

# Minutes of the MNAA Management, Audit & Compliance Committee



Date: January 11, 2023

Location: Metropolitan Nashville Airport Authority  
Tennessee Boardroom

Time: 10:16 a.m.

Committee Members Present:

Joycelyn Stevenson, Chair, Jimmy Granbery, Vice Chair,  
Bill Freeman

Committee Members Absent:

Others Present:

Nancy Sullivan, Andrew Byrd, Bobby Joslin, Doug Kreulen, Lisa  
Lankford, Neale Bedrock, Rachel Moore and Trish Saxman

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I. CALL TO ORDER

Chair Stevenson called the meeting of the MNAA Management Committee to order at 10:16 a.m. pursuant to Public Notice dated January 6, 2023.

II. APPROVAL OF MINUTES

Chair Stevenson asked for a motion to approve the minutes of the November 9, 2022 MNAA Management Committee. Vice Chair Granbery made a motion and Commissioner Freeman seconded the motion. The motion carried by vote of 3 to 0.

III. CHAIR'S REPORT

Chair Stevenson had no Chair's Report.

IV. ITEMS FOR APPROVAL

The Naming Policy, Resolution 2023-01 was withdrawn from the approval items. The Committee determined the Naming Policy adopted on March 17, 2010, and made effective on April 1, 2010, should not be amended. Chair Stevenson asked for process to vet and create an internal process outside of the policy.

V. INFORMATION ITEMS

**1. Ethics Policy/Bylaws Status Update**

Doug Kreulen, President and CEO, introduced Neale R. Bedrock, Esq., General Counsel and Chief Compliance Officer, who provided an update on the Ethics Policy and Bylaws status. Mr. Bedrock presented a sample matrix, showing MNAA Code of Conduct Section 3, which was reviewed for legal adequacy and best practices by the MNAA Law Department and outside legal counsel, Jenner & Block. The MNAA Code of Conduct Section 3 defines a nominal gift as an item with a value of \$25 or less; best practices define a nominal gift as an item with a value between \$25 - \$50, and Jenner & Block recommends reducing the nominal value of gifts to \$25. Commissioner Joslin asked if it is \$50 currently, and Mr. Bedrock replied, yes.

In February, MNAA will provide Committee and Board with recommended changes, in March it will be an informational item, and in April the updated Code of Business Conduct and Ethics Policy and Bylaws will be presented for approval. Commissioner Byrd asked who is helping develop the matrix, and Mr. Bedrock replied Jenner & Block. Chair Stevenson inquired if the Committee should budget additional time in the next meeting to discuss. President Kreulen stated in February, the Committee will receive the matrix, discuss in March and consider approval in April.

**2. Board Officer Discussions**

The next informational item was Board Officer Discussion. Chair Stevenson thanked Former Chair Freeman for his service as Board Chair, and continued service on the Board. According to the 3<sup>rd</sup> Amended and Restated Bylaws of the MNAA Board of Commissioners, Section 2.3.1 states that any vacancy of an Officer shall be filled for said Officer's unexpired term in such office at a subsequent meeting of the Board by affirmative vote of a majority of the members of the Board. Chair Stevenson stated she is interested in the Chair position and would like to run and asked for any other nominations. Commissioner Freeman made a motion of Chair Stevenson for Board Chair, Commissioner Jimmy Granbery for Vice Chair and Commissioner Byrd as Secretary, for recommendation for approval to the Board of Commissioners. Vice Chair Granbery seconded the motion, and it passed by vote of 3 - 0.

Chair Stevenson then asked for a motion to suspend the public portion of this meeting to enter into executive session to discuss Authority litigation. Following the executive session, she stated, the public portion of the meeting would resume. Commissioner Freeman made a motion to enter executive session and Vice Chair Granbery seconded the motion.

The Committee entered into Executive Session from 10:44 to 11:23.

At the end of Executive Session, Chair Stevenson asked for a motion to exit the executive session and return to the public portion of the meeting. Vice Chair Granbery made a motion to exit executive session and Chair Stevenson seconded the motion.

VI. ADJOURN

There being no further business brought before the Management Committee, Chair Stevenson adjourned the meeting at 11:24 a.m.



Andrew W. Byrd, Board Secretary