

# JEA Board of Directors

## Roles & Responsibilities



Building Community

### ROLES OF THE JEA BOARD OF DIRECTORS:

- Set JEA's mission, vision, values, goals and objectives
- Engage in strategic planning
- Ensure JEA has a talented and competent workforce through approval of policies related to collective bargaining, civil service, pension and succession planning
- Approve and monitor JEA's programs and services
- Protect JEA's assets and provide proper financial oversight
- Ensure sound risk management policies
- Select and support the Managing Director/Chief Executive Officer
- Understand the relationship between the board and staff



### RESPONSIBILITIES OF THE JEA BOARD OF DIRECTORS:

- Members of the Board of Directors shall attend regular meetings. Regular meetings shall be held in accordance with the requirements set forth in Article 21 – JEA Charter at the principal offices of JEA in the City of Jacksonville, or at such other public place within the City of Jacksonville as may be determined by the Chair, and at such times as the Chair or a majority of the members may designate. More frequent regular meetings may be held at the pleasure of a majority of the members. (Reference: JEA Board Policy Manual, Article V., page 9)
- The Board shall govern in accordance with legal requirements, with an emphasis on (a) outward vision rather than internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and chief executive roles, (e) collective rather than individual decisions, (f) future more so than past or present, and (g) proactivity rather than reactivity. (Reference: JEA Board Policy Manual, Policy 1.2, page 9)
- Conduct an annual JEA Board evaluation. (Reference: JEA Board Policy Manual, Policy 1.2.11, page 9 and App A3)
- In conducting its duties as a Board in Florida, the Board shall comply with the Florida Sunshine Law, which prohibits any two or more members of the Board from meeting unless the meeting has been properly noticed and conducted in accordance with the legal requirements. In addition, Florida law contains requirements regarding public records, conflicts of interest and voting which must be followed in the conduct of the Board's business. (Reference: JEA Board Policy Manual, Policy 1.3.1, page 10)
- The Board shall provide governing policies that realistically address the broadest levels of all organizational decisions and situations: governance process, board-management delegation, executive mandates and measures of effectiveness. (Reference: JEA Board Policy Manual, Policy 1.4.2, page 11)

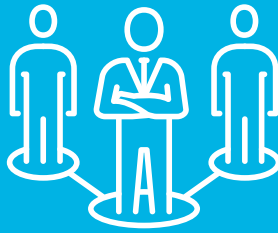
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- Conduct an annual CEO evaluation formally in person with the CEO and full Board. (Reference: JEA Board Policy Manual, Policy 1.4.3, page 11)
- Delegation to the CEO: The Board will instruct the CEO through written policies that prescribe the organizational MOEs (measures of effectiveness) to be achieved and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies. (Reference: JEA Board Policy Manual, Policy 2.0.3, page 22)
- The leadership success of the Board is a direct result of the individual and collegial participation of its members. Board members will commit to preparation for all JEA related meetings and activities. (Reference: JEA Board Policy Manual, Policy 1.2.7, page 9)
- Board members will respect their fiduciary responsibilities to protect and enhance the value of JEA as a citizen-owned enterprise with due diligence using sound business judgment consistent with JEA's legislative charter. (Reference: JEA Board Policy Manual, Policy 1.4.5, page 11)
- Time investment to accomplish Board responsibilities: Expected Board commitments include: monthly Board meetings, annual team building (to include professional education), annual CEO evaluation and Board self-ssessment and bond rating agency trip (Board Chair)
  - Optional involvement includes: Internal educational meetings with staff upon request, industry-related seminars and conferences and visits to other utilities and related industries. (Reference: JEA Board Policy Manual, Policy 1.9, page 17)
- New Board members on-boarding requirements: Coordinate with the JEA executive staff assistant for exact requirements. Generally new board members will a) receive a facilities orientation; b) receive a JEA email account; c) file financial disclosure Form 1; d) get a JEA photograph and JEA employee access pass and ethics pass; ethics brief by the City's Office of Ethics, Compliance, and Oversight. (Reference: JEA Board Policy Manual, Policy 1.2.10, page 9)



## OFFICERS

Board officers assure the integrity of the Board's process and records. Board officers are: Chair, Vice-Chair and Secretary. (Reference: JEA Board Policy Manual, Policy 1.0, Article III, page 4 and Policy 1.2.4, page 9.)

