



RESOLUTION NO. 12-30

Recommendation to Increase Audit Transparency

WHEREAS, The Bylaws authorize the Audit - Legal Committee to meet on "audit matters" in executive session;

WHEREAS, The Office of Inspector General of the Department of Transportation has recommended that specific audit matters that could be considered in open session be more precisely stated;

WHEREAS, The Office of Audit staff has considered practices with respect to audits at 17 other U.S. airports, and has recommended that executive sessions be limited to a list of topics, as set forth below; and

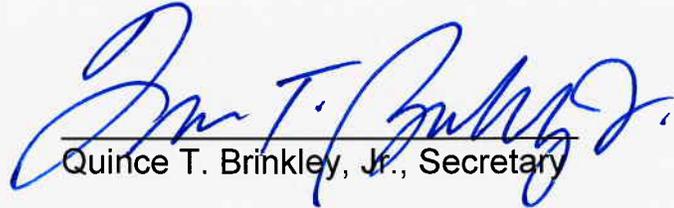
WHEREAS, The Audit-Legal Committee is entirely in accord with the Office of Audit recommendation; now, therefore, be it

RESOLVED, That the Audit-Legal Committee will conduct all meetings in open session, except when the agenda includes any of the following four areas:

1. Airport security and information security audits;
2. Personally identifiable information or sensitive information in personnel actions and procurement matters, including vendor proprietary information and employee names, unique titles, or recommendations to discipline or terminate employees;
3. Matters involving litigation, whether actual or potential, that may invoke the attorney-client privilege;
4. Discussions with the financial statement auditors and the Vice President of Audit where the professional standards applicable to such auditors, when conducting a financial statement audit, require the discussion to be held in closed session; and

RESOLVED, That the Bylaws should be amended to reflect these considerations at the next opportunity.

Adopted November 14, 2012



Quince T. Brinkley, Jr., Secretary