

**MINUTES OF
THE GOVERNANCE AND HUMAN RESOURCES
PLANNING COMMITTEE OF
THE MOBILE AIRPORT AUTHORITY**

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its initial organizational and formation meeting (#1) meeting in Mobile, Alabama on July 13, 2023, at approximately 2:15 p.m. The following members of the Board of Directors were physically present at the meeting:

MEMBERS PRESENT: Walter Bell, Chairman; Abe Harper and Jamie Ison (via zoom).

STAFF PRESENT: Chris Curry, Mechel Portis, Denise Taylor, Devon Calametti, Libby Cumlander and Wade Franklin.

GUESTS: Emma Prince, via zoom and Matt Anderson.

LEGAL COUNSEL: Alvin Hope, Attorney, Maynard Nexsen PC.

An agenda was provided as followed, to-wit:

1. **Review Committee Terms of Reference:** Walter Bell, Chairman of the GHR Committee reviewed the terms of reference and discussed in great detail the committee's role and core objectives.
2. **Committee Objectives for 2023-2024:** The Chairman along with Members discussed the objectives of the committee and the compliance framework for its internal audits.
3. **Annual Calendar Checklist:** Discussed the committee's importance of having a checklist of items to bring to the Board, to include:
 - Governance:
 - a. Review of Bylaws (requested copies of same)
 - b. Code of Conflict /Conflict of Letter Review
 - c. Election of Officers
 - d. D & O Insurance Policy

- e. Self-Assessment
- f. Policy and Procedures
- g. Board Training
- h. Board Review / Delegation of Duties
- i. Employee job descriptions, executive evaluations, and total executive compensation packages.

Security Engineers, Inc. Services Contract: By authority delegated at the June 28, 2023, Board Meeting and noted in the approved minutes, the Governance and Human Resources Committee reviewed the Services Contract Agreement for services to be provided by Security Engineers, Inc. (to include number of officers/personnel and not to exceed amount). After receiving additional feedback from staff, and upon the Chair's request, a motion was made to accept and approve, the Agreement as amended, and to give the President requisite authority to consummate the agreement. This motion was then duly seconded and unanimously approved by all board members present.

A date was not set for the next meeting at this this meeting.

ADJOURNMENT

Having no further business to conduct, the Board moved to adjourn at approximately 3:35 p.m.

Chairman

Secretary

MINUTES OF
THE GOVERNANCE AND HUMAN RESOURCES
PLANNING COMMITTEE OF THE MOBILE AIRPORT AUTHORITY

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its initial organizational and formation meeting (#002) meeting in Mobile, Alabama on September 19, 2023, at approximately 1:30 p.m. The following members of the Board of Directors were physically present at the meeting:

MEMBERS PRESENT: Walter Bell, Chairman; Jamie Ison and Abe Harper (via zoom).

STAFF PRESENT: Chris Curry, Libby Cumlander, Devon Calametti and Mechel Portis, Denise Taylor and Wade Franklin.

GUESTS: Matt Anderson.

LEGAL COUNSEL: Alvin Hope, Attorney, Maynard Nexsen PC.

An agenda was provided as followed, to-wit:

1. **Call to Order and welcome.**
2. **Minutes of the July 13, 2023, GHR /Committee Meeting were approved.**
3. **There was no old business.**
4. **New Business:**
 - Mechel Portis, VP of Administration and Human Resources gave a detailed report on the Mobile Authority's Employee Salary Compensation Framework and outline on employees for yearly merit pay increases. Note: The Chairman asked to be provided a graph/chart of the employee's performances based off the merit scores of 1, 2, 3, 4 & 5 performance review scores given.

Mechel Portis, VP of Administration and Human Resources gave a report on the goals, objectives of employee mid-year and yearly reviews for leaders, managers [to include Sr. Executives] and final pay approval by the President and Vice President of Administration of their final reviews and assessments for processing. Succession planning was briefly discussed.

Mr. Curry discussed the MAA programs used for Professional Development training as well as financial programs for employee development training.

Chairman Bell briefly discussed the Airport Disaster Recovery Plan regarding a policy and the Staff's responsibility to build the plan. Mr. Curry stated that further the FAA's Emergency Response/Disaster Plan would both outline and dictate the order of succession and temporary physical management. Also, Mr. Curry continued by stating our Part 139 Inspections are to make sure we have designated chain of commands and that we are up-to-date on safety issues. Chairman Bell mentioned this information needs to be shared with the Risk Committee.

- During the Governance Report it was reported by Attorney Hope that he is working on the Director's Orientation Guide Attorney Hope stated MAA does have a Conflicts Policy and all board members will need to sign it. In closing, Attorney Hope noted that the Bylaws will need to be amended to recognize the expanded Board.

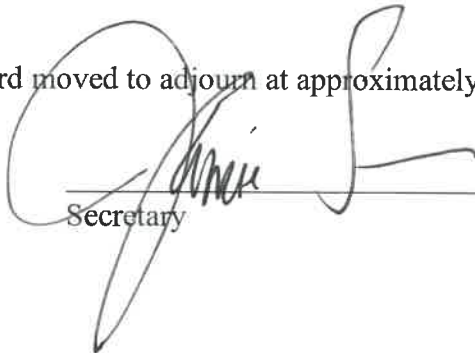
And finally, it was noted by Director Isom that all of the Board members could benefit from an update on the State's Ethic's laws and its application to the Board. The expectation is that Attorney Espy will provide such an update again at the Board's next annual retreat.

A date was not set for the next meeting at this this meeting.

ADJOURNMENT

Having no further business to conduct, the Board moved to adjourn at approximately 2.35 p.m.


Chairman


Secretary

MINUTES OF
THE GOVERNANCE AND HUMAN RESOURCES
PLANNING COMMITTEE OF THE MOBILE AIRPORT AUTHORITY

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its initial organizational and formation meeting (#003) meeting in Mobile, Alabama on October 24, 2023, at approximately 10:30 a.m. The following members of the Board of Directors were physically present at the meeting:

MEMBERS PRESENT: Walter Bell, Chairman; Jamie Ison; and Abe Harper

STAFF PRESENT: Chris Curry, Libby Cumlander, Devon Calametti and Mechel Portis, Denise Taylor and Wade Franklin.

