

**DRAFT**  
**SAN DIEGO COUNTY REGIONAL AIRPORT AUTHORITY**  
**SPECIAL EXECUTIVE PERSONNEL AND**  
**COMPENSATION COMMITTEE MEETING**  
**MINUTES**  
**THURSDAY, DECEMBER 13, 2012**  
**BOARD ROOM**

**CALL TO ORDER:**

Chair Desmond called the special meeting of the Executive Personnel and Compensation Committee, and the special meeting of the Board to order at 9:23 a.m. on Thursday, December 13, 2012, in the Board Room of the San Diego International Airport, Commuter Terminal, 3225 N. Harbor Drive, San Diego, CA 92101.

**PLEDGE OF ALLEGIANCE:**

**ROLL CALL:**

PRESENT:           Committee Members:   Boland, Cox, Desmond, Smisek  
                          Board Members:       Hubbs

ABSENT:           Committee Members:   None

ALSO PRESENT:   Thella F. Bowens, President/CEO; Breton K. Lobner, General Counsel; Tony R. Russell, Director, Corporate Services/Authority Clerk; Linda Gehlken, Assistant Authority Clerk I

*Board Member Cox arrived during the course of the meeting.*

**NEW BUSINESS**

**1.    APPROVAL OF MINUTES:**

RECOMMENDATION: Approve the minutes of the November 1, 2012 special meeting.

**ACTION: Moved by Board Member Boland and seconded by Board Member Smisek to approve staff's recommendation. Motion carried unanimously, noting Board Member Cox as ABSENT.**

**2.    DISCUSSION AND POSSIBLE ACTION REGARDING ENGAGING AND CONTRACTING FOR A CONSULTANT TO ASSIST WITH THE DEVELOPMENT OF THE PRESIDENT/CEO'S SUCCESSOR CONTRACT:**

Chair Desmond reported that he and Board Chair Gleason had contacted LTC Performance Strategies and Quatt Associates to obtain additional important information on four specific areas: 1) can the work be done within a two to three months timeframe; 2) can they perform a pay and benefits survey comparing not only airports but also comparable entities in the San Diego area; 3) anticipated trip costs, noting that both companies are located out of area; and

4) specific information regarding the qualifications of the individual that would be providing service for the Authority in this capacity. Chair Desmond reported that after assessing all the criteria for both companies, the finding was that they were evenly qualified. Chair Desmond stated that the location of the companies was then decided to be the determining factor, and recommended LTC Performance Strategies because their location, and travel costs would be more cost efficient.

RECOMMENDATION: Provide possible direction to staff.

**ACTION: Moved by Chair Desmond and seconded by Board Member Boland to recommend that the contract be awarded to LTC Performance Strategies for consulting services to assist with the development of the President/CEO's successor contract. Motion carried, noting Board Member Smisek's ABSENTION, and Board Member Cox as ABSENT.**

**CLOSED SESSION:** The Committee recessed into Closed Session at 9:29 a.m. to discuss Item 3.

*The Committee recessed at 10:00 a.m. and reconvened into Closed Session at 12:30 p.m.*

*Board Member Cox arrived at 12:30 p.m.*

**3. PUBLIC EMPLOYMENT – EMPLOYMENT TERMS, EVALUATION AND CONDITIONS:**

Cal. Gov. Code §54954.5(c) and 54957(b).

Title: President/Chief Executive Officer

Subjects:

- (1) Review and possible action on current and future contract terms.
- (2) Discuss progress in regards to executive succession planning.

**REPORT ON CLOSED SESSION:** The Committee reconvened into Open Session at 1:29 p.m. There was no reportable action.

**NON-AGENDA PUBLIC COMMENT:** None

**COMMITTEE MEMBER COMMENTS:** None

**ADJOURNMENT:** The meeting was adjourned at 1:30 p.m.

APPROVED BY A MOTION OF THE EXECUTIVE PERSONNEL AND  
COMPENSATION COMMITTEE OF THE SAN DIEGO COUNTY REGIONAL  
AIRPORT AUTHORITY THIS 16<sup>TH</sup> DAY OF JANUARY, 2013.

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JEFFREY WOODSON  
VICE PRESIDENT, ADMINISTRATION

APPROVED AS TO FORM:

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LINDA GEHLKEN  
ASSISTANT AUTHORITY CLERK I