

Minutes of the Special Joint Meeting of the MNAA Board of Commissioners and MPC Board of Directors



Date: July 6, 2023

Location: Metropolitan Nashville Airport Authority
Tennessee Boardroom

Time: 4:00 p.m.

Board Members Present: Jimmy Granbery, Chair; Bobby Joslin, Vice Chair, Tony Giarratana, Jack Johnson, Stuart McWhorter

Board Members Absent: Masami Tyson, Secretary

MNAA Staff Present: Doug Kreulen, Neale Bedrock, Lisa Lankford, Trish Saxman, Rachel Moore, Robert Ramsey, Marge Basrai, Stacey Nickens, Davita Taylor, Carrie Logan, Ted Morrissey, Ijeoma Ike and David Griswold

I. CALL TO ORDER

In accordance with the 3rd Amended and Restated Bylaws of the MNAA Board of Commissioners, Section 2.3, President Kreulen called the MNAA Board of Commissioners and MPC Board of Directors Meeting to order at 4:00 p.m., pursuant to Public Notice posted to the MNAA website July 1, 2023.

II. PUBLIC COMMENTS

President Kreulen stated there were no public comment requests received in compliance with MNAA policy.

III. PRESIDENT'S REPORT

President Kreulen provided some key updates to the newly appointed Board members. He acknowledged all the media at the Board meeting and asked the Commissioners to direct any media inquiries to him, the CEO of MNAA, or Stacey Nickens, VP Communications & Marketing. President Kreulen informed the Board that there is a link on MNAA's webpage to request public records. President Kreulen also informed the Board of a new State law relative to public comments during public meetings and explained that the requirement, which became law on July 1, 2023, has become part of Airport Authority policy (MNAA Public Comment Policy 33-007). He told the Board that Trish Saxman, Board Staff Secretary, will begin taking votes by roll-call to capture for our minutes.

President Kreulen presented the 2023 Board Calendar beginning in August through December and stated that the Board will have the opportunity to discuss future calendar items for 2024.

President Kreulen referenced blue folders that were placed at the table for each Commissioner. There were two documents—a contact information sheet and an Ethics Disclosure form, which the Commissioners need to complete and return next week. President Kreulen informed the Board that Ms. Nickens will schedule the taking of a professional photo of each Commissioner and will follow up with the Commissioner when their respective appointment has been scheduled. President Kreulen also asked each Commissioner to provide a personal biography for a MNAA press release. Each Commissioner was provided a Board Orientation guide, and President Kreulen stated he was available if there were any questions. President Kreulen informed the Commissioners that if they wanted a tour of BNA and/or JWN, to let him know and that he would schedule those tours.

IV. ELECTION OF BOARD OFFICERS

The first item that the Commissioners discussed was election of a Chair in accordance with the 3rd Amended and Restated Bylaws of the MNAA Board of Commissioners, Section 2.3.2. President Kreulen entertained a motion to nominate a Chair and left the floor open to the Board. Commissioner Joslin stated as a senior member of the Board, he has served the Board proudly over the years with some great members and have some great new members to help us steer this Board for the next 20-30 years. Commissioner Joslin stated he has served with Commissioner Granbery a long time, respects him, and knows he is very well connected in the business community. He stated it is an honor to serve on the Board with him. Commissioner Joslin made a motion to appoint Jimmy Granbery as Chair of the Board. President Kreulen asked for a second, and the motion was seconded by Commissioner Giarratana. President Kreulen asked Ms. Saxman for a roll call:

Commissioner Giarratana – Yes

Commissioner Joslin – Yes

Commissioner McWhorter –Yes

Commissioner Johnson –Yes

Commissioner Granbery – Yes

The motion was passed with a vote of 5 to 0.

Chair Granbery thanked President Kreulen Commissioner Joslin. Chair Granbery made a motion to appoint Commissioner Joslin as Vice Chair. He stated that Commissioner Giarratana seconded the motion. Chair Granbery asked Ms. Saxman to call the roll:

Commissioner Giarratana – Yes

Chair Granbery – Yes

Commissioner McWhorter – Yes

Commissioner Johnson – Yes

Commissioner Joslin – Yes

The motion was passed with a vote of 5 to 0.

Chair Granbery stated that the next position to fill was Board Secretary and he nominated Commissioner Tyson. He stated that Chair Granbery made a motion to appoint Commissioner Tyson as Board Secretary, and Commissioner McWhorter seconded the motion. Chair Granbery asked Ms. Saxman to call the roll:

Commissioner Giarratana – Yes

Chair Granbery – Yes

Commissioner Johnson – Yes

Commissioner Joslin – Yes

Commissioner McWhorter – Yes

The motion was passed with a vote of 5 to 0.

V. CREATE COMMITTEES AND APPOINT COMMITTEE CHAIRS

Chair Granbery stated that the next item on the agenda was committee assignments. The Board has three Committees: the Operations, Engineering & Strategic Planning Committee (“Operations”); the Finance, Diversity & Workforce Development Committee (“Finance”); and the Management, Audit & Compliance Committee (“Management”).

The primary duties and responsibilities of the Operations Committee include general aviation development, commercial aviation development, as well as airport strategic planning. Chair Granbery asked for a motion to appoint Commissioner Joslin as Chair, Commissioner Giarratana as Vice Chair, and Commissioner McWhorter and Commissioner Tyson as members of the Operations Committee. Chair Granbery also suggested leaving one spot open for one of the Mayor’s appointments.

Commissioner McWhorter made the motion and Commissioner Giarratana seconded the motion.

Chair Granbery asked Ms. Saxman to call the roll:

Commissioner Giarratana – Yes

Chair Granbery – Yes

Commissioner Johnson – Yes

Commissioner Joslin – Yes

Commissioner McWhorter – Yes

The motion was passed with a vote of 5 to 0.

Commissioner Joslin thanked the Board for electing him and stated that the Operations Committee will be very involved in everything going on at BNA and JWN, that the Board will get a quick education and it is a great opportunity. Chair Granbery stated JWN has been rebuilt and a real milestone this year is that for the first time in history we passed the FY23 budget with JWN in the black. Also, the volume of traffic and fuel sales is amazing.

Moving along to the Finance Committee, Chair Granbery stated that its members primary Finance”) duties and responsibilities include fiscal operating, capital budgets and 5-year Capital Improvement Plan, and bond structure. Chair Granbery stated our bond ratings are great thanks to Ms. Marge Basrai, the Chief financial Officer and the finance team. Chair Granbery asked for a motion to appoint Commissioner McWhorter as Chair, Commissioner Johnson as Vice Chair and Commissioner Giarratana and himself as members of the Finance Committee. Chair Granbery also suggested leaving one spot open for one of the Mayor’s appointments. Commissioner Giarratana made the motion and Commissioner Joslin seconded the motion. Chair Granbery asked Ms. Saxman to call the roll:

Commissioner Giarratana – Yes

Chair Granbery – Yes

Commissioner Johnson – Yes

Commissioner Joslin – Yes

Commissioner McWhorter – Yes

The Motion was passed with a vote of 5 to 0.

Chair Granbery then moved to the Management Committee. He stated that the Committee members primary duties and responsibilities include Bylaws & Government relations, and Bylaws and Ethics. Chair Granbery asked for a motion to appoint himself as Chair, Commissioner Tyson as Vice Chair and Commissioner Johnson and Commissioner Joslin as members of the Management Committee. Commissioner McWhorter made the motion and Commissioner Joslin seconded the motion. Chair Granbery asked Ms. Saxman to call the roll.

Commissioner Giarratana – Yes

Chair Granbery – Yes

Commissioner Johnson – Yes

Commissioner Joslin – Yes

Commissioner McWhorter – Yes

The motion was passed with a vote of 5 to 0. Chair Granbery then turned the meeting back over to President Kreulen.

VI. CONFIRM PRESIDENT'S STAFF APPOINTMENTS

President Kreulen informed the Board that Staff Appointments are put to the Board for confirmation, in accordance with the 3rd Amended and Restated Bylaws of the MNAA Board of Commissioners, Section 3.2, and presented a slide reflecting each Staff Appointment.

President Kreulen appointed Trish Saxman as Staff Secretary, Plante & Moran as the independent financial auditing firm, Neale Bedrock as General Counsel, Marge Basrai as Chief Financial Officer, and Robert Ramsey as Chief Operating Officer.

President Kreulen explained that the dates next to each appointee on the slide reflected the date on which they assumed their current position and shared that the appointees had been confirmed in the past and that this was an opportunity to introduce and confirm the staff appointments.

Chair Granbery asked for a motion to accept the confirmation of President's Staff Appointments. Commissioner Giarratana made the motion and Commissioner McWhorter seconded the motion. Chair Granbery asked Ms. Saxman to call the roll:

Commissioner Giarratana – Yes

Chair Granbery – Yes

Commissioner Johnson – Yes

Commissioner Joslin – Yes

Commissioner McWhorter-- Yes

The Motion was passed with a vote of 5 to 0.

VII. COMPLETE BOARD CODE OF BUSINESS CONDUCT AND ETHICS DISCLOSURES

President Kreulen stated that the Board Code of Business Conduct and Ethics Disclosures were approved January 28, 2004. They were provided to each of the Commissioners, and he asked that they review and sign the Ethics Disclosure form and bring back next week. He instructed the Commissioners to call the Airport Authority's General Counsel, Neale Bedrock, if they had any questions related to the form.

VIII. INFORMATION ITEM

Chair Granbery told the Commissioners that in their blue folders, a 120 Day Outlook was included that shows what is upcoming for the next Committee and Board meetings. The Board does a lot of work on Committee day, he said, and he encouraged the Commissioners to ask all their questions during the Committee meetings so that Board meetings run smoothly. Chair Granbery thanked President Kreulen and all the staff for everything they have done and continue to do, especially with everything that has gone on related to construction, flight delays, weather events, and road closures. Chair Granbery stated that he looks forward to working with the new Board.

IX. ADJOURN

There being no further business brought before the Board, Chair Granbery thanked the Commissioners for their participation and made a motion to adjourn. Commissioner Joslin seconded the motion, which carried by a vote of 5 to 0. Chair Granbery adjourned the meeting at 4:17 p.m.



Masami I. Tyson , Board Secretary