GUESTS: Emma Prince

LEGAL COUNSEL: Alvin Hope, Attorney, Maynard Nexsen; accompanied by Anne Laurie McClurkin (Labor and Employment counsel for Maynard Nexsen)

An agenda was provided as followed, to-wit:

1. **Call to Order and welcome.**
2. **Minutes of the September 19, 2023, GHR /Committee Meeting were approved.**
3. **Old Business:**

- **Human Resources:**

Mechel Portis, VP of Administration and Human Resources gave a detailed report and presented a performance graph to the members for discussion. Further, she updated the Committee on the hiring of the new Vice President of Operations and his expected start date. She also discussed Year End Reviews, Year to Date current employee status (106 employees), and the status of Year-to-Date reviews (completed).

4. **New Business:**

- **Human Resources:**

Anne Laurie McClurkin, Attorney and Alvin Hope attended the meeting and discussed in detail with Human Resources her/their overview and detailed review and study of the MAA Handbook Policy, its compliance therein, along with the MAA Mission Statement.

Conclusion: After a very lengthy discussion, Anne Laurie McClurkin and the Human Resources Department agreed to advance the matters discussed/referenced above and provide an update or final report to the Committee Chair for his review.

Mr. Bell also recommended that the Committee consider and investigate an increase to the Board's monthly compensation. The Act governing this Authority and Board allow for the Board to receive reasonable compensation for participating on this Board. No Committee action was taken.

- **Governance Report:**

At the request of the Committee Chairman, Alvin Hope summarized the purpose of the documents listed below, certain proposed changes thereto and the status and projected timeline for improving these documents with the support of the Committee and HR staff:

- MAA Board Orientation Handbook
- Conflicts of Interest Policy and related Declaration Statement
- Bylaws

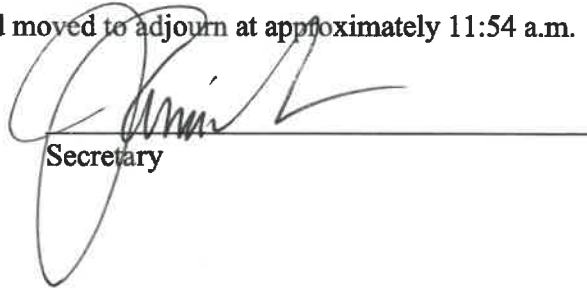
All of these documents have been shared with the HR Committee for review and input. No committee action was taken.

ADJOURNMENT

Having no further business to conduct, the Board moved to adjourn at approximately 11:54 a.m.



Chairman


Secretary

MAA GHR COMMITTEE APPROVED 02.01.2024

MINUTES OF THE GOVERNANCE AND HUMAN RESOURCES PLANNING COMMITTEE OF THE MOBILE AIRPORT AUTHORITY

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its (#004) meeting in Mobile, Alabama on November 28, 2023, at approximately 1:30 p.m. The following members of the Governance and Human Resources Committee Meeting were physically present at the meeting:

MEMBERS PRESENT: Walter Bell, Chairman; Jamie Ison; and Abe Harper

STAFF PRESENT: Chris Curry, Libby Cumlander and Mechel Portis and Wade Franklin.

LEGAL COUNSEL: Alvin Hope, Attorney, Maynard Nexsen

An agenda was provided as followed, to-wit:

1. **Call to Order and welcome.**
2. **Minutes of the October 24, 2023 GHR / Committee Meeting were approved.**
3. **Old Business:**

Human Resources:

- Mechel Portis, VP of Administration gave a detailed Human Resources report. Further, she updated the Committee on the hiring of the new Vice President of Operations and his expected start date. A turnover ratio report for the year was requested of Ms. Portis for the fiscal years 2022-2023. The employee total to date is: 112 Full-time and 16 part-time. Also, Vice President of Operations new hire, Thomas Wallace will begin on December 4, 2023.
- Mechel Portis and Attorney McClurkin have not completed their review and update of the Employee Handbook; they anticipate having a draft for the Committee to consider at the next committee meeting.
- The Committee Chair introduced the topic of Board Compensation. The Enabling Law for this Authority allows for board members to receive reasonable compensataion. Information and data were introduced illustrating what other governmental entities, with an emphasis on airport authorites, both in AL and outside the State, pay their board's for serving as board members. This information was taken under advisement by the Committee. Thereafter, **a motion was made to adopt a Board Compensation Fee schedule effective January 1, 2024 (attached**

as Exhibit A). Said motion was then seconded and the Committee unanimously voted to recommend the fee schedule to the full for its consideration at the next regularly scheduled board meeting.

Governance Report:

MAA Board/Employee Confidentiality Agreement was tabled to February GHR 2024 meeting.

4. New Business:

- **Bylaws Review – Counsel updated the Committee on the Bylaw changes. Those changes included (i) memorializing the Board's 2022 decision to increase the Board from 5 to 7 members and (ii) new language enabling the Board to elect officers at its last scheduled meeting of the calendar year. After a proper motion and second, the Committee unanimously voted to recommend that the Bylaws be amended as presented upon the review and approval of the full Board.**
- **MAA Procurement Policy and its was tabled to February 2024 GHR Meeting.**
- **Amendments to the existing Conflict of Interest Policy was tabled to February 2024 GHR Meeting. However, the committee chair did instruct counsel to submit the existing conflict policy to all current board members for review.**
- **The Committee Chair provided an outline or list of the GHRC's objectives for 2024 and the projected meeting dates for this committee:**

Meeting Dates:

February 8, 2024

May 15, 2024

July 17, 2024

October 15, 2024

- **Review of the President's compensation was discussed and a mid-term and annual review with a HR graph is to be brought to the committee regarding Chris Curry, President.**
 - **Travel Policy was discussed and is to be followed up on in 2024.**
- 5. Executive Session – The committee duly voted to adjourn into executed session to discuss an authorized subject with no intention to reconvene thereafter.**

ADJOURNMENT

Having no further business to conduct, the Board moved to adjourn at approximately 3:30 p.m.


Chairman


Secretary

*Next Board Meeting is February 6, 2024

*Next GHR Committee Meeting is February 8, 2024

Exhibit A

MAA Board Compensation Proposal

November 2023

GHRC Committee

Board Compensation Effective Date of January 1, 2024

- | | |
|------------------------------------|-------------------------|
| 1. Annual Board Member Retainer | \$10,000 Paid Quarterly |
| 2. Board Chair Retainer | \$15,000 Paid Quarterly |
| 3. Monthly Meeting Fee | \$500 Paid Monthly |
| 4. Annual Committee Chair Retainer | \$2,500 Paid Quarterly |
| 5. Annual Committee Member Fee | \$1,000 Paid Quarterly |

MAA GHR COMMITTEE APPROVED 02.01.2024

MINUTES OF THE GOVERNANCE AND HUMAN RESOURCES PLANNING COMMITTEE OF THE MOBILE AIRPORT AUTHORITY

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its (#005) meeting in Mobile, Alabama on January 11, 2024, at approximately 10:35 a.m.

