

**SPECIAL MEETING OF JACKSON MUNICIPAL  
AIRPORT AUTHORITY BOARD OF COMMISSIONERS  
OCTOBER 4, 2019**

**I. CALL TO ORDER/ROLL CALL/DECLARATION OF QUORUM**

The Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority” and “JMAA”) convened its Special Meeting in the Terminal Building, Hawkins Field Airport (“HKS”), in Jackson, Mississippi, at 10:00 a.m. on Friday, October 4, 2019 (the “Meeting”), pursuant to proper notice. A copy of the Notice is attached as an Exhibit to the October 4, 2019 Special Meeting Minutes.

Chairman LaWanda D. Harris, presided, called the Meeting to order at 10:00 a.m. and called the roll of Commissioners.

The following Commissioners were present, in person, during roll call for a quorum at the Special Board Meeting:

LaWanda D. Harris, Chairman  
Robert E. Martin, Vice-Chairman  
Lee A. Bernard Jr., Commissioner  
LTC(R) Lucius Wright, Commissioner  
Pastor James L. Henley Jr., Commissioner

Chairman Harris, announced that a quorum was present at the Special Meeting, as required by the Bylaws of the Authority, and announced that the Meeting would proceed with discussion of the Agenda (the “Agenda”) for the Special Meeting of the Board scheduled for 10:00 a.m. on Friday, October 4, 2019, in the Terminal Building, Hawkins Field Airport (“HKS”), in Jackson, Mississippi.

Darion Warren, CFM, JMAA’s Interim Chief Executive Officer  
John L. Walker, Esq., Walker Group, PC, Attorneys at Law  
And persons listed on **EXHIBIT A: Sign-in Sheet for 10-4-19**

**II. INVOCATION**

Commissioner Pastor Henley gave the Invocation.

**III. PUBLIC COMMENTS**

None.

Next, Mr. Darion Warren, Interim CEO, announced that Mr. Austin Jenkins, previously an Operations Supervisor, was promoted to Airport Operations Director. He then invited Mr. Jenkins to address the Board. Mr. Jenkins thanked JMAA for the opportunity and stated that

he is excited about the new role and that he looks forward to filling the “big shoes” of Mr. Ron Marsalis, the former Director. Also, he provided his educational background, which includes a commercial pilot’s license. Afterward, Chairman Harris congratulated Mr. Jenkins on his promotion, and the Commissioners, as well as Staff, applauded Mr. Jenkins.

## V. HUMAN RESOURCE MATTERS

### A. Policy and Procedures

Chairman Harris announced that the Walker Group PC, Board Counsel, forwarded to the Commissioners proposed resolutions regarding the proposed policies that the Board will consider. Next, Chairman Harris and Attorney John L. Walker distributed hard copies of the drafts of the proposed policies to the Commissioners for their review.

#### 1. *Administrative On-Call Policy*

In response to Commissioner LTC(R) Wright’s inquiry as to the identity of the “chiefs” as referred to in the draft Administrative On-Call Policy, Chairman Harris informed the Board that the “chiefs” are the directors of the four (4) departments at JMAA.

Next, Commissioner Pastor Henley stated that the Department of Labor recently issued new regulations as to overtime and exempt status. Commissioner Pastor Henley then asked if the employment lawyers for JMAA verified that the proposed policies comply with the new Department of Labor (“DOL”) Regulations. In response, Chairman Harris stated that Latoya Merritt, Esq., reviewed and approved the proposed policies, indicating that the policies comply with the new DOL regulations. Additionally, Chairman Harris said that Ms. Merritt had provided a memo as to her review and approval of the proposal policy. Commissioner Pastor Henley requested a copy of the memo. Chairman Harris agreed to provide Commissioner Pastor Henley with a copy of the memo. Chairman Harris stated that the proposed policy would not have any impact on the salary of any exempt employee. Instead, the proposed policy would only be used to monitor the work time of exempt employees, which is not in violation of the labor laws.

