financial Services
Mercy Valencia	Female	Hispanic or Latino	Real Estate (Retired)

Gender Diversity (2021 vs 2022):

The chart below illustrates the change in the TAA’s gender diversity from the beginning of the 2021 nominating period to today. In 2021, there were 41 males and 14 females in the organization, or 74.5% versus 25.5% respectively. Five females and three males were accepted into the TAA as part of the class of 2022. The TAA’s membership now stands at 39 males and 18 females, or 68.5% versus 31.5%.



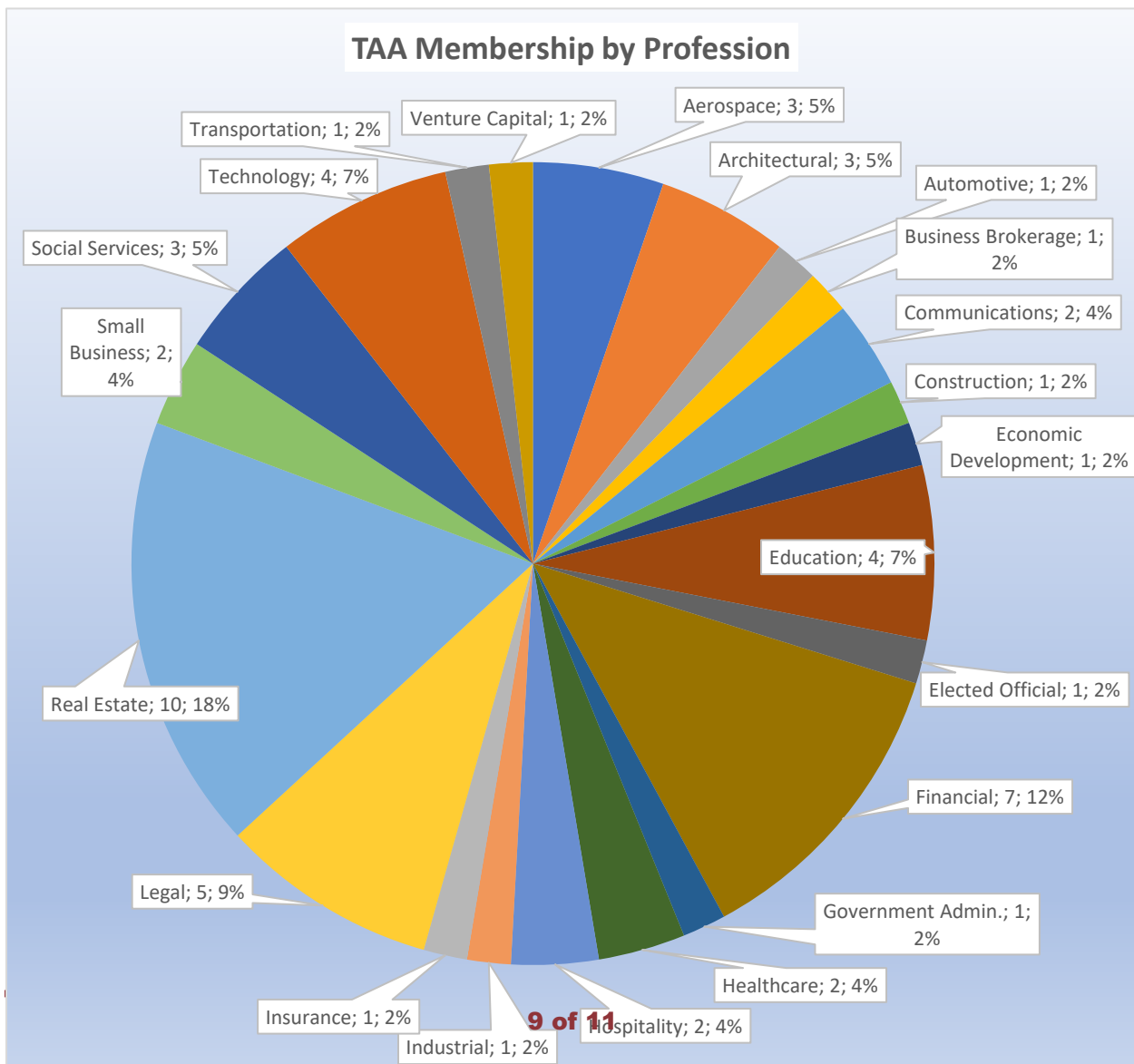
Racial Diversity (2021 vs 2022):



Race/Ethnicity	2021	2022
Black or African American	2	2
American Indian or Alaska Native	2	2
White	37	36
Asian	2	2
Hispanic or Latino	12	14
Two or More Races	--	1
TOTAL	55	57

Professional Diversity (Current):

The chart below represents the current membership of the TAA according to profession. This breakdown omits the “Retired” category; these individuals are counted in the industries from which they retired. As mentioned earlier, two of the four individuals who are terming out in 2023 work in the real estate industry; the other two work in the financial services industry. Subtracting the four from the data causes only minor changes in the chart; therefore, a comparison chart is not included.



2023 Nomination Update:

The nominations listed below have been received as of August 31, 2022:

NEW-MEMBER NOMINATIONS			
	Nominee	Nominated By	Date Received
1.	Edmund Marquez Owner, Edmund Marquez Allstate Agency	Keri Silvyn	August 14, 2022

APPLICATIONS FOR CONTINUING MEMBERSHIP			
	Member	Year Joined	Date Received
	None		

APPLICATIONS FOR EMERITUS MEMBERSHIP				
	Member	Year Joined	Years of Service	Date Received
*	Joaquin Ruiz	2007	16	January 20, 2022
#	David Smallhouse	2003	20	May 25, 2022
*	Izaro Urreiztieta	2010	13	June 4, 2022
#	Bruce Ash	2003	20	June 20, 2022
*	Lisa Israel	2005	18	August 31, 2022

DIRECTOR NOMINATIONS			
	Member	Year Joined	Date Received
	Calline Sanchez	2020	August 23, 2022
	Fran Katz	2008	August 25, 2022

Membership Statistics

Active Members	57
Membership Vacancies	3
Active Members Requesting Emeritus Status (*)	3
Active Members Reaching 20 Years (#)	5
Total Openings for Class of 2023	11

Closing:

Feel free to contact me at any time with questions regarding the information contained in this memo or the nominating process in general.

Byron M. Jones, CMC, TAA Clerk

Direct: (520) 573-4822

Email: bjones@flytucson.com

TAA Bylaws Section 2.1.2(a)(ii):

Members will serve for an initial fifteen (15) year term. Any Member may apply to continue as a Member for one successive 5-year term by providing notice to the Chair of the Nominating Council no sooner than April 1 and no later than October 1 in the year preceding the expiration of his or her initial term. Applications for continuing membership shall be considered and voted upon as described in Section 2.2 below.

TAA Bylaws Section 2.1.2(a)(iii):

Terms of Members and continuing Members shall begin on the date of the annual meeting at which their membership or continuing membership was approved and end after fifteen (15) years for Members, or five (5) additional years for continuing Members, on the day prior to the date their membership or continuing membership was approved.