MEMBERS PRESENT: Walter Bell, Chairman; Jamie Ison, Abe Harper (Elliot Maisel attended but is not on the Committee)

STAFF PRESENT: Chris Curry, Mechel Portis, Libby Cumlander and Wade Franklin.

LEGAL COUNSEL: Alvin Hope, Attorney, Maynard Nexsen

An agenda was provided as followed, to-wit:

1. Call to Order and welcomed guests.
2. Minutes of the November 28, 2023 / Committee Meeting were dispensed to the February 1, 2024 meeting.
3. Old Business: Other than a change of date for the next GHR meeting which will be on February 1, 2024. No other old business was conducted.
4. New Business:
 - 2023 Performance Review for Chris Curry:
 - As committee chair, Walter Bell referred to and read into the record a memo prepared by Mr. Curry wherein Mr. Curry summarizes the events and circumstances he managed, planned, completed, etc. during the prior calendar year. Mr. Curry thereafter gave a verbal presentation highlighting some of the very events and circumstances addressed in his memo. His presentation was followed by comments and questions from the Committee and from the public, to include Elliot Maisel was in attendance. Mr. Harper recommended the Committee establish targets and metrics that can be incorporated into a dashboard that can track and measure performance. In addition, Mr. Bell recommended the Committee (i) gather information on how other similar organizations approach executive review and compensation and (ii) that the committee identify/select a consultant to provide this information/data. The GHR committee will revisit this topic in early February at its next committee meeting.
5. Executive Session – The committee duly voted to adjourn into Executive Discussion to discuss an authorized subject with no intention to reconvene thereafter.

ADJOURNMENT

Having no further business to conduct, the Board moved to adjourn at approximately 11:30 a.m.

Chairman

Secretary

*Next Board Meeting is February 6, 2024

*Next GHR Committee Meeting is February 1, 2024

MINUTES OF
THE GOVERNANCE AND HUMAN RESOURCES
PLANNING COMMITTEE OF THE MOBILE AIRPORT AUTHORITY

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its (#006) meeting in Mobile, Alabama on February 1, 2024, at approximately 10:35 a.m. The following members of the Governance and Human Resources Committee Meeting were physically present at the meeting:

MEMBERS PRESENT: Walter Bell, Chairman; Jamie Ison; and Abe Harper

STAFF PRESENT: Chris Curry, Libby Cumlander and Mechel Portis and Wade Franklin.

LEGAL COUNSEL: Alvin Hope, Attorney, Maynard Nexsen

An agenda was provided as followed, to-wit:

1. Call to Order and welcome.
2. Minutes of the November 28, 2024 and January 11, 2024 GHR / Committee Meeting were approved unanimously by proper motion and duly second by all committee members in attendance.
3. Old Business:

Human Resources:

- Mechel Portis, VP of Administration gave a detailed Human Resources report. The employee total to date is: 112 Full-time and 14 Part-time.
 - Mechel Portis provided in advance copies of both “red line edits” and “final-edits” of the revised MAA Handbook as provided by legal. The Committee members discussed in detail those items of revision and changes to same. The Chairman gave the directive to associate and cross reference all policies with reference to the MAA Handbook and return in final format at the next committee meeting set in May 2024. Also, the Chairman gave the directive to upload all current MAA H/R Policies to Boardvantage not associated with the current Handbook as revised.

Governance Report:

- The Compensation Consultant quotes were discussed and the Chairman gave the directive to upload the quotes to Boardvantage as well as the RFP for same.
4. New Business:
- The Travel Policy was again discussed at length. Legal has been asked to provide the committee with alternative policies/language in effort to amend or replace the current Travel Policy. Interim language/policies will be shared with the Committee to review in anticipation of the Committee's next meeting.
5. Executive Session – The committee duly voted to enter executed session to discuss an authorized subject with no intention to reconvene thereafter.

ADJOURNMENT

Having no further business to conduct, the Board moved to adjourn at approximately 11:30 a.m.



Chairman



Secretary

*Next Board Meeting is February 6, 2024

**MINUTES OF
THE MOBILE AIRPORT AUTHORITY BOARD OF DIRECTORS
GOVERNANCE AND HUMAN RESOURCES COMMITTEE**

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its (#007) meeting in Mobile, Alabama on March 25, 2024, at approximately 1:30 p.m. The following members of the Governance and Human Resources Committee Meeting were physically present at the meeting:

MEMBERS PRESENT: Walter Bell, Chairman; Jamie Ison; and Abe Harper

STAFF PRESENT: Chris Curry, Mechel Portis, Wade Franklin and Libby Cumlander.

LEGAL COUNSEL: Alvin Hope, Attorney, Maynard Nexsen PC

An agenda was provided as followed, to-wit:

1. Call to Order and welcome.
2. Minutes of the February 1, 2024 GHR / Committee Meeting were approved unanimously by proper motion and second by all committee members in attendance.
3. Old Business:

Human Resources:

- Mechel Portis, VP of Administration updated the committee on her Human Resources report.
- Employee Handbook – revisions and policies as updated and incorporated in the Employee Handbook were uploaded and referenced via the ADP Portal. VP Portis stated the requested reference to the USA Trauma Center would be added to the Employee Handbook, in addition to, the discussed amendment to Short Term Disability and Sick Leave Days. A motion was made for the GHR Committee to recommend the Employee Handbook, as revisited, be considered for approval by the full Board; said motion was properly seconded and unanimously approved by the Committee;
- Compensation Consultant Report: Cost comparisons from 4 different sources were received and have been uploaded to Boardvantage for further review and feedback from the staff. The candidates under consideration are: Korn Ferry; Mercer; ACS and Aon.
- Per the GHR Committee, the staff will reach out to representatives from Korn Ferry, Mercer and ACS and negotiate scope and prices in an amount not to exceed up to \$75,000. A motion was then made in support of the foregoing statement and

then properly seconded. The motion was then unanimously approved and seconded and ultimately approved by the full committee.