## **RESOLUTION CY-2019-151**

### **RESOLUTION ADOPTING THE ADMINISTRATIVE ON-CALL POLICY FOR THE JACKSON MUNICIPAL AIRPORT AUTHORITY**

Upon motion by Commissioner LTR(R) Wright, seconded by Commissioner Martin, the following **RESOLUTION** was made and approved by a majority vote (4-1-0).

**WHEREAS**, the Board of Commissioners (“Board”) of the Jackson Municipal Airport Authority (“JMAA”) desires to adopt and implement an Administrative On-Call Policy (“On-Call Policy”) to ensure that an Executive and Management Staff Member is available after normal business hours on weekdays, weekends, and holidays to address any emergencies, crisis, or urgent issues that require immediate responses.

**IT IS, THEREFORE, RESOLVED** that the following JACKSON MUNICIPAL AIRPORT ADMINISTRATIVE ON-CALL POLICY shall be adopted and is set forth as follows:

**JACKSON MUNICIPAL AIRPORT AUTHORITY  
ADMINISTRATIVE ON-CALL POLICY**

**OBJECTIVE:** The Jackson Municipal Airport Authority (“JMAA”) wants to ensure that a JMAA Executive and Management Staff Member is accessible and available when the Jackson Municipal Airport Authority Administrative Offices are closed. This includes after normal business hours each weekday and all day on weekends and holidays.

**DEFINITIONS:** The phrase “on-call” means the JMAA Executive and Management Staff Member shall be able to be contacted to respond to emergencies, crisis, or urgent issues, if necessary, “after hours.” “After hours” means beginning at 5:00 p.m. each workday Monday through Thursday up until 8:00 a.m. the following morning. “Weekend” means beginning at 5:00 p.m. each Friday through 8:00 a.m. the following Monday. “Holiday” means any weekday that the Jackson Municipal Airport Authority Administrative Offices are not open.

**POLICY:** Each JMAA Executive and Management Staff Member, and any other JMAA Employee designated by JMAA’s Chief Executive Officer, is required to be on-call for one (1) week during each month during the year. The “On-Call” schedule for each calendar year will be finalized and distributed prior to December 1st of the preceding calendar year. JMAA’s Executive Assistant shall inform all JMAA Employees of the identity of the on-call Staff Member on Monday of each week. JMAA’s Executive Assistant shall provide to the JMAA Board of Commissioners, Executive and Management Staff Members, Board Legal Counsel, and all other JMAA Staff designated by JMAA’s Chief Executive Officer, the On-Call Executive and Management Staff Member Schedule on the last Friday of each month. The On-Call Staff Member Schedule will be monitored by the Executive Assistant.

***Responsibilities of Employee while on-call:***

- Immediately available via telephone to respond to emergencies, crisis, or urgent issues.
- Able to appear at Jackson Medgar Wiley Evers International Airport (“JAN”) or Hawkins Field Airport (“HKS”) in response to any emergency, crisis, or urgent issue within thirty (30) minutes after being contacted.
- Shall make nightly rounds on weekdays and weekend days at JAN at random times during his/her “on-call” week.
- Notify the Chairman of the Board of any emergency, crisis, or urgent issue within thirty (30) minutes of receiving notice of said emergency, crisis, or urgent issue.

An exemplar JMAA Administrative On-Call Policy Schedule is attached to this Policy as Exhibit A.

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**IT IS, THEREFORE, FURTHER, RESOLVED** that this Resolution as to the JACKSON MUNICIPAL AIRPORT AUTHORITY ADMINISTRATIVE ON-CALL POLICY shall be incorporated into JMAA’s Employee Handbook.

**IT IS, THEREFORE, FURTHER, RESOLVED** that this Resolution shall become effective upon passage.

Yeas: Harris, Martin, Bernard, Wright

Nays: Henley

Abstentions: None

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**2. *Employee Time In and Out Policy***

**RESOLUTION CY-2019-152**

**RESOLUTION ADOPTING THE JACKSON MUNICIPAL AIRPORT AUTHORITY EMPLOYEE TIME IN AND OUT POLICY**

Upon motion by Commissioner Martin, seconded by Commissioner LTR(R) Wright, the following **RESOLUTION** was made and approved by a majority vote (4-1-0).

