

IMPROVING LIVES. BUILDING COMMUNITY, to be the best utility in the country

GOVERNANCE, AUDIT, & COMPLIANCE COMMITTEE

8th Floor, 21 West Church Street, Jacksonville, FL 32202 October 13, 2022 | 2:00 pm - 4:00 pm

WELCOME

Meeting Called to Order Adoption of Agenda (Action) Approval of Minutes – July 14, 2022 (Action)

Safety Briefing & Values Moment

COMMENTS / PRESENTATIONS

Comments from the Public

FOR COMMITTEE CONSIDERATION

FY22 Audit Services Update FY23 Internal Audit Plan (Action)

Annual Board Self-Assessment Criteria and Process Annual CEO Evaluation Criteria and Process

OTHER BUSINESS AND CLOSING CONSIDERATIONS

Old and Other New Business / Open Discussion Announcements - Next Committee Meeting January 13, 2023

Adjournment

Marty Lanahan, Chair

Jeanie Gillespie, Manager, Information Governance

Public

Lee Montanez, Director, Audit Services

Rashid Brittain, Manager, Internal Audit

Laura Dutton, Chief Strategy Officer

Marty Lanahan, Chair

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GOVERNANCE, AUDIT, AND COMPLIANCE COMMITTEE

October 13, 2022

SAFETY BRIEFING & VALUES MOMENT

Jeanie Gillespie Manager, Information Governance









RESPECT IN THE WORKPLACE

Importance of Respect in the Workplace

Increases Productivity & Collaboration Reduces Stress Increases Employee Satisfaction

How to Create a Respectful Culture

Active Listening Strong Communication Be Inclusive Avoid Gossip Be Empathetic to Employee Needs







FY22 STATUS INTERNAL AUDIT PLAN / INVESTIGATIONS

In-Process Audits

Construction Manager at Risk (CMAR)

Identity Management

Data Center

Fleet Services

Invoices

C2M Project Update

Project Accounting

Fiber Network Resiliency

Completed Audits

Internal Audit/Enterprise Risk Management Collaboration Special Project System Protections and Controls Audit Procurement Services Audit Enterprise Risk Management Special Project

Investigations

Open Cases - 8 Closed Cases - 12

7

FY22 OPEN/CLOSED ACTION PLANS



Significant

13



Proposed FY23 Audit Plan - Summary

Audits

Recruitment Services Learning & Development Operating Budgets Electric Systems - Project Management Water/Wastewater Treatment (SB64) Receivables & Collections Water Operations - Cybersecurity Information Protection Project Management Office Emergency Preparedness Consulting/ Special Projects

External Audit Assistance - EY National Institute of Standards Technology Framework C2M Project Review & Evaluation Internal Audit Peer Review Electric & Water/Wastewater Refurbishment Process

Recurring Audits

JEA Performance Pay TEA Audit Action Plan Follow-up FY24 Annual Risk Assessments

A Resolution by the Board Approving the Annual Internal Audit Plan for Fiscal Year 2022-2023

Board Resolution 2022-35

WHEREAS, JEA's Audit Services provides independent and objective assurance and consulting services designed to add value to JEA's operations by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of internal control, compliance, and governance processes; and

WHEREAS, JEA's Audit Services adheres to the Institute of Internal Auditors (IIA) International Standards for the Professional Practice of Internal Auditing, which require the approval of the Annual Internal Audit Plan; and

WHEREAS, approval of the Annual Internal Audit Plan (i) demonstrates that the Board has reviewed, and is in agreement with, the Annual Internal Audit Plan and (ii) allows Audit Services to be in compliance with IIA standards; and

WHEREAS, the proposed Annual Internal Audit Plan was reviewed and recommended for Board approval by the Governance, Audit, and Compliance Committee (Committee) on October 13, 2022; and

WHEREAS, Staff requests that the Board adopt the Committee's recommendation and approve the proposed Annual Internal Audit Plan.