Governance Report:

- Committee members then discussed the implementation of goals and objectives for the President and the development of tools and systems to measure said expectations and objectives. It was discussed and noted that the compensation consultant selected could provide value in this area. The main objective of this practice and procedure would be to assist in the GHR Committee's periodic review of executive level performance in keeping with the expectations and goals of the organization.
- The Travel Policy was again discussed at length. Legal counsel, working with appropriate staff and the President, will endeavor to provide a starting point for this process, which will include a review of existing policy and practices.
- At the request of the Committee, VP Portis summarized the MAA's written policies regarding Gifts for employees (based on and rewarding years of service) and car allowances. Both of these policies pre-date all of the existing Board members and GHR Committee members and the GHR committee was not clear on the guidelines supporting either policy. Both policies were discussed at length and legal was asked to work with Ms. Portis to investigate these policies and related practices further. These policies, in addition, to the annual Christmas party gifting practice are to be revisited and discussed in May.

4. Executive Session:

- The Chairman, with the assistance of legal counsel, declared there were items to be discussed that qualify for executive session under Alabama Code Section 36-25A-7 of the Alabama Open Meetings Act, including, but not limited to (1) the legal ramifications of and legal options for pending litigation and controversies not yet being litigated, but imminently likely to be litigated if the governmental body were to pursue a certain course of action, (2) discussions related to certain consideration the Authority might be willing to offer and/or accept in connection with the disposition of certain real estate and (3) preliminary negotiations involving matters of trade and commerce; whereby, an open discussion might be detrimental to the Authority's efforts to advance the Authority's business. In connection with the real estate matters to be discussed, Mr. Hope further apprised the Committee that no member of the Board having a personal interest in any real estate matter to be discussed in executive session could attend such session. The Chairman confirmed for the record that the representations made by Counsel were accurate and stated the Committee's intent to reconvene its meeting immediately at the conclusion of executive session. After a proper motion and second, the Board voted to enter

executive session with all members present participating. The committee duly voted to adjourn into executed session to discuss an authorized subject with no intention to reconvene thereafter at 3:25 p.m.

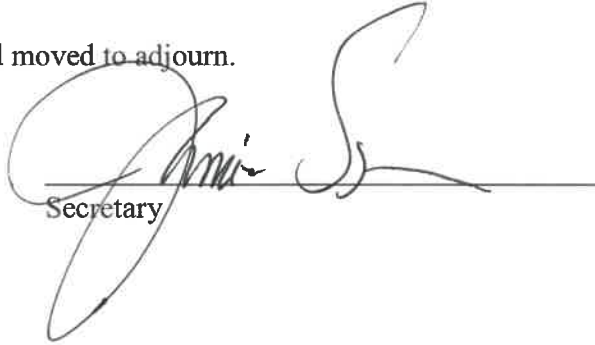
ADJOURNMENT

Having no further business to conduct, the Board moved to adjourn.

Chairman



Secretary



**MINUTES OF SPECIAL MEETING OF
THE MOBILE AIRPORT AUTHORITY BOARD OF DIRECTORS
GOVERNANCE AND HUMAN RESOURCES COMMITTEE**

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its (#009) special called meeting in Mobile, Alabama on April 16, 2024, at approximately 2:30 p.m. The following members of the Governance and Human Resources Committee Meeting were physically present at the meeting:

MEMBERS PRESENT: Walter Bell, Chairman by Zoom; Jamie Ison, and Abe Harper in person attending.

STAFF PRESENT: VP of HR/Administration Mechel Portis and Libby Cumlander, recording Board Administrator.

LEGAL COUNSEL: Alvin Hope, Attorney, Maynard Nexsen. Also in attendance, Ricardo Woods, City Attorney.

GUESTS: Emma Prince

A Zoom Virtual meeting was noticed and provided by IT Department.

An agenda by was provided to all members on Boardvantage as followed, to-wit:

1. Call to Order and welcome at 2:36 p.m.
2. At approximately 2:40 p.m. the Chairman, with the assistance of legal counsel, declared there were items to be discussed that qualify for executive session under Alabama Code Section 36-25A-7 of the Alabama Open Meetings Act, including, but not limited to (1) the legal ramifications of and legal options for pending litigation and controversies not yet being litigated, but imminently likely to be litigated if the governmental body were to pursue a certain course of action, (2) discussions related to certain consideration the Authority might be willing to offer and/or accept in connection with the disposition of certain real estate and (3) preliminary negotiations involving matters of trade and commerce; whereby, an open discussion might be detrimental to the Authority's efforts to advance the Authority's business. In connection with the real estate matters to be discussed, Mr. Hope further apprised the Committee that no member of the Board having a personal interest in any real estate matter to be discussed in executive session could attend such session. The Chairman confirmed for the record that the representations made by Counsel were accurate and stated the Committee's intent to reconvene its meeting immediately at the conclusion of executive session. After a proper motion and second, the Committee voted to enter executive session with all members present participating. At the conclusion of the executive session, the Committee duly convened the meeting and adjourned.

Chairman

Secretary

*Next Board Meeting is May 14, 2024

**MINUTES OF SPECIAL MEETING OF
THE MOBILE AIRPORT AUTHORITY BOARD OF DIRECTORS
GOVERNANCE AND HUMAN RESOURCES COMMITTEE**

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its (#010) special meeting in Mobile, Alabama on April 26, 2024, at approximately 1:35 p.m. The following members of the GHR Committee were physically present at the meeting:

MEMBERS PRESENT: Walter Bell, Chairman; Jamie Ison; and Abe Harper

STAFF PRESENT: Mechel Portis and Libby Cumlander.

LEGAL COUNSEL: Alvin Hope, Attorney, Maynard Nexsen PC

GUESTS: Emma Prince, Lawrence Specter attended and Paula Minnikin and Yasmin Moreno joined by Zoom.