**Chair.** The Chair shall preside at all meetings of the JEA Board unless the Chair delegates otherwise. The Chair shall designate from time to time such special committees as the Chair deems appropriate and shall designate the subject matter assigned to each committee for consideration. In the event of the Chair's prolonged absence or disability, the Vice-Chair shall exercise all functions of the Chair for a period of up to thirty (30) days, at the expiration of which a special election shall be conducted by the JEA Board and a permanent Chair elected.

**Vice-Chair.** The Vice-Chair shall perform such duties as are assigned by the Chair in addition to the functions for which the Vice-Chair is responsible.

**Secretary.** The Secretary has oversight of the procedures used by the JEA staff to accurately produce minutes of all board and committee meetings and submission for public record. The Secretary shall perform such other duties as from time to time may be assigned by the Chair.



## COMMITTEES

The Chair may appoint standing and special committees from time to time. The Chair shall name one of the committee members as committee chair and one as committee Vice-Chair; both positions must be filled by current members of the JEA Board.

### Finance and Audit Committee

The purpose of the finance and audit committee is to assist the Board in fulfilling its oversight responsibilities by reviewing financial information, systems of internal controls, and audit process, including a high level review of the operating and capital budgets. The committee will provide an open avenue of communication between the Board, management, Audit Services, and external auditors.

### Governance Committee

The purpose of the governance committee is to assist the Board in updating the JEA Board documents, primarily the Board Policy Manual (which includes the JEA by-laws).

### Compensation Committee

The purpose of the compensation committee is to assist the Board in fulfilling its oversight responsibilities by reviewing JEA's compensation policies and strategies.

### Nominating Committee

The purpose of the nominating committee is to recommend Board officers for election by the Board as a whole.

### Corporate Headquarters Committee

The purpose of the corporate Headquarters committee is to assist the Board in planning and development of a new corporate headquarters and related facilities.



## UPCOMING BOARD AND COMMITTEE MEETINGS

### Board Meetings

Oct. 26, 2021  
Nov. 16, 2021  
Jan. 11, 2022  
Feb. 22, 2022  
April 5, 2022  
May 24, 2022  
Aug. 9-10, 2022  
Sept. 20, 2022

### Finance and Audit Committee

Oct. 15, 2021  
Feb. 11, 2022  
May 13, 2022  
Sept. 9, 2022

### Governance Committee

TBD

## CURRENT BOARD AND COMMITTEE STRUCTURE

### Officers

- John Baker (Chair)
- Bobby Stein (Vice Chair)
- Marty Lanahan (Secretary)

### Finance and Audit

- Marty Lanahan (Chair)
- John Baker
- Bobby Stein

### Governance

- Joe DiSalvo (Chair)
- Tom VanOsdol
- Dr. Zachary Faison
- Rick Morales

### Nominating (Deferred)

### Corporate Headquarters

- Bobby Stein (Chair)
- Joe DiSalvo

### Compensation

- John Baker (Chair)
- Committee of the whole  
Subset CEO Search  
Committee
  - Bobby Stein (Chair)
  - John Baker
  - Joe DiSalvo
  - Rick Morales



## Resources

- JEA Charter
- JEA By-Laws
- JEA Board Policy Manual
- Board Education and Development Policy
- Board Policies
  - Electric Compliance Policy
- Debt Management Policy
- Investment Policy
- Enterprise Risk and Compliance Policy
- Compensation Policy



**Building Community**

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