

TUCSON AIRPORT AUTHORITY | Nominating Council
Monday, August 19, 2024 | 11:00 a.m. | [Remote 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 remote-only meeting open to the public on **Friday, August 19, 2024, beginning at 11:00 a.m.** Council members and the public may attend remotely via the Microsoft Teams online meeting platform.

Members of the public interested in observing the proceedings may do so through Microsoft Teams. Click [HERE](#) to be taken to the registration form. Upon registering, you will receive an email confirmation containing the hyperlink, telephone number, and access code to join the meeting virtually or telephonically.

The agenda for the meeting is as follows:

1. CALL TO ORDER | ROLL CALL

- | | | |
|--|---|---|
| <input type="checkbox"/> Lisa Lovallo, Chair | <input type="checkbox"/> Brandt Hazen, Vice Chair | <input type="checkbox"/> Taunya Villicaña |
| <input type="checkbox"/> Phil Swaim | <input type="checkbox"/> Carol Stewart | <input type="checkbox"/> Rhonda Piña |
| <input type="checkbox"/> Shaima Namazifard | | |

2. APPROVAL OF MINUTES

Approve the minutes of the Nominating Council meeting held on July 26, 2024.

3. PRESIDENT/CEO REPORT

State of the Industry | Update

4. PRESENTATION/DISCUSSION

a. 2025 Nominating Period | Update:

- i. The TAA Clerk will provide an update on the nominations received to date.
- ii. Council members may provide updates on their recruitment efforts and identify individuals or groups to target prior to the close of the nominating period.

b. Emeritus Member Applications: The Council will consider and may vote to make a recommendation to the Board of Directors regarding applications for emeritus membership.

5. NEXT MEETING

Thursday, October 24, 2024, 11:00 a.m. | Remote-only meeting via [Microsoft Teams](#)

6. ADJOURN

**TUCSON AIRPORT AUTHORITY | Nominating Council
Friday, July 26, 2024 | 11:00 a.m. | Remote Only**

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

Vice Chair Hazen called the meeting to order at 11:10 a.m.

Council Members Present: Vice Chair Brandt Hazen, Council Member Taunya Villicaña, Council Member Phil Swaim, Council Member Carol Stewart, Council Member Rhonda Piña, and Council Member Shaima Namazifard

Council Members Absent: Chair Lisa Lovallo

Staff Present: President/CEO Danette Bewley, Deputy General Counsel Kim Outlaw Ryan, IT Customer Support Technician Hector Lopez, and TAA Clerk Byron Jones

2. APPROVAL OF MINUTES

There were no corrections or amendments to the draft minutes from the Nominating Council meeting held on October 19, 2023.

Motion by Council Member Villicaña, seconded by Council Member Stewart, to approve the minutes of the Nominating Council meeting held on October 19, 2023. The motion carried by the following vote:

Ayes (6) Hazen, Villicaña, Swaim, Stewart, Piña, and Namazifard

Nays (0)

3. PRESIDENT/CEO REPORT

State of the Industry | Update

President/CEO Danette Bewley reported the following:

- The aviation industry experienced significant operational disruptions last week as a result of a system outage. The outage led to the cancellation of thousands of flights. Airlines have been struggling most of the week to get caught up. Delta Airlines, which experienced severe disruptions, announced that they would be back on scheduled by today. Although Tucson International Airport (TUS) experienced some disruptions, they were professionally managed by the airlines.

- ❑ Alaska Airlines announced that it will offer seasonal, nonstop service to from TUS to Sacramento International Airport (SMF) beginning on January 26, 2025. It will operate daily between January and April.
- ❑ TUS is experiencing growth in several markets, including Dallas, Phoenix, Chicago Midway, and Denver.
- ❑ TUS was awarded the Western Pacific Region Airport Safety Award by the Federal Aviation Administration.