An agenda was provided as followed, to-wit:

1. Call to Order and welcome.
2. Minutes were dispensed to the next regularly held GHR Meeting/ Committee Meeting.
3. Agenda Item(s): (a) Travel Policy and (b) Amended Retention Agreement

Travel Policy: The Committee met to continue discussing the Travel Policy and submitted a copy of same at the meeting to Mechel Portis, VP of Administration. The initial draft of the policy was discussed in-depth by the committee in concert with HR and legal. Legal Counsel and the Committee are to follow-up with a corrected and updated amended Travel Policy with each other prior to the upcoming GHR May 7, 2024 meeting for further discussion and final recommendation to the Board for approval. A few action items were asked of Staff, as follows:

- Contact our cellphone provider (Verizon) to make sure MAA's service plan includes allowable costs for international calls.
- Review MAA's AMEX Policy to ensure that it includes Liability coverage and Physical Damage covered.
- Conduct an audit of rental car usage for all employees for the past year used by staff.
- Outline expenses for the Board traveling on behalf of MAA.
- Create Advanced Travel Form for U.S. Domestic Travel.
- Create Advanced Travel Form for mileage after 400 miles round trip (for the purpose of no overnight stays, to be approved by Chris and Director of Finance).

- Create a Spend Authorization Approval Form for Board travel utilizing Travel Agencies.

Executive Session: With the assistance of legal counsel, the Chairman declared there were items to be discussed that qualify for executive session under Alabama Code Section 36-25A-7 of the Alabama Open Meetings Act, including, but not limited to (1) the legal ramifications of and legal options for pending litigation and controversies not yet being litigated, but imminently likely to be litigated if the governmental body were to pursue a certain course of action, (2) discussions related to certain consideration the Authority might be willing to offer and/or accept in connection with the disposition of certain real estate and (3) preliminary negotiations involving matters of trade and commerce; whereby, an open discussion might be detrimental to the Authority's efforts to advance the Authority's business. In connection with the real estate matters to be discussed, Mr. Hope further apprised the Committee that no member of the Board having a personal interest in any real estate matter to be discussed in executive session could attend such session. The Chairman confirmed for the record that the representations made by Counsel were accurate and stated the Committee's intent to reconvene its meeting immediately at the conclusion of executive session. After a proper motion and second, the Committee voted to enter executive session with all members present participating. At the conclusion of the executive session, the Committee duly reconvened into open session.

NEW BUSINESS

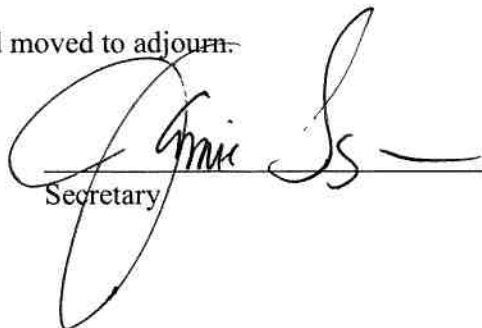
Amended Retention Agreement (Agreement) for Chris Curry – After some discussion and review of the terms and conditions set forth in the Agreement, as amended, the Chairman asked for a motion to approve said Agreement and reaffirm the execution thereof by Committee's Chairman, as previously authorized by the full Board. A motion and proper second were provided; the committee thereafter unanimously voted in favor of approving the Agreement, as amended.

ADJOURNMENT

Having no further business to conduct, the Board moved to adjourn.



Chairman



Secretary

**MINUTES OF SPECIAL MEETING OF
THE MOBILE AIRPORT AUTHORITY BOARD OF DIRECTORS
GOVERNANCE AND HUMAN RESOURCES COMMITTEE**

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its (#008) special called meeting in Mobile, Alabama on April 4, 2024, at approximately 12:20 p.m. The following members of the GHR Committee were physically present at the meeting:

MEMBERS PRESENT: Walter Bell, Chairman; Jamie Ison, and Abe Harper

STAFF PRESENT: Libby Cumlander, recording Board Administrator

LEGAL COUNSEL: Alvin Hope, Attorney, Maynard Nexsen PC

A Zoom Virtual meeting was noticed and provided. There were no attendees.

An agenda by was provided to all members on Boardvantage as followed, to-wit:

1. Call to Order and welcome.
2. At approximately 12:25 p.m. the Chairman, with the assistance of legal counsel, declared there were items to be discussed that qualify for executive session under Alabama Code Section 36-25A-7 of the Alabama Open Meetings Act, including, but not limited to (1) the legal ramifications of and legal options for pending litigation and controversies not yet being litigated, but imminently likely to be litigated if the governmental body were to pursue a certain course of action, (2) discussions related to certain consideration the Authority might be willing to offer and/or accept in connection with the disposition of certain real estate and (3) preliminary negotiations involving matters of trade and commerce; whereby, an open discussion might be detrimental to the Authority's efforts to advance the Authority's business. In connection with the real estate matters to be discussed, Mr. Hope further apprised the Committee that no member of the Board having a personal interest in any real estate matter to be discussed in executive session could attend such session. The Chairman confirmed for the record that the representations made by Counsel were accurate and stated the Committee's intent to reconvene its meeting immediately at the conclusion of executive session. After a proper motion and second, the Committee voted to enter executive session with all members present participating. At the conclusion of the executive session, the Board duly convened the meeting and adjourned.

Chairman

Secretary

**MINUTES OF THE MOBILE AIRPORT AUTHORITY BOARD OF DIRECTORS
GOVERNANCE AND HUMAN RESOURCES COMMITTEE**

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its (#011) meeting in Mobile, Alabama on May 07, 2024, at approximately 10:30 a.m. The following members of the Governance and Human Resources Committee Meeting were physically present at the meeting:

MEMBERS PRESENT: Walter Bell, Chairman; Jamie Ison; and Abe Harper

STAFF PRESENT: Chris Curry, Mechel Portis, and Libby Cumlander.

LEGAL COUNSEL: Alvin Hope, Attorney, Maynard Nexsen PC

IT: Team Logic / Recording / Zoom

An agenda was provided as followed, to-wit:

1. Call to Order and welcome guests.
2. Minutes of the March 25, 2024; April 4, 2024; April 16, 2024 and April 26, 2024 / Committee Meetings were approved collectively and unanimously by proper motion and second by all committee members in attendance.
3. Old Business:

Human Resources:

- **Compensation Consultant Report:** Staff recommended Korn / Ferry Consultant Services to the Committee and provided the engagement letter of Korn/Ferry for approval not to exceed \$75,000 and after further discussion a motion was made to recommend to the Board as an action item on the agenda at the May 10, 2024 board meeting. The motion was approved unanimously.
- **Travel Policy:** The Travel Policy was again discussed at length. Legal counsel, working with appropriate staff and the President, will endeavor to provide assistance in finalization of the policy to be brought to the next board meeting for approval.
- **Gifting Policy:** At the November GHR meeting and at the request of the Committee, VP Portis summarized the MAA's written policies regarding Gifts for employees (based on and rewarding years of service) This policy pre-dates all of the existing Board members and GHR Committee members and the GHR committee was not clear on the guidelines supporting the gifting policy to include Christmas gifting. In following up with this action item, Mechel Portis announced she was still working on the Gifting Policy

and it was not ready. Further, a motion was made effective immediately to suspend all gifting / awards practices until a new policy is approved. This policy is to be provided at the next meeting on July 17, 2024 for further approval by the Board. The motion was passed unanimously.

