

# Minutes of the MNAA Management, Audit & Compliance Committee



Date: March 8, 2023

Location: Metropolitan Nashville Airport Authority  
Tennessee Boardroom

Time: 11:18 a.m.

Committee Members Present:

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

Committee Members Absent:

None

Others Present:

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

## I. CALL TO ORDER

Chair Stevenson called the meeting of the MNAA Management Committee to order at 11:18 a.m. pursuant to Public Notice dated March 3, 2023.

## II. APPROVAL OF MINUTES

Chair Stevenson asked for a motion to approve the minutes of the February 8, 2023 MNAA Management Committee. Vice Chair Granbery made a motion and Chair Stevenson seconded the motion. The motion carried by vote of 3 to 0.

## III. CHAIR'S REPORT

Chair Stevenson stated the Management Committee has discussed Committee structure over the past few months, including the number of members on each Committee and the number of Committees. Chair Stevenson asked the Commissioners to send any preferences or thoughts on Committees, Subcommittees or Committee membership over the next 30 days.

## IV. ITEMS FOR APPROVAL

There were no items for approval.

V. INFORMATION ITEMS

1. **Ethics Policy Matrix and Bylaws Recommendations**

Doug Kreulen, President and CEO, introduced Neale R. Bedrock, Esq., General Counsel and Chief Compliance Officer, who provided an update on the Ethics Policy Matrix. Mr. Bedrock stated that the Law Department has been working with outside counsel on recommendations for changes to the Ethics Policy and Board Bylaws. Mr. Bedrock presented the Committee with two handouts: 1) Code of Business Conduct and Ethics Policy – Analysis and Proposed Recommendations, and 2) Summary of Proposed Changes to Third Amended and Restated Bylaws of the Metropolitan Nashville Airport Authority. Mr. Bedrock asked that the Committee take the next 30 days to review and if they have any questions, comments or recommendations to please reach out to President Kreulen or him. Commissioner Byrd asked if the Committee could receive a copy of the current Ethics Policy and Bylaws. President Kreulen stated yes and that they will be sent today. Commissioner Stevenson asked if the goal is to discuss or implement in March. Mr. Bedrock replied that the plan is to review the Board's feedback in March and have a final document in April 2023 for approval. President Kreulen stated the plan was for the Committee to have 30 days to review, discuss in March and approve in April. Commissioner Byrd said he had reviewed and would provide feedback to Mr. Bedrock. Commissioner Granbery said the format as presented was fantastic, and he had no suggestions. He reminded the Committee of the importance of the bylaws. Mr. Bedrock said he would redline the document when he received Commissioner Byrd's recommendations and provide the redline to all Commissioners over the next 30 days. He recommended the schedule be revised to review all recommendations in April and plan for approval in May.

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 Byrd made a motion to enter executive session and Vice Chair Granbery seconded the motion.

The Committee entered into Executive Session at 11:21 and the Executive Session concluded at 11:51.

At the end of the 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 11:51 a.m.



---

Andrew W. Byrd, Board Secretary