

**DuPAGE AIRPORT AUTHORITY
INTERNAL POLICY AND COMPLIANCE COMMITTEE
SPECIAL MEETING**

**Monday, November 11, 2013
The Inland Group
Oak Brook, Illinois**

A Special Meeting of the Internal Policy and Compliance Committee of the DuPage Airport Authority Board of Commissioners convened at the offices of The Inland Group in Oak Brook, Illinois on Monday, November 11, 2013. Chairwoman Gillett called the meeting to order at 12:10 p.m. and a quorum was present for the meeting.

Commissioners Present: Gillett, LaMantia, Thompson.

Absent: None

DAA Staff Present: Executive Director David Bird; Patrick Hoard, Director of Finance; Dan Barna, Manager of Administration; Pam Miller, Executive Assistant and Board Liaison.

Others in Attendance: Brian Armstrong, Attorney with Schirott, Luetkehans and Garner; Bob Kartholl, Attorney.

Members of the Press: None

Chairwoman Gillett stated that this Special Meeting of the Internal Policy and Compliance Committee was called to continue the discussion of needed amendments to the DuPage Airport Authority Code. She continued there were follow up issues with some of the amendments to be addressed and this Special Meeting will complete the process to develop a final document ready to present to the Board at the November 20 meeting.

Executive Director David Bird introduced a special guest, Bob Kartholl, an Attorney specializing in Employee Relations. Executive Director Bird advised that Jim Spizzo of Veddar Price served as the Airport Authority's Employee Relations Attorney and has retired from the firm; Veddar Price has no other Employee Relations Attorney to assume these duties. Executive Director Bird stated that he had asked Attorney Luetkehans for recommendations and he suggested the Committee meet Mr. Kartholl. Mr. Kartholl proceeded to provide background information and his employment history to the Policy Committee. Discussion followed. Mr. Kartholl departed and the committee meeting prior to the start of the Old Business portion of the agenda.

OLD BUSINESS

Proposed Ordinance 2013-268; An Ordinance Authorizing Amendments to the DuPage Airport Authority Code.

Attorney Brian Armstrong proceeded to review the proposed amendments to the Airport Authority Code:

SECTION 5-2. APPLICATION FOR INSPECTION OR COPYING

The Committee agreed that the wording in this section is acceptable as modified. A

MOTION was made by Commissioner LaMantia to recommend Board approval.

Commissioner Thompson **seconded this motion** and the motion was unanimously passed by roll call vote (3-0).

SECTION 6-5 ADMINISTRATIVE MATTERS.

SECTION 6-5-3: Purchase Order/Contract Signatory Authorities and Approval Thresholds.

Commissioner LaMantia provided changes in the language and Commissioner Gillett and Commissioner Thompson were in agreement with the following language modifications:

Executive Director shall solicit, sign and issue the notice of Award on all Contracts over \$9,999.99. Notwithstanding anything herein to the contrary, the Executive Director with Resolution Authority (as defined below) can accept a bid immediately if it involves a unique subject matter (by way of example, an electric or natural gas supply contract) provided the Board of Directors delegates the authority to the Executive Director in a resolution prior to the Commencement of the bidding process. The resolution by the Board of Directors shall provide for specific instructions regarding the basis and criteria upon which the Executive Director is authorized to accept the bid (collectively the "Resolution Authority").

A **MOTION** made by Commissioner LaMantia to recommend Board approval of these modifications as amended. Commissioner Thompson **seconded this motion** and the motion was unanimously passed by roll call vote (3-0).

SECTION 6-18 METHODS OF SOURCE SELECTION – COMPETITIVE SEALED BIDDING – (INVITATION FOR BIDS) FOR EQUIPMENT, SUPPLIES, MATERIALS, SERVICES AND CONSTRUCTION.

Section 6-18-15: Award Using Sealed Bidding.

The Committee agreed that the wording in this section is acceptable as modified. A

MOTION was made by Commissioner LaMantia to recommend Board approval. Commissioner Thompson **seconded this motion** and the motion was unanimously passed by roll call vote (3-0).

SECTION 6-23 MASTER AGREEMENTS.

A **MOTION** was made by Commissioner LaMantia to recommend Board approval of the modifications as presented. Commissioner Thompson **seconded this motion** and the motion was unanimously passed by roll call vote (3-0).

SECTION 7-11 POLITICAL CONTRIBUTIONS.

Discussion occurred at the previous meeting regarding the County's Ethics Code. The Airport Authority's Ethics Code is more demanding than DuPage County's ethics ordinance regarding political contribution disclosure. With this version of the Code, the county's ethics ordinance's language regarding political contribution disclosure will remain stricken with but with the substitution added that anyone doing business must comply with the Airport Authority's Procurement Policies and Procedures relating to the political campaign disclosures. Commissioner LaMantia recommended that a reference be included that states, "See Chapter 6 of the DAA Code."

Also, changes to the dollar thresholds for political contribution limits are changed in the Code to be consistent with the revisions made by the county board regarding campaign contribution limits, which adopt the campaign contribution limits set forth in Section 9-8.5 of the Election Code (10 ILCS 5/9-8.5)."

A **MOTION** was made by Commissioner LaMantia to recommend Board approval of the modifications as presented. Commissioner Thompson **seconded this motion** and the motion was unanimously passed by roll call vote (3-0).