Governance Report:

- Committee members then discussed the Mid-Year Performance Review and implementation of goals and objectives for Chris Curry, President. President Curry, in advance, provided to the Committee his six months report, as attached hereto and made a part as **Exhibit A**. It was discussed and noted that the compensation consultant, Korn / Ferry, as recommended to be approved by the Board, could provide value in this area. The main objective of this practice and procedure would be to assist in the GHR Committee's periodic review of executive level performance in keeping with the expectations and goals of the organization.

NOTED: All future Masterplans / Airport Plan of Operations are to be provided in advance to the Committee, as per Member Harper's request.

4. Executive Session:

- The Chairman, with the assistance of legal counsel, declared there were items to be discussed that qualify for executive session under Alabama Code Section 36-25A-7 of the Alabama Open Meetings Act, including, but not limited to (1) the legal ramifications of and legal options for pending litigation and controversies not yet being litigated, but imminently likely to be litigated if the governmental body were to pursue a certain course of action, (2) discussions related to certain consideration the Authority might be willing to offer and/or accept in connection with the disposition of certain real estate and (3) preliminary negotiations involving matters of trade and commerce; whereby, an open discussion might be detrimental to the Authority's efforts to advance the Authority's business. In connection with the real estate matters to be discussed, Mr. Hope further apprised the Committee that no member of the Board having a personal interest in any real estate matter to be discussed in executive session could attend such session. The Chairman confirmed for the record that the representations made by Counsel were accurate and stated the Committee's intent to reconvene its meeting immediately at the conclusion of executive session. After a proper motion and second, the Board voted to enter executive session with all members present participating. The committee duly voted to adjourn into executive session to discuss an authorized subject with no intention to reconvene thereafter at _____. [AKH]

ADJOURNMENT

Having no further business to conduct, the Board moved to adjourn.

Chairman



Secretary



**MINUTES OF THE MOBILE AIRPORT AUTHORITY BOARD OF DIRECTORS
GOVERNANCE AND HUMAN RESOURCES COMMITTEE**

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its (#012) meeting in Mobile, Alabama on July 18, 2024, at approximately 1:30 p.m. The following members of the Governance and Human Resources Committee Meeting were physically present at the meeting:

MEMBERS PRESENT: Walter Bell, Chairman; Jamie Ison; and Abe Harper

STAFF PRESENT: Mechel Portis, Libby Cumlander and Torrie Dixon. (Mr. Curry, MAA President, was not available to participate)

LEGAL COUNSEL: Alvin Hope, Attorney, Maynard Nexsen PC

IT: Team Logic / Recording / Zoom

An agenda was provided as followed, to-wit:

1. Call to Order and welcome guests.
2. Minutes of the May 7, 2024 Committee Meeting was approved unanimously by proper motion and second by all committee members in attendance.
3. Old Business:

Human Resources:

- **Compensation Consultant Report:** Mechel Portis gave an in depth update and report to the Committee on those items submitted to Korn/Ferry for their completion of report by late August or early September.
- **Travel Policy:** The Committee reviewed and discussed the latest draft of the Travel policy, which included comments/changes from both the Board and staff. Legal was then charged by the Committee with again updating this policy for the Committee's final consideration at the next scheduled GHR Committee meeting.
- **Gifting Policy:** Mechel Portis submitted the Gifting Policy through Baordvantage for the Committee's review. The Committee recommended that the current Gifting policy and related practices be suspended until further research and investigation. In addition, the Committee asked Ms. Portis to work with MAA consultant, Korn

Ferry, to include in its recommendation and/or review a bonus structure or policy that would supplement the current gifting practicing.

4. New Business:

- Short Term Disability (STD) Policy was reviewed by the Committee. After a discussion of bringing STD from 30 day elimination to 7 day elimination, Mechel Portis provided cost analysis and comparisons of both to the Committee. After a discussion, Chairman Bell asked that Staff have Korn Ferry to evaluate, this topic as well. No official action was taken.

5. Executive Session:

- The Chairman, with the assistance of legal counsel, declared there were items to be discussed that qualify for executive session under Alabama Code Section 36-25A-7 of the Alabama Open Meetings Act, including, but not limited to (1) the legal ramifications of and legal options for pending litigation and controversies not yet being litigated, but imminently likely to be litigated if the governmental body were to pursue a certain course of action, (2) discussions related to certain consideration the Authority might be willing to offer and/or accept in connection with the disposition of certain real estate and (3) preliminary negotiations involving matters of trade and commerce; whereby, an open discussion might be detrimental to the Authority's efforts to advance the Authority's business. In connection with the real estate matters to be discussed, Mr. Hope further apprised the Committee that no member of the Board having a personal interest in any real estate matter to be discussed in executive session could attend such session. The Chairman confirmed for the record that the representations made by Counsel were accurate and stated the Committee's intent to reconvene its meeting immediately at the conclusion of executive session. After a proper motion and second, the Board voted to enter executive session with all members present participating. The committee duly voted to adjourn into executive session to discuss an authorized subject with no intention to reconvene thereafter.

ADJOURNMENT

Having no further business to conduct, the Board moved to adjourn.

Chairman



Secretary



MINUTES OF THE MOBILE AIRPORT AUTHORITY BOARD OF DIRECTORS GOVERNANCE AND HUMAN RESOURCES COMMITTEE

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its (#013) meeting in Mobile, Alabama on August 30, 2024, at approximately 10:30 a.m. The following members of the Governance and Human Resources Committee Meeting were physically present at the meeting:

MEMBERS PRESENT: Walter Bell, Chairman; Jamie Ison; and Abe Harper

STAFF PRESENT: Chris Curry; Mechel Portis; Libby Cumlander and Torrie Dixon.