BE IT RESOLVED by the JEA Board of Directors that:

1. The recitals stated above are hereby incorporated into and made part of this Resolution, and such recitals shall serve as findings of fact.

2. The Board hereby adopts the Committee's recommendation and approves the Annual Internal Audit Plan in substantially the form and format attached hereto.

3. To the extent that there are any typographical, administrative, and/or scrivener's errors contained herein that do not change to tone, tenor or purpose of this Resolution, then such errors may be corrected with no further action required by the Board.

4. This Resolution shall be effective upon approval by the Board.

Dated this 25th day of October, 2022.

JEA Board Chair

JEA Board Secretary



Annual CEO Evaluation Criteria and Process

Laura Dutton, Chief Strategy Officer







Annual CEO Evaluation Executive Core Competencies

- 1. CEO demonstrates executive core competencies
 - a. Embodies JEA's values of safety, respect, and integrity
 - b. Communicates effectively
 - c. Actively supports the Board of Directors, maintains candid dialogue, and transparency on all issues associated with JEA
 - d. Maintains positive public relations and builds relationships with key stakeholders in the community
 - e. Leads others effectively
 - f. Plans for the future and drives results
 - g. Leverages industry acumen
- 2. CEO maintains 100% compliance with respect to Article 21 applicable provisions and all applicable legal and fiduciary responsibilities
- 3. CEO has a viable succession plan
- 4. CEO updates the Board regularly on JEA's performance of key measures aligned to JEA's strategy as outlined in JEA's corporate scorecard

Annual Board Self-Assessment Criteria and Process

Laura Dutton, Chief Strategy Officer

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Annual Board of Directors Self-Assessment

JEA Board Policy Manual - "The Board will conduct a self-assessment on an annual basis."

The Board understands and supports JEA's mission, vision, and strategic focus areas and engages in strategic planning

The Board understands and adheres to Article 21 - Charter, JEA By-Laws, JEA Board Policy Manual, City of Jacksonville Ethics Code, and applicable Florida Statues and City Ordinances

The Board has a strong working relationship with the CEO

As a Board member, I feel I have the knowledge needed to tackle the important issues and to provide proper oversight for JEA

Board members are well prepared for the meetings and spend adequate time engaged in discussion and providing direction to staff

The Board is focused on being proactive rather than reactive and is primarily focused on the future rather than past or present

The Board is regularly updated and addresses JEA's performance of key measures aligned to JEA's strategy as outlined in JEA's corporate scorecard

In what areas is the Board most effective?

Are there areas where the Board can improve?

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GOVERNANCE, AUDIT, AND COMPLIANCE COMMITTEE

Supplemental Information

JEA GOVERNANCE, AUDIT, AND COMPLIANCE COMMITTEE MINUTES July 14, 2022

The Governance, Audit, and Compliance Committee of the JEA Board met at 9:00 am on Thursday, July 14, 2022 on the 8th Floor, 21 W. Church Street, Jacksonville, Florida. The public was invited to attend this meeting in-person at the physical location and virtually via WebEx.

WELCOME

Meeting Called to Order – Committee Chair Marty Lanahan, attending the meeting virtually, called the meeting to order at 9:00 am. Also attending the meeting virtually was Committee Vice Chair General Joseph DiSalvo. Dr. Zachary Faison was not in attendance for the meeting. Board member John Baker attended the meeting virtually. A quorum of the committee was not physically present for the meeting.

Others in attendance in-person were Jay Stowe, Managing Director/CEO; Jody Brooks, Chief Administrative Officer; Ted Phillips, Chief Financial Officer; Jordan Pope, Vice President, Corporate Strategy; and Regina Ross, Chief Legal Officer, Office of General Counsel. Others in attendance virtually were Raynetta Curry-Marshall, Chief Operating Officer; Laura Schepis, Chief External Affairs Officer; and Sheila Pressley, Chief Customer Officer.

Adoption of Agenda – Due to the lack of quorum, this item was received for information.