**WHEREAS**, the Board of Commissioners (“Board”) of the Jackson Municipal Airport Authority (“JMAA”) desires to adopt and implement a JMAA Employee Time In And Out Policy at the Jackson-Medgar Wiley Evers International Airport (“JAN”) and the Hawkins Field Airport (“HKS”).

**IT IS, THEREFORE, RESOLVED** that the following JMAA EMPLOYEE TIME IN AND OUT POLICY shall be adopted and set forth as follows:

**JMAA EMPLOYEE TIME IN AND OUT POLICY**

**OBJECTIVE:** JMAA wants to ensure that the attendance of JMAA Staff Members at JAN and HKS and their time performing their employment duties and responsibilities are accurately and efficiently recorded.

**DEFINITIONS:** The terms “clock in” and “clock out” are defined the same. Each is an action whereby an employee slides or inserts his or her employee id card through the slot on the time recording device that reads the employee’s code number from the card and transmits the information to a timekeeping database.

**POLICY:** All JMAA Staff Members are required to “clock in” and “clock out” at the beginning and end of their work day; lunch breaks; and other times during the work day that they leave JAN or HKS for reasons not related to their JMAA employment duties and

responsibilities. Data collected pursuant to this Policy shall not be used to calculate the salaries of “exempt” JMAA Staff Members

**EMPLOYEE CLOCKING RESPONSIBILITIES:** All JMAA Staff Members shall “clock in” and “clock out” at the beginning and end of their work day; lunch breaks; and other times during the work day that they leave JAN or HKS for reasons not related to their JMAA employment duties and responsibilities. All overtime worked must be authorized by the Staff Member’s supervisor and/or department head in accordance with JMAA’s Employee Handbook.

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**IT IS, THEREFORE, FURTHER, RESOLVED** that this Resolution as to the JMAA EMPLOYEE TIME IN AND OUT POLICY shall be incorporated into JMAA’s Employee Handbook.

**IT IS, THEREFORE, FURTHER, RESOLVED** that this Resolution shall become effective upon passage.

Yeas: Harris, Martin, Bernard, Wright

Nays: Henley

Abstentions: None

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Chairman Harris announced that The Board expects employees to begin clocking in and out on Monday, October 7, 2019.

### **OPEN SESSION**

The Board, pursuant to the motion of Commissioner Pastor Henley, seconded by Vice-Chairman Martin, by unanimous vote, resolved to close the Meeting. Chairman Harris asked all, except Mr. Darion Warren, Interim CEO, and attorneys from Walker Group, PC, to vacate the room.

All present, with the exception noted, were directed to vacate the room; this was done.

The Board went into Closed Session at 10:15 a.m.

### **CLOSED SESSION**

After discussion regarding matters proposed to be discussed in Executive Session, Commissioner Pastor Henley moved that the Board enter Executive Session to consider: a potential economic development project matter; personnel matters regarding three (3) prospective executive-level employees; and a potential litigation matter regarding an incumbent employee. Vice-Chairman Martin seconded the motion, and the Commissioners unanimously resolved to enter Executive Session for the stated purposes.

The Closed Session ended at 10:19 a.m.

### **OPEN SESSION**

Chairman Harris then invited all persons outside the room to re-enter, and some did. Chairman Harris then stated in Open Session that the Board, during Closed Session, voted to enter Executive Session to discuss: a potential economic development project matter; personnel matters regarding three (3) prospective executive-level employees; and a potential litigation matter regarding an incumbent employee. Further, she stated that Commissioner Pastor Henley made the motion to go into Executive Session, and Vice-Chairman Martin seconded the motion. Continuing, she said the Commissioners unanimously resolved to enter Executive Session for the stated purposes.

