



**ALBANY PORT DISTRICT COMMISSION
GOVERNANCE COMMITTEE
JANUARY 29, 2025
12:00 P.M.**

AGENDA

- 1) Approval of Minutes from the November 25, 2024 Governance Committee Meeting**
- 2) 2025 Nomination of APDC Officers**
- 3) Annual Policy Review:**
 - Code of Ethics
 - Extension of Credit Prohibition
 - Indemnification
 - Personnel Handbook
 - Procurement
 - Prompt Payment
 - Property Acquisition
 - Property Disposition
 - Sexual Harassment
 - Whistleblower
- 4) Overview of Conflict of Interest Declarations**
- 5) Review Summary Results of Confidential Evaluation of Board Performance for 2024**
- 6) Enter Executive Session¹**
- 7) Exit Executive Session**
- 8) Next Meeting: November 24, 2025**

¹ Only if necessary (and if approved by a majority vote of the Commission), to discuss

- a. matters which will imperil the public safety if disclosed;
- b. any matter which may disclose the identity of a law enforcement agent or informer;
- c. information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
- d. discussions regarding proposed, pending or current litigation;
- e. collective negotiations pursuant to article fourteen of the civil service law;
- f. the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation;
- g. the preparation, grading or administration of examinations; and
- h. the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.



ALBANY PORT DISTRICT COMMISSION
MINUTES OF THE
GOVERNANCE COMMITTEE MEETING
NOVEMBER 25, 2024

Commissioner Steffens called the meeting to order. In attendance were Commissioner Cinquanti and Abriel. Also present were CEO Hendrick, General Counsel Jordan, CCO Daly, CFO Stuto, DSI Schneidawin, DEA Vavura, SCM Yagan, Director of Security Stock, Administrative Assistant DiLillo and Logistec General Manager Bill Ring.

Commissioner Steffens introduced the minutes of the January 31, 2024 Governance Committee meeting and asked for a motion to approve the minutes. A motion was made by Commissioner Cinquanti, seconded by Commissioner Abriel and passed unanimously.

REVIEW OF COMMITTEE CHARTER

Commissioner Steffens presented the Governance Committee Charter, which is required to be reviewed annually. Counsel Jordan noted that in order to be consistent with the Finance Committee Charter management recommended to amend the language in the Meeting Section II/C/2 of the Committee Charter to read: "A majority of voting Committee members must attend **in person** in order to constitute a quorum and to hold a valid meeting." The Finance Committee concurred with management's recommendation. Commissioner Steffens asked for a motion to accept the APDC Governance Committee charter with recommended amendment. A motion was made by Commissioner Cinquanti and seconded by Commissioner Abriel and passed unanimously.

REVIEW OF THE MISSION STATEMENT

Commissioner Steffens presented the Mission Statement to the Governance Committee for its yearly review and approval. Counsel Jordan noted that the staff recommended no changes. Commissioner Steffens asked for a motion to accept the Mission Statement as presented. A motion was made by Commissioner Abriel and seconded by Commissioner Cinquanti and passed unanimously.

PROPOSED 2025 MEETING DATES

Commissioner Steffens presented a proposed schedule for the 2025 APDC Board and Committee meetings. After the Committee Members reviewed the schedule of meeting dates, some suggested changes were made and then accepted by the Committee.

RECOMMENDATIONS FOR 2025 COMMITTEE ASSIGNMENTS

Commissioner Steffens presented to the Committee the proposed APDC Committee Membership for 2025 for review. Counsel Jordan noted that a resolution for the 2025 APDC Committee Membership will be presented to the Board for adoption at the December meeting.

EXECUTIVE SESSION

There were no items for discussion in Executive Session.

Counsel Jordan asked for a motion to adjourn the meeting. A motion was made by Commissioner Cinquanti, seconded by Commissioner Abriel and passed unanimously. The meeting was adjourned.

DRAFT