Approval of Previous Governance Committee Minutes – November 8, 2021 – Due to the lack of quorum, this item was deferred to the Board for approval at the August 10, 2022 Board Retreat.

Safety Briefing – Rashid Brittain, Senior Information Technology Auditor, presented the safety briefing.

Committee Chair Lanahan congratulated Lee Montanez, Director, Audit Services on his promotion and extended appreciation to Steve Tuten, former Director, Audit Services, for his years of service to JEA. Mr. Stowe recognized Rashid Brittain on his promotion.

FOR COMMITTEE CONSIDERATION

2022 Audit Plan – John DiSanto, Managing Director, Ernst & Young, recognized Natalia DiFerdinand, Manager, Assurance Services, who has served on JEA's account for three years. Mr. DiSanto provided a review of key business priorities including, compliance audit on the FEMA program, Plant Vogtle, and GASB accounting standards, digital audit technology, 2022 audit plan timeline, significant risks identified, JEA internal audit assistance resulting in significant savings, timing of the financial audit, audit strategy and significant risks identified, and required communications. This presentation was received for information.

Identity Theft Protection Program & Annual Risk Assessment – Dan Mishra, Director, CIP Compliance, provided a presentation on federal and state regulations concerning identity theft, risk assessment approach, identity theft and data loss protection and detection, and risk and improvement strategies. This presentation was received for information.

FY22 Ethics Officer Report – Walette Stanford, Ethics Director/Officer, presented on the FY22 ethics inquiry categories, open government and ethics refresher training. This presentation was received for information.

JEA Governance, Audit and Compliance Committee Minutes

July 14, 2022

Audit Services Update – Lee Montanez, Director, Audit Services, presented information on top risk trends, status of audits and engagements, open/closed audit report issues, and forensic audit and investigations. This presentation was received for information.

JEA Charter Amendments – Regina Ross, Chief Legal Officer, presented the Article 21- JEA Charter is currently being reviewed for potential amendments to accommodate with the way JEA conducts business. Ms. Ross reviewed the process including a review of the Charter by staff members and Board members and will be looking to the committee for prioritizing of the amendments. Committee Chair Lanahan addressed the City Council timing cadence. Committee members held discussions. This presentation was received for information.

Board Policy Manual and Board By-Laws – Committee Chair Lanahan expressed her appreciation to General DiSalvo for his great work on the Board Policy Manual. Jordan Pope, Vice President, Corporate Strategy, expressed his appreciation to General DiSalvo and Steve Tuten, retired, Director, Internal Audit, for their work on the Board Policy Manual in 2020. Mr. Pope reviewed the Article 21 – JEA Charter requirements related to the Board Policy Manual and Board By-Laws and noted staff is proposing a condensed Board Policy Manual and By-Laws without compromising governance, allowing for ease of use and understanding. Current and proposed changes are provided in the Board materials. Mr. Pope expressed appreciation to Melissa Charleroy, Board Services Manager for her work. Board members held discussions. This presentation was received for information.

Annual Board Self-Assessment Criteria and Process – Jordan Pope, Vice President, Corporate Strategy, presented in accordance with the Board Policy Manual, the Board conducts an annual Board Self-Assessment. Mr. Pope reviewed the timeline, administration method, and criteria. Board members held discussions regarding the status of the 2021 Board Self-Assessment, clarity on language, and attendance. This presentation was received for information.

Annual CEO Evaluation Criteria and Process – Jordan Pope, Vice President, Corporate Strategy, presented in accordance with the Board Policy Manual, the Board conducts an annual CEO Evaluation. Mr. Pope reviewed the timeline and criteria including Executive Core Competencies and Performance Scorecard. Board members held discussions regarding the Performance Scorecard. This presentation was received for information.

CLOSING CONSIDERATIONS

Announcements – Next Governance, Audit, and Compliance Committee Meeting is October 13, 2022.

Adjournment – With no further business coming before the Committee, Ms. Lanahan declared the meeting adjourned at 10:16 AM.