4. PRESENTATION/DISCUSSION

a. Open Meeting Law Presentation:

Deputy General Counsel Kim Outlaw Ryan provided a refresher training on the council members' duty to comply with the Arizona Open Meeting Law and the Arizona Public Records Law. The key points: 1) Only items which are properly agendaized may be discussed during a public meeting, and 2) Council members should refrain from having conversations with each other apart from the council meetings.

b. TAA Current Membership | Update:

TAA Clerk Byron Jones provided an overview of the TAA's current membership:

- ❑ The TAA has 57 Active Members. There are currently three vacancies. Four Members will reach 20 years and must either apply for emeritus membership, or their membership will expire. Additionally, one Member who has served the minimum ten years has submitted a request for emeritus membership.
- ❑ The Council may nominate up to eight new members to the Authority. Two nomination packets have been received to date.
- ❑ Included in the packet were statistics related to the gender and racial makeup of the authority and a list of individuals who have been nominated multiple times to the Authority without being elected.

c. 2025 Nominations:

Council members reported on their efforts to nominate individuals from the community as well as the two nominations which were already submitted.

- ❑ Board Chair Keri Silvyn submitted nominations for **Dr. Richard Livingood** and **Kym Adair**. Dr. Livingood is an adjunct professor of computer science, business, and doctoral studies; Ms. Adair is executive director of the Arizona Bowl.

Ms. Bewley added that Dr. Livingood is a private pilot. He visited the airport recently and spent several hours touring the airport and talking with staff. He is extremely interested in airport operations, particularly the Airfield Safety Enhancement (ASE) Program.

- ❑ Council Member Stewart reported that she had been in discussions with the following individuals:
 - **Nancy Kluge**, president and CEO of the Reid Park Zoo. Ms. Kluge is collaborating with TUS to raise awareness about animal trafficking.
 - **Linda Mazon Gutierrez**, emeritus president and CEO of the Hispanic Women's Corporation. Ms. Gutierrez's company partners with Hudson, TUS's current vendor providing news and gift items.
 - **Dr. Elliott Cheu**, interim senior vice president of research and innovation at the University of Arizona. Dr. Cheu brings a high level of commitment to every endeavor he undertakes. He is also a great proponent of TUS and uses the airport whenever possible.
- ❑ Board Chair Silvyn and Vice Chair Hazen have both approached **Mimi Coomler, R.N.**, CEO of the Tucson Medical Center. She currently has several competing priorities, but she has expressed an interest in joining the TAA.
- ❑ Director Ellen Wheeler has spoken with **Felipe Garcia**, president and CEO of Visit Tucson. He has expressed an interest in the TAA, but he also has significant commitments. Ms. Bewley has a meeting with Mr. Garcia next week and will speak to him regarding the time commitment of TAA members and to answer any questions he may have.

Ms. Bewley reminded the Council that it has previously been its unofficial policy to avoid nominating multiple individuals from the same entity (e.g., The University of Arizona); however, the Council is not obligated to adhere to past practices. She invited the Council members to contact her if they have any questions regarding prior nominees who were not elected to the Authority.

Deputy General Counsel Ryan asked the Council members to contact Executive Vice President/General Counsel Chris Schmaltz or herself if they have any questions related to the bylaws or the nominating process.

5. NEXT MEETING

Monday, August 19, 2024, 11:00 a.m. | Remote-only meeting via [Microsoft Teams](#)

6. ADJOURN

There being no further business to discuss, Vice Chair Hazen adjourned the meeting at 11:47 a.m.

PREPARED BY:

Byron Jones, TAA Clerk

Date: _____

DRAFT

Date: August 19, 2024

To: Nominating Council
From: Byron Jones, TAA Clerk
Re: 2025 Nominating Period | Update

Background:

The Bylaws delegate to the Nominating Council the responsibility of considering and making recommendations regarding New Members, Continuing Members, Emeritus Members, and Directors. Additionally, the Nominating Council may recommend a slate of Board corporate officers for 2025. The 2025 nominating period commenced on April 1, 2024 and will conclude on October 1, 2024. The Council's nominations are due to the Board of Directors by November 20, 2024 pursuant to the Bylaws.

Nominating Period | Update:

Calls for nominations were included in the April, May, and August member advisories. Two nominations for new Members and four emeritus requests have been received to date. A final reminder that the nominating period closes on October 1 will be included in the September member advisory.

Current Membership | Analysis:

- As of August 13, 2024, TAA has 57 active Members and **three vacancies**. Per the Bylaws, there can be a no more than 60 active Members of the organization at any given time.
- Four Members will reach the maximum of 20 years in January 2025; they have the option to apply to transition to Emeritus Member or let their membership expire.
- Five Members will reach the end of their initial 15-year term in January 2025. These Members have the option to request a five-year extension of their active membership or apply to transition to Emeritus Member. Otherwise, their membership will expire.
- One Member who has served the minimum requirement of ten years but whose term has not expired has applied to transition to Emeritus Member.
- As of August 13, 2024, the Nominating Council has the option to nominate **up to eight new Members** to TAA in 2025. This number may increase if additional Members apply for and are approved for emeritus membership by the Board of Directors or if active Members who have reached the end of their initial 15-year term allow their membership to expire.

Attachments:

1. Emeritus Member requests submitted by Michael Duran, Mike Hannley, Gary Kippur, Steve Pagnucco, and David Smallhouse.
2. Excerpt from the TAA Bylaws: Section 2.1.2(b) - Emeritus Members

| GENERAL INFORMATION | |
|---|------------------|
| Name: | MICHAEL J. DURAN |
| TAA Member since (year): | 2012 |
| <p>Continuing Member: Active Members may serve for 15 years, and may request, subject to approval, to serve an additional five years as an Active Member, or transition to Emeritus Member. The member application for an additional five years of Membership is considered based upon participation and contribution to TAA's mission.</p> <p>Emeritus Member: Active Members must serve a minimum of 10 years to be eligible for emeritus membership. Members may apply to become emeritus beginning at 10 years, and at any time thereafter while they are a Member. The TAA Bylaws provide that the maximum time a Member may serve is 20 years (15 years plus 5 as a Continuing Member (subject to some exceptions related to Board service)).</p> <p>Emeritus Members will:</p> <ol style="list-style-type: none"> 1. Be invited to the membership business meetings of the Tucson Airport Authority, but not entitled to vote; 2. be invited to all Tucson Airport Authority membership social functions; 3. retain parking privileges at the airport as provided to all TAA members; and 4. be utilized as invited and, if willing, as consultants to the Tucson Airport Authority on special issues. | |
| <p>I wish to extend my term as an Active Member an additional five (5) years <input type="checkbox"/></p> | |
| <p>I wish to convert to Emeritus Member status <input checked="" type="checkbox"/></p> | |

Please describe your participation and contribution to TAA's mission.

SERVED ON NOMINATING COMMITTEE
 SERVED ON FINANCE & AUDIT COMMITTEE
 SERVED ON AD HOC COMMITTEE TO INTERVIEW CONSULTANT
 CANDIDATES TO BE HIRED TO ASSIST TAA STAFF WITH
 NEW AIRPORT USE AGREEMENT

| SIGNATURE | DATE |
|---|--------|
|  | 7/2024 |

| GENERAL INFORMATION | |
|--|--------------|
| Name: | Mike Hannley |
| TAA Member since (year): | 2003 |
| <p>Continuing Member: Active Members may serve for 15 years, and may request, subject to approval, to serve an additional five years as an Active Member, or transition to Emeritus Member. The member application for an additional five years of Membership is considered based upon participation and contribution to TAA’s mission.</p> <p>Emeritus Member: Active Members must serve a minimum of 10 years to be eligible for emeritus membership. Members may apply to become emeritus beginning at 10 years, and at any time thereafter while they are a Member. The TAA Bylaws provide that the maximum time a Member may serve is 20 years (15 years plus 5 as a Continuing Member (subject to some exceptions related to Board service).</p> <p>Emeritus Members will:</p> <ol style="list-style-type: none"> 1. Be invited to the membership business meetings of the Tucson Airport Authority, but not entitled to vote; 2. be invited to all Tucson Airport Authority membership social functions; 3. retain parking privileges at the airport as provided to all TAA members; and 4. be utilized as invited and, if willing, as consultants to the Tucson Airport Authority on special issues. | |
| <p>I wish to extend my term as an Active Member an additional five (5) years <input type="checkbox"/></p> | |
| <p>I wish to convert to Emeritus Member status <input checked="" type="checkbox"/></p> | |

Please describe your participation and contribution to TAA’s mission.