SECTION 7 ETHICS

The Committee was advised that the county board made numerous changes to the county's ethics ordinance and, therefore, similar changes are suggested to the chapter 7 of the Code to remain consistent with the county ethics code and some changes are made to reflect the DuPage Airport Authority and its Board/officers/employees etc. as the proper parties as applicable (as opposed to DuPage County).

Section 7-1-1 Purpose

Commissioner LaMantia stated that the language in this section be changed as follows: Define purpose of this section by striking "chairman of the county board" and adding *DuPage Airport Authority and the Board of Commissioners*. Also strike "guarantee" and add "*provide for*" as changed by the county board.

Commissioner LaMantia also asked to define Authority in this section by adding "hereinafter referred to as Authority". (See Section 3 Use same language).

7-1-2 Short Title

Strike "Ordinance" to Chapter and add "*Chapter*" to reflect that this is a chapter in the Code rather than a stand alone ordinance.

7-2-1 Application of Ordinance.

(a) Strike "county" add "*Board*". Continue to make this change throughout the chapter.

7-2- 453 Strike whole paragraph.

7-2-3 Shared Enforcement Agreements. Change to 7-2-2 and strike "governmental entity" and add "*Board*".

7-3-1 Definitions.

Define the Board as *The DuPage Airport Authority, An Illinois Special District, and its Board of Commissioners, officers and employees*.

7-3-1 Compensated time: strike "officer" and also strike "or other appointee". Changes made by the County to their Ordinance.

7-3-1 Family Member: strike "husband, wife" and add "*spouse, including a party to a civil union*". Changes made by the County to their Ordinance

7-3-1 Principals of a business: add "*and any person with a 7 1/2% or greater ownership interest*". Strike "*a majority shareholder of a corporation or the majority equity owner of a business entity*". These changes were made by the County.

7-3-1 Prohibited source: add "an agent, or family member who is living with a "prohibited source". Strike "political action committee to which a prohibited source has contributed. Changes made by the County to their Ordinance

7-4 EMPLOYEE RESPONSIBILITIES

7-4-2 Whistleblower Protection.

Add "Authority's Executive Director or any member of" strike "Chairman of" and "county". Strike "any of its members or its chief of staff, the Authority's Executive Director." Add "the Authority's attorney," and add "*the employee's department head,*" Strike "personnel". Add in "*In the event that one of the above names officials or employees is*

not available, the person shall submit this evidence to the duly authorized designee acting in the stead of the absent official or employee."

7-5 MISCELLANEOUS PROVISIONS.

7-5-2 Transition and 7-5-3 Application of the Freedom of Information and Open Meetings Acts.

Changes reflect correction of typographical errors.

7-7 ETHICS COMMISSION

7-7-1 (g) Changes made by the County to their Ordinance.

7-8 ETHICS ADVISOR

7-8-1 Appointment and Qualifications of the Ethics Advisor.

Changes made by the County to their Ordinance.

7-9 INVESTIGATOR GENERAL

7-9-1 (e) Changes made by the County to their Ordinance.

7-10 GIFT BAN

7-10-1 Changes made by the County to their Ordinance.

7-10-2 Language changes made to reflect correct section of DAA code – Add "Section 7-10" and Striking "subpart A. Striking "following". Adding in "set forth in this Subsection 7-10-2." The following reflects a change made by the county board: Adding in " The exceptions set forth in this subsection 7-10-2 shall be construed in the same manner as those applicable to state officers and employees as set forth in the State Officials and Employees Ethics Act in effect now and as may be subsequently amended. "

7-10-2(h) Changes made by the County to their Ordinance.

7-11 CAMPAIGN CONTRIBUTIONS.

7-11-1 (a) and (b) Changes made by the County to their Ordinance in Sections.

7-11-1 (c) Airport Authority changes : Add "All persons seeking to do business with DuPage Airport Authority shall comply with the requirements of DuPage Airport Authority's Procurement Policy, including the Political Contributions Disclosure requirements therein. See Chapter 6 of the DuPage Airport Authority Code."

7-12 PROHIBITED POLITICAL ACTIVITY.

Changes made by the County to their Ordinance

7-13 CONFLICTS OF INTEREST

Changes made by the County to their Ordinance.

7-13-3 (c) This section was added by the County and is incorporated into the Code, with the only modification being changing "County of DuPage" to "DuPage Airport Authority."

7.13.5 Changes made by the County to their Ordinance.

CHAPTER 11 FUEL DISCOUNTS

11-1-3 Based Customers

DAA changes redefining FBO to SASO. On Page 11 of the DAA Rules and Regulations SASO is defined.

A **MOTION** made by Commissioner LaMantia to recommend Board approval of the modifications as presented in Chapter 7 ETHICS and Chapter 11 FUEL DISCOUNTS. Commissioner Thompson **seconded this motion** and the motion was unanimously passed by roll call vote (3-0).

OTHER BUSINESS

None

A **MOTION** was made by Commissioner Thompson to adjourn the Internal Policy and Compliance Committee Meeting. The **motion was seconded** by Commissioner LaMantia and was passed unanimously by voice vote. The meeting adjourned at 1:30 p.m.

**Approved at the January 15, 2014 Board Meeting
Dayle M. Gillett, Chair
Internal Policy and Compliance Committee**