APPROVED BY:

Marty Lanahan, Committee Chair

Date:

Submitted by:

Melissa Charleroy Board Services Manager



BOARD RESOLUTION: 2022-35 October 25, 2022

A RESOLUTION BY THE BOARD APPROVING THE ANNUAL INTERNAL AUDIT PLAN FOR FISCAL YEAR 2022-2023

WHEREAS, JEA's Audit Services provides independent and objective assurance and consulting services designed to add value to JEA's operations by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of internal control, compliance, and governance processes; and

WHEREAS, JEA's Audit Services adheres to the Institute of Internal Auditors (IIA) International Standards for the Professional Practice of Internal Auditing, which require the approval of the Annual Internal Audit Plan; and

WHEREAS, approval of the Annual Internal Audit Plan (i) demonstrates that the Board has reviewed, and is in agreement with, the Annual Internal Audit Plan and (ii) allows Audit Services to be in compliance with IIA standards; and

WHEREAS, the proposed Annual Internal Audit Plan was reviewed and recommended for Board approval by the Governance, Audit, and Compliance Committee (Committee) on October 13, 2022; and

WHEREAS, Staff requests that the Board adopt the Committee's recommendation and approve the proposed Annual Internal Audit Plan.

BE IT RESOLVED by the JEA Board of Directors that:

- 1. The recitals stated above are hereby incorporated into and made part of this Resolution, and such recitals shall serve as findings of fact.
- 2. The Board hereby adopts the Committee's recommendation and approves the Annual Internal Audit Plan in substantially the form and format attached hereto.
- 3. To the extent that there are any typographical, administrative, and/or scrivener's errors contained herein that do not change to tone, tenor or purpose of this Resolution, then such errors may be corrected with no further action required by the Board.
- 4. This Resolution shall be effective upon approval by the Board.

Dated this 25th day of October, 2022.

JEA Board Chair

JEA Board Secretary

Form Approved by

Office of General Counsel

VOTE		
In Favor		
Opposed		
Abstained		

Annual Board Self-Assessment

Supplemental Information



2021 Board Self-Evaluation Status

Areas for Consideration and Status for Average Responses < 4.5

Areas for Consideration	Status				
Board members receive a comprehensive orientation to prepare them to perform their roles and responsibilities	Beginning with Board Member Rick Morales, a formal Board orientation was provided. Materials are available on jea.com under Additional Board Information. Board members may schedule orientation sessions with the Leadership Team, as well as schedule tours of JEA facilities at their request.				
The Board is represented with the necessary skills, stakeholders, and diversity	Board members are selected in accordance with Article 21 – JEA Charter Resolution 2021-11 – May 25, 2021 – Diverse and Inclusive JEA Board of Directors stated, "recognizing the importance of having a diverse and inclusive membership is reflective of the community and JEA's values." Resolution was submitted to the City Council President and Mayor requesting "during the member selection process that consideration of the compilation of the Board be considered and propose and select candidates that would provide for a diverse and inclusive Board."				
Board members follow industry trends and important developments related to JEA, and understand key corporate risks	JEA Board Committees have been restructured and expanded to include discussions related to all strategic areas of focus. Information related to industry trends, important JEA developments, and key corporate risks will be provided in greater detail at the committee level. All Board members are welcome to attend committee meetings.				
Board members actively self-educate and stay current with industry trends	Board members will soon have access to a tool within Diligent that will provide information related to JEA current topics and important industry trends. Estimated Completion: Fall 2022				
The Board reviews CEO performance and compensation annually	In accordance with the JEA Board Policy Manual, "Board evaluation of the CEO will be done annually and based on set criteria set by the Board." In accordance with Article 21 – JEA Charter, the Board of Directors "shall fix the compensation of the managing director". The current CEO employment agreement began on November 30, 2020, and includes base salary, benefits, and an annual increase of 3% effective on November 30 th of years 2021 through 2024.				
Board members work in coordination with the CEO on a succession plan	CEO has mot and discussed a succession plan with all Poard members				

Board members work in coordination with the CEO on a succession plan CEO has met and discussed a succession plan with all Board members.

