

SUMMARY MINUTES
HUMAN RESOURCES COMMITTEE
MEETING OF JANUARY 16, 2019

Mr. Pozen chaired the January 16 Human Resources Committee Meeting, calling it to order at 8:52 a.m. A quorum was present during the Meeting: Mr. Lazaro, Mr. Mims, Mr. Tejada, Mr. Uncapher, and Mr. Session (ex officio). Mr. Adams, Ms. Batty, Mr. Braun, Mr. Dwoskin, Ms. Hanley, Mr. Speck, and Mr. Sudow were also present.

Amendment of the Metropolitan Washington Airports Authority Retirement Plans. Phil Sunderland, Vice President and General Counsel, presented the amendment to the Airports Authority's Retirement Plan for General Employees and its Retirement Plan for Police Officers and Firefighters (Retirement Plans) to remove the provision in each plan that defines the Executive Vice President and Chief Operating Officer (COO) as the "permanent chair" of the Retirement Program Committee (Retirement Committee) and to replace this provision with a new provision that authorizes the President and Chief Executive Officer (CEO), with the approval of the Board of Directors, to select the chair of the Retirement Committee who shall be an employee serving in an Airports Authority position of executive vice president, senior vice president, or vice president. He noted that the text for the recommended amendment to both Retirement Plans was included as Attachment A to the paper distributed for the day's meeting. Mr. Sunderland reported that the Retirement Plans currently provide that they are to be administered by a committee consisting of at least three members, one of whom is to be a member of the Board of Directors appointed by the Chairman of the Board (Chairman). He further reported that the Retirement Plans also define the powers and responsibilities of the Retirement Committee, authorize the Committee to delegate some of these powers and responsibilities to an Administrator, and make the Committee accountable for the administration of the Retirement Plans. Mr. Sunderland stated that he was joined by Randy Caldwell, Compensation/Benefits Department Manager, who serves as the Secretary of the Retirement Committee and is responsible for the administration of the Retirement Plans. He advised that the Retirement Committee currently consists of seven members who are selected by the President and CEO, in addition to the member appointed by the Chairman. Mr. Sunderland reported that there are two vacant positions on the Retirement Committee, and the President and CEO would select replacement Committee members in the near future. The remaining five

positions are occupied by the Executive Vice President and COO, the Senior Vice Presidents for Finance and Human Resources and Administrative Services, the Vice President for Public Safety, and the Manager of the Engineering and Maintenance Department at Ronald Reagan Washington National Airport. As Mr. Sunderland had previously stated, the chair of the Retirement Committee is currently defined and established in the Retirement Plans as the Executive Vice President and COO, a position occupied by Margaret McKeough, who would be leaving the organization at the end of the month. He noted that it is not anticipated that the Executive Vice President and COO position would be able to be filled for some time after her departure. Mr. Sunderland stated that the day's recommended action is designed to ensure that the Retirement Committee continues to operate in the coming months under the leadership of a chair, and it is intended to provide greater flexibility than currently exists in determining the individual who will serve as the Retirement Committee chair, as well as the length of the chair's service.

The Committee approved the recommendation, and Mr. Pozen stated that he would offer a resolution at the day's Board Meeting.

Jack Potter, President and CEO, recommended that, if the Board adopts the resolution referenced by Mr. Pozen, the Board of Directors approve his selection of Mr. Vegliante to serve as chair of the Retirement Committee. He stated that Mr. Vegliante has served on the Retirement Committee for several years and has contributed greatly during his membership. Mr. Pozen stated that the Board of Directors would consider the Amendments of the Airports Authority Retirement Plans, including Mr. Potter's selection of Mr. Vegliante as chair of the Retirement Committee, later that day.

The meeting was thereupon adjourned at 8:58 a.m.