Chairman Harris asked all present, except Mr. Darion Warren, Interim CEO, Mr. Michael Gater, Director of Human Resources, and attorneys from Walker Group, PC, to vacate the room.

The Board went into Executive Session at 10:20 a.m.

### **EXECUTIVE SESSION**

During the Executive Session, the Board discussed the following: a potential economic development project matter; personnel matters regarding three (3) prospective executive-level employees; and a potential litigation matter regarding an incumbent employee.

1. *The Board took no action as to a potential economic development project matter.*
2. *The Board took the following action as to a personnel matter regarding a prospective executive-level employee.*

#### **RESOLUTION CY-2019-153**

#### **RESOLUTION AS TO A PERSONNEL MATTER REGARDING A PROSPECTIVE EXECUTIVE-LEVEL EMPLOYEE**

Upon Motion by Commissioner LTC(R) Wright, seconded by Vice-Chairman Martin, the following **RESOLUTION** was made and unanimously approved.

**WHEREAS**, the JMAA Board of Commissioners, has considered authorizing JMAA's Interim CEO to offer employment for an executive-level position in an amount specified during Executive Session.

**WHEREAS**, the Board has considered the discussion held and the documents reviewed during Executive Session; and

**IT IS, THEREFORE, RESOLVED** that the Board authorizes JMAA's Interim CEO to offer employment to an applicant specified during Executive Session for an executive-level position in an amount specified during Executive Session.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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3. *The Board took the following action as to an additional personnel matter regarding a prospective executive-level employee.*

Interim CEO Warren and Mr. Gater, Human Resources Director, exited the Executive Session during the discussion held as to this matter.

#### **RESOLUTION CY-2019-154**

#### **RESOLUTION AS TO A PERSONNEL MATTER REGARDING A PROSPECTIVE EXECUTIVE LEVEL EMPLOYEE**

Upon Motion by Commissioner Pastor Henley, seconded by Commissioner Bernard, the following **RESOLUTION** was made and approved by majority vote 4-0-1.

**WHEREAS**, the JMAA Board of Commissioners has considered authorizing JMAA's Interim CEO to offer employment for an executive-level position in an amount specified during Executive Session.

**WHEREAS**, the Board has considered the discussion held and the documents reviewed during Executive Session; and

**IT IS, THEREFORE, RESOLVED** that the Board authorizes JMAA's Interim CEO to offer employment to an applicant specified during Executive Session for an executive-level position in an amount specified during Executive Session.

Yeas: Bernard, Harris, Henley, Wright

Nays: None

Abstentions: Martin

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4. *The Board took no action as to an additional personnel matter regarding a prospective executive-level employee.*

5. *The Board took no action as to the potential litigation as to an incumbent employee matter.*

Upon motion by Vice-Chairman Martin, seconded by Commissioner Pastor Henley, and unanimous approval of the Commissioners present, the Executive Session ended at 12:06 p.m.

**OPEN SESSION**

Open Session reconvened at 12:08 p.m.

All persons outside the room were invited to rejoin the meeting in open session, and some persons present outside the room re-entered.

Chairman Harris announced that the meeting was open. She then announced that during Executive Session, the above-stated actions were taken as to personnel matters regarding two (2) prospective executive-level employees.

She further announced that no action was taken as to: a potential economic development project matter; a personnel matter regarding a potential executive-level employee; and a potential litigation matter regarding an incumbent employee.

**VII. ADJOURNMENT**

Thereafter, it was moved by Vice-Chairman Martin, seconded by Commissioner Pastor Henley, and resolved by unanimous vote of the Commissioners present that the Special Meeting of the Board be ADJOURNED at 12:09 p.m.

Respectfully submitted,

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Ms. LaWanda D. Harris, Commissioner and Chairman

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Mr. Robert. E. Martin, Commissioner and Vice-Chairman

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Mr. Lee A. Bernard Jr., Commissioner

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Pastor James L. Henley, Jr, Commissioner

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LTC(R) Lucius Wright, Commissioner