LEGAL COUNSEL: Alvin Hope, Attorney, Maynard Nexsen PC

GUESTS: Emma Prince and Matt Anderson

IT: IT: Team Logic / Recording / Zoom

An agenda was provided as followed, to-wit:

1. Call to Order and welcome guests.
2. Minutes of the **July 18, 2024** Committee Meeting was approved unanimously by proper motion and second by all committee members in attendance.
3. Old Business:

Human Resources:

- **Korn/Ferry Compensation Consultant Report:** Shelli Rogers of the Korn/Ferry team gave an update, via Zoom, to the GHR Committee (i.e., Total Remuneration Analysis Report). Korn/Ferry conducted a comparative compensation study of certain MAA jobs relative to the national market. The positions ranged from custodian to the President. The study suggested that MAA base pay was materially below average. The President's base pay was an exception and scored in the 75th percentile, which is according to K/F, a target remuneration goal. The Committee Chair requested that the Manager of Business Development and the Manager of IT positions both be added to sample set of positions evaluated. Subject to certain changes and comments suggested by the Committee, an updated report will be submitted to the GHR committee's review in September. (see attached Report).

- **H/R Report:**

- VP of Administration, Mechel Portis gave her report to the board. Current head count is 104 employees/13 openings.
- VP of Administration, Mechel Portis gave an update on the new Electronic Reimbursement Form and the Travel Employee Request Form as was requested by the GHR Committee.
- VP of Administration, Mechel Portis gave an update on the Short Term Disability / Sick Leave Policy update.
- Alvin K. Hope, Attorney gave the update on the travel policy, as amended.
 - The Committee unanimously voted to approve the Travel Policy, as amended, and said Policy will be recommended by the GHR Chair to the full Board for approval at the next scheduled MAA Board meeting.
- MAA Gifting Policy: The Committee Chair recommended that the current gifting policy be suspended indefinitely. The Committee voted unanimously in favor thereof. MAA legal will work with MAA leadership to revisit and/or design an acceptable gifting policy and practice.

4. New Business:

- **Community Foundation:** moved to the next GHR Committee Meeting Agenda.

5. Executive Session:

- The Chairman, with the assistance of legal counsel, declared there were items to be discussed that qualify for executive session under Alabama Code Section 36-25A-7 of the Alabama Open Meetings Act, including, but not limited to (1) the legal ramifications of and legal options for pending litigation and controversies not yet being litigated, but imminently likely to be litigated if the governmental body were to pursue a certain course of action, (2) discussions related to certain consideration the Authority might be willing to offer and/or accept in connection with the disposition of certain real estate and (3) preliminary negotiations involving matters of trade and commerce; whereby, an open discussion might be detrimental to the Authority's efforts to advance the Authority's business. In connection with the real estate matters to be discussed, Mr. Hope further apprised the Committee that no member of the Board having a personal interest in any real estate matter to be discussed in executive session could attend such session. The Chairman confirmed for the record that the representations

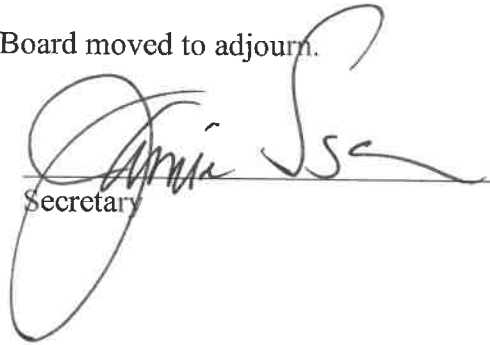
made by Counsel were accurate and stated the Committee's intent to reconvene its meeting immediately at the conclusion of executive session. After a proper motion and second, the Board voted to enter executive session with all members present participating. The committee duly voted to adjourn into executive session to discuss an authorized subject with no intention to reconvene thereafter.

ADJOURNMENT

Having no further business to conduct, the Board moved to adjourn.



~~Chairman~~
Director - Abe Harper



Secretary

**MINUTES OF THE MOBILE AIRPORT AUTHORITY BOARD OF DIRECTORS
GOVERNANCE AND HUMAN RESOURCES COMMITTEE**

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its (#013) meeting in Mobile, Alabama on October 4, 2024 at approximately 10:30 a.m. The following members of the Governance and Human Resources Committee Meeting were physically present at the meeting:

MEMBERS PRESENT: Walter Bell, Chairman; Jamie Ison; and Abe Harper

STAFF PRESENT: Chris Curry, Mechel Portis and Libby Cumlander

LEGAL COUNSEL: Alvin Hope, Attorney, Maynard Nexsen PC

IT: Torrie Dixon / Recording / Zoom

An agenda was provided as followed, to-wit:

1. Call to Order and welcome guests.
2. Minutes of the **August 30, 2024** GHR Committee Meeting were deferred for approval to the next regular meeting. A motion was made and duly seconded and approved by the members in attendance.
3. Old Business:

Human Resources:

- **Human Resources Report:** Mechel Portis updated the Committee on the activity and status of her department. **(HR Report Attached Hereto)**
- **Compensation Consultant Report:** Mechel Portis then distributed the final Total Remuneration Analysis Report, per Korn/Ferry. After a lengthy discussion, Chairman Bell asked for an analysis of the difference of the stated benefits between Korn Ferry's benefit cost analysis versus MAA's benefit cost analysis as stated in the report. Ms. Portis was instructed to work with Finance in support of this effort. In addition, the Chairman noted that there seemed to be a discrepancy in the annualized salaries (\$700,000.00 monthly / \$8,400,000.00 yearly as opposed to the \$6,000,000.00 as reported). And finally, the Chairman asked "Where do we find the revenue to pay for an increase? It will most likely have to be done over a period of three to four years to get back up to the level that is needed to arrive at the target of the 50th percentile."

- **Action Item:** After a lengthy discussion, the Chairman requested for staff to look at a COLA/Bonus structure along with a pro forma for the next three years of attaining the 50th Percentile goal as discussed in the Compensation Report.
- **Community Foundation:** After discussion, the Chairman requested the following:
 - **Action Item:** The Chair asked legal to work with the MAA Foundation Board Chair to seek/secure the dissolution of the foundation.
 - **Action Item:** President Curry was asked to set up a subcommittee to include one GHR Committee Member. This subcommittee will be responsible for making recommendations to the GHR Committee regarding the distribution of MAA fundraiser proceeds. The Chairman appointed Jamie Ison as committee representative for the subcommittee. After a motion and second, the GHR Committee approved this recommendation.
- **Gifting Policy:** Tabled until the next meeting Agenda.
- **Delegation of Authority/ President:** Tabled until the next meeting Agenda.
- **Short Term Disability:** Tabled until the next regular meeting Agenda.


4. Executive Session:

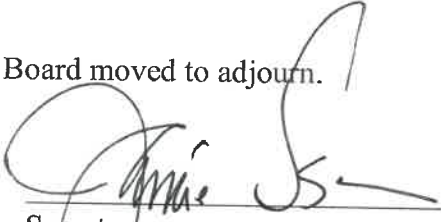
- The Chairman, with the assistance of legal counsel, declared there were items to be discussed that qualify for executive session under Alabama Code Section 36-25A-7 of the Alabama Open Meetings Act, including, but not limited to (1) the legal ramifications of and legal options for pending litigation and controversies not yet being litigated, but imminently likely to be litigated if the governmental body were to pursue a certain course of action, (2) discussions related to certain consideration the Authority might be willing to offer and/or accept in connection with the disposition of certain real estate and (3) preliminary negotiations involving matters of trade and commerce; whereby, an open discussion might be detrimental to the Authority's efforts to advance the Authority's business. In connection with the real estate matters to be discussed, Mr. Hope further apprised the Committee that no member of the Board having a personal interest in any real estate matter to be discussed in executive session could attend such session. The Chairman confirmed for the record that the representations made by Counsel were accurate and stated the Committee's intent to

reconvene its meeting immediately at the conclusion of executive session. After a proper motion and second, the Board voted to enter executive session with all members present participating. The committee duly voted to adjourn into executive session to discuss an authorized subject with no intention to reconvene thereafter.

ADJOURNMENT

Having no further business to conduct, the Board moved to adjourn.


Chairman
Director - Abe Harper


Secretary

MINUTES OF THE MOBILE AIRPORT AUTHORITY BOARD OF DIRECTORS GOVERNANCE AND HUMAN RESOURCES COMMITTEE

The Committee members of the Governance and Human Resources Committee (GHR) of the Board of Directors of the Mobile Airport Authority, after providing proper notice in compliance with the Open Meetings Act, met for its (#015) meeting in Mobile, Alabama on December 11, 2024, at approximately 11:30 a.m. The following members of the Governance and Human Resources Committee Meeting were physically present at the meeting:

MEMBERS PRESENT: Jamie Ison and Abe Harper. Walter Bell, Chairman joined by virtual zoom.

STAFF PRESENT: G. Anderson Wilson, Mechel Portis, James Britain, and Libby Cumlander.

LEGAL COUNSEL: Alvin Hope, Attorney, and Ann Laurie McClurkin with Maynard Nexsen PC, respectively.

IT: Torrie Dixon / Recording / Zoom

An agenda was provided as followed, to-wit:

1. Call to Order and welcome guests.
2. Minutes of the **August 30, 2024** and **October 4, 2024** meetings were presented for approval. A motion was made and duly seconded for both and approved by unanimous vote, respectively.
3. Old Business:

Human Resources:

- **Human Resources Report:** Mechel Portis updated the Committee on the activity and status of her department.
- **Korn Ferry Final Report / Compensation Consultant Report:** Mechel Portis distributed the final Total Remuneration Analysis Report, per Korn/Ferry. After a lengthy discussion, and remarks from James Britain, Vice President of Finance who gave the top financial numbers (as provided by Exhibit A) and limited to a total of \$400,948.00 salary increases as budgeted in the 2025 FY. A motion of recommendation by the GHR Committee to the Board of Directors was properly made and seconded proposing the salary changes as presented by Staff for one year. Staff is to continue working to move from a 25 percentile closer to a 50 percentile as provided in and by the Korn Ferry Report over a three year period. The GHR Chairman asked that it be communicated to all employees.

- **Gifting Policy:** Suspended per Legal. At the suggestion of legal counsel, this policy should be indefinitely suspended. A separate policy should be designed with the purpose of inducing/rewarding certain outcomes with additional compensation.
- **Delegation of Authority/ President:** Tabled; to be revisited by the GHR committee
- **Short Term Disability (STD) Policy:** Mechel Portis updated the Committee on her staff's effort to align our STD policy with our Sick Leave Policy by reducing the STD policy from 30 days to 14 days per the recommendation of Kory/Ferry. Staff was asked to continue to work on policy and bring to the next GHR Meeting.
- **Amendment of the Delegation Matrix** – Tabled; to be revisited by the GHR committee.

4. New Business:

- **Cell Phone Use Memo:** Mr. Wilson made a presentation on the subject of employee cell phone usage during office hours. Mr. Wilson and staff will advance this practice and document the policy accordingly. Thereafter, the GHR Committee when changes are made for purposes of updating the Hand Book Policy.
- **Conflict of Interest Policy** – MAA's legal will review/update the existing conflict of interest language for the Committee's later review and approval. The updated CoI policy will then be recommended to the Board for approval and then be signed by all members of the Board.
- **Board / Orientation Commitment Letter** – Tabled subject to further discussion/review by the GHR Committee with support from legal counsel.
- **Data Disposal Policy, Data Classification Policy, Electronic Asset Disposal Policy-** as provided by Abe Harper. The Committee was asked to review and follow up for discussion as new business for the next GHR Committee meeting.

5. Executive Session:

- The Chairman, with the assistance of legal counsel, declared there were items to be discussed that qualify for executive session under Alabama Code Section 36-25A-7 of the Alabama Open Meetings Act, including, but not limited to (1) the legal ramifications of and legal options for pending litigation and controversies not yet being litigated, but imminently likely to be litigated if the governmental body were to pursue a certain course of action, (2) discussions related to certain consideration the Authority might be willing to offer and/or accept in connection with the disposition of certain real estate and (3) preliminary negotiations involving matters of trade and

commerce; whereby, an open discussion might be detrimental to the Authority's efforts to advance the Authority's business. In connection with the real estate matters to be discussed, Mr. Hope further apprised the Committee that no member of the Board having a personal interest in any real estate matter to be discussed in executive session could attend such session. The Chairman confirmed for the record that the representations made by Counsel were accurate and stated the Committee's intent to reconvene its meeting immediately at the conclusion of executive session. After a proper motion and second, the Board voted to enter executive session with all members present participating. The committee duly voted to adjourn into executive session to discuss an authorized subject with no intention to reconvene thereafter.

ADJOURNMENT

Having no further business to conduct, the Committee moved to adjourn.



Chairman



Secretary