Annual CEO Evaluation Criteria and Process

Supplemental Information



- 1. CEO demonstrates executive core competencies
 - a. Embodies JEA's values of safety, respect, and integrity
 - 1. Employee Engagement Survey in June 2022 Employee Communication attached
 - b. Communicates effectively
 - 1. Weekly Friday emails to team members
 - 2. Monthly all team updates
 - 3. Weekly Leadership Team meetings
 - 4. Bi-weekly 1:1 Leadership Team member discussions
 - 5. Breakfast/Lunch meetings with Directors & VPs
 - 6. Site visits to plants and service centers for large and small group conversations
 - c. Actively supports the Board of Directors, maintains candid dialogue, and transparency on all issues associated with JEA
 - 1. Meets with Board members for 1:1 monthly discussions, and on an as needed basis
 - 2. Monthly Board CEO Report highlighting challenging topics affecting JEA and its customers
 - 3. Board Strategic Retreat in August 2022
 - 4. Restructured Board Committees to allow for deep dive of topics at each meeting
 - d. Maintains positive public relations and builds relationships with key stakeholders in the community
 - Relationship building with Florida Municipal Electric Association, Florida Department of Energy, Electric Power Research Institute, American Water Works Association, American Public Power Association, Department of Energy, Northeast Florida Elected Officials, Independent Authorities, City Council Members, TECO, Duval County Public Schools, JAXUSA, Downtown Investment Authority, Southern Company/MEAG, Electricity Subsector Coordinating Council, local utilities, local media, St. Johns Riverkeeper, Sierra Club of Northeast Florida, The Energy Authority (TEA)

- 2. Community Speaking Engagements/Media Presence
 - a. Jacksonville Civic Council, presenter
 - b. Large Public Power Council and S&P Global Ratings Power Community Conference, NYC, panelist
 - c. Jacksonville Small and Emerging Business (JSEB) Procurement, opening remarks
 - d. Florida's Women in Energy Leadership Forum, presenter
 - e. Rotary Club of Mandarin, presenter
 - f. JFRD Fire Chief Scholarship, opening remarks
 - g. Rotary Club of Bartram Trail Julington Creek, presenter
 - h. Society of American Military Engineers and Construction Management Association of America, presenter
 - i. JEA Light it Forward Awards, opening remarks
 - j. Rotary Club of West Jacksonville, presenter
 - k. JEA Press Conference JEA to suspend disconnections, News4Jax July 2022
 - I. Interview with Rick Mullaney This Week in Jacksonville, WJXT March 2022
 - m. First Coast News Interview Reflection First Year July 2021
 - n. Interview with WJCT Radio Host, Melissa Ross, Discusses first year December 2021
 - Florida Times Union Guest Column: A new Leadership Team at JEA brings optimism at the utility company for 2022

e. Leads others effectively

- 1. Ratification of all five Collective Bargaining Unit Agreements
- Demonstrated leadership managing the highest fuel prices in 14 years with communication, customer outreach, and bill
 assistance
- Provided an increased focus on all three core values: safety, respect, and integrity and recognized that safety means more than just physical safety
- 4. Established JEA's first Diversity, Equity, and Inclusion (DEI) Director role and DEI Council
- 5. Mentor to JEA team member

f. Plans for the future and drives results

- 1. Electric Integrated Resource Plan (IRP) Assembled the IRP Stakeholder Advisory Committee with 21 community representatives providing a space for open discussion that will benefit JEA's IRP process
- New Business Opportunities Conducting study and developing a strategy for fiber, expand real estate portfolio to add facilities to support economic development
- 3. Economic Development Partnerships Working with JAXUSA on four project announcements
- 4. Septic Tank Phaseout Projects in five communities reaching 3,409 properties
- 5. Taking a proactive approach to monitoring of FY2023 O&M spