

**DRAFT MINUTES OF THE
CONNECTICUT AIRPORT AUTHORITY
HUMAN RESOURCES AND GOVERNANCE COMMITTEE
TUESDAY, AUGUST 27, 2019, AT 11:00 AM
Bradley International Airport
Administration Conference Room
Windsor Locks, CT**

MEMBERS PRESENT:

Bob Aaronson, Committee Chair (via conf. call)
Tony Sheridan
Karen Jarmoc (via conf. call)
Michael Long

STAFF PRESENT BY STATUTE:

Kevin A. Dillon, A.A.E.

STAFF PRESENT:

Michael Shea
Sharon Traficante
Alex Peterson

1. Call to Order:

Committee Chair Aaronson called the meeting to order at 11:06 AM and noted a quorum.

2. Approval of Minutes:

(a) July 1, 2019 Human Resources and Governance Committee Meeting:

Mr. Sheridan made a motion (Seconded: Mr. Long) to approve the minutes from the July 1, 2019 Human Resources and Governance Committee meeting. **Voice Vote – motion passed unanimously.**

3. Action Items:

(a) Consideration of and Action Upon Approval of a Revised Equal Employment Opportunity and Affirmative Action Policy.

Mr. Dillon reported that this revision is driven by the only finding from the Auditors of Public Accounts in their recently released review of FY14 and FY15 CAA operations. The Auditors cited specific language in the policy stating that managers and employees would be assessed on their equal employment opportunity and affirmative action efforts prior to their promotion or the execution of discretionary salary increases. While the CAA has maintained that all unclassified employees are implicitly assessed during the regular performance appraisal process regarding their adherence to all CAA policies, the Auditors noted the specific language in this policy as an outlier. To remedy the issue prior to the next audit, the revised policy deletes the passage noted by the Auditors, and CAA performance appraisals will now include explicit language to affirmatively assess the employee's adherence to all CAA policies, including the Equal Employment Opportunity and Affirmative Action Policy. Discussion ensued regarding the remaining provisions of the revised policy, and the process for incorporating new language into performance appraisals. Mr. Sheridan made a motion (Seconded: Mr. Long) to approve the revised Equal Employment Opportunity and Affirmative Action Policy and to recommend to the Board for final approval. **Voice Vote – motion passed unanimously.**

(b) Consideration of and Action Upon Approval of Revisions to the CAA Board Bylaws.

Mr. Dillon provided an overview of revisions that staff recommends incorporating into the board bylaws plans to conform with statute and current practice, as well as to establish certain best practices. Discussion ensued regarding differing restrictions between regular meetings and special meetings, the annual schedule of board meetings, the posting of meeting notices, the

potential for a future board retreat, vote records, and the requirement for board members to state a reason when abstaining from board action or discussion.

Ms. Jarmoc departed the meeting at 12:00 PM.

Discussion ensued regarding a statutory requirement for the executive director to attend all board committee meetings, as well as a proposed requirement for board members to leave the room after recusing himself or herself from the discussion or action on an item in which he or she is conflicted or potentially conflicted. The committee further amended the proposed bylaws revisions to delete an unnecessary and conflicting passage regarding special meeting agendas, remove a proposed change giving the board chair and executive director the authority to call special meetings, and delete a proposed requirement that board members leave the room after recusing themselves from items in which they are conflicted or potentially conflicted. Mr. Sheridan made a motion (Seconded: Mr. Long) to approve the revisions to the board bylaws, as amended. **Voice Vote – motion passed unanimously.** Mr. Dillon also briefed the committee regarding additional potential changes to the bylaws to enhance transparency at all quasi-public agencies. The committee approved progressing the proposed changes, and Mr. Dillon committed to report back to the committee as discussions continue.

4. Adjournment:

Mr. Long made a motion (Seconded: Mr. Sheridan) to adjourn the Committee meeting at 12:26 PM, **Voice vote – motion passed unanimously.**