My contribution In continued involvement wit TAA, is from my past Board and Executive committee. Additionally, the depth of experience in Audit, Compliance and Risk should be welcomed with my continued to the TAA mission.

| SIGNATURE | DATE |
|---|---------------|
|  <small>Mike Hannley (Jun 13, 2024 13:47 MDT)</small> | June 13, 2024 |

| GENERAL INFORMATION | |
|--|-------------|
| Name: | Gary Kippur |
| TAA Member since (year): | 2009 |
| <p>Continuing Member: Active Members may serve for 15 years, and may request, subject to approval, to serve an additional five years as an Active Member, or transition to Emeritus Member. The member application for an additional five years of Membership is considered based upon participation and contribution to TAA’s mission.</p> <p>Emeritus Member: Active Members must serve a minimum of 10 years to be eligible for emeritus membership. Members may apply to become emeritus beginning at 10 years, and at any time thereafter while they are a Member. The TAA Bylaws provide that the maximum time a Member may serve is 20 years (15 years plus 5 as a Continuing Member (subject to some exceptions related to Board service).</p> <p>Emeritus Members will:</p> <ol style="list-style-type: none"> 1. Be invited to the membership business meetings of the Tucson Airport Authority, but not entitled to vote; 2. be invited to all Tucson Airport Authority membership social functions; 3. retain parking privileges at the airport as provided to all TAA members; and 4. be utilized as invited and, if willing, as consultants to the Tucson Airport Authority on special issues. | |
| <p>I wish to extend my term as an Active Member an additional five (5) years <input type="checkbox"/></p> | |
| <p>I wish to convert to Emeritus Member status <input checked="" type="checkbox"/></p> | |

Please describe your participation and contribution to TAA’s mission.

| | |
|---|--|
| <ol style="list-style-type: none"> 1. First and foremost, I promote flying from Tucson and not Phoenix with everyone. 2. Serving on multiple committees during my tenure. Most notable the committee to vet and recommend the architect of the solar parking structures. 3. Serving on the insurance committee | |
|---|--|

| SIGNATURE | DATE |
|---|----------------|
|  <small>Gary Kippur (Aug 1, 2024 15:34 PDT)</small> | August 1, 2024 |

| GENERAL INFORMATION | |
|--|----------------|
| Name: | Steve Pagnucco |
| TAA Member since (year): | 2004 |
| <p>Continuing Member: Active Members may serve for 15 years, and may request, subject to approval, to serve an additional five years as an Active Member, or transition to Emeritus Member. The member application for an additional five years of Membership is considered based upon participation and contribution to TAA’s mission.</p> <p>Emeritus Member: Active Members must serve a minimum of 10 years to be eligible for emeritus membership. Members may apply to become emeritus beginning at 10 years, and at any time thereafter while they are a Member. The TAA Bylaws provide that the maximum time a Member may serve is 20 years (15 years plus 5 as a Continuing Member (subject to some exceptions related to Board service).</p> <p>Emeritus Members will:</p> <ol style="list-style-type: none"> 1. Be invited to the membership business meetings of the Tucson Airport Authority, but not entitled to vote; 2. be invited to all Tucson Airport Authority membership social functions; 3. retain parking privileges at the airport as provided to all TAA members; and 4. be utilized as invited and, if willing, as consultants to the Tucson Airport Authority on special issues. | |
| <p>I wish to extend my term as an Active Member an additional five (5) years <input type="checkbox"/></p> | |
| <p>I wish to convert to Emeritus Member status <input checked="" type="checkbox"/></p> | |

Please describe your participation and contribution to TAA’s mission.

As the Vice President of Operations at Universal Avionics, I have the unique perspective of being both a member and a tenant of the TAA. In this role I have experienced and advocated for the importance of our company and others flying out of this great airport vs driving to Phx. I have also experienced the outstanding service provided to our hangar operations by TAA and the great cooperations between tenants for fuel, maintenance, storage, etc. I hope this unique perspective will continue to help me contribute to the committees I support, particularly as I retire and have more time for this type of community service.

| SIGNATURE | DATE |
|---|---------------|
|  <small>Steve Pagnucco (Jul 25, 2024 10:10 PDT)</small> | July 25, 2024 |

| GENERAL INFORMATION | |
|--|---------------------|
| Name: | David C. Smallhouse |
| TAA Member since (year): | 2003 |
| <p>Continuing Member: Active Members may serve for 15 years, and may request, subject to approval, to serve an additional five years as an Active Member, or transition to Emeritus Member. The member application for an additional five years of Membership is considered based upon participation and contribution to TAA's mission.</p> <p>Emeritus Member: Active Members must serve a minimum of 10 years to be eligible for emeritus membership. Members may apply to become emeritus beginning at 10 years, and at any time thereafter while they are a Member. The TAA Bylaws provide that the maximum time a Member may serve is 20 years (15 years plus 5 as a Continuing Member (subject to some exceptions related to Board service).</p> <p>Emeritus Members will:</p> <ol style="list-style-type: none"> 1. Be invited to the membership business meetings of the Tucson Airport Authority, but not entitled to vote; 2. be invited to all Tucson Airport Authority membership social functions; 3. retain parking privileges at the airport as provided to all TAA members; and 4. be utilized as invited and, if willing, as consultants to the Tucson Airport Authority on special issues. | |
| <p>I wish to extend my term as an Active Member an additional five (5) years <input type="checkbox"/></p> | |
| <p>I wish to convert to Emeritus Member status <input checked="" type="checkbox"/></p> | |

Please describe your participation and contribution to TAA's mission.

If I were able to, I would be applying to extend my term as an Active Member for an additional 5 years. It has been an honor and a privilege to serve. I believe I have served on a council each year I have been an Active Member and a few times on more than one. Most recently, I chaired the Audit Council. More importantly, I do enjoy being an ambassador to what is truly my favorite airport. TIA plays such a key role in economic development in our region.

If I am approved to become an Emeritus Member, I welcome the opportunity to continue to serve on a council or an ad hoc committee.

| SIGNATURE | DATE |
|---|----------------|
|  <small>D. C. Smallhouse (Mar 25, 2024 12:00 PDT)</small> | March 25, 2024 |

not meet these membership requirements, the Board of Directors may, by vote of the majority of the membership of the Board of Directors (e.g., if a Board of 9 total directors, 5 votes are required), terminate such person's membership in the Tucson Airport Authority.

(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.

(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.

(iv) Any Member serving on the Board of Directors or an Advisory Council shall have his or her membership term automatically extended (whether the initial term or subsequent term) until completion of his or her service as a Director or Council member.

(b) Emeritus Members.

(i) Members who have completed a minimum of ten (10) years of service may be considered for Emeritus Member status. Emeritus Membership shall be limited to those members who have provided distinguished service to the Authority over a sustained period of time. All applications to be considered for Emeritus Membership must be submitted to the Nominating Council, which will evaluate the application and make an appropriate recommendation to the Board of Directors. Such change in classification requires approval by a majority vote of the Board.

(ii) Emeritus Members will:

(1) be invited to the membership business meetings of the Tucson Airport Authority, but not entitled to vote;

(2) be invited to all Tucson Airport Authority membership social functions;

(3) retain parking privileges at the airport as provided to all TAA members; and

(4) be utilized as invited and, if willing, as consultants to the Tucson Airport Authority on special issues.

(iii) A person who has entered Emeritus Membership classification shall not be counted in the membership limitation provided in Section 2.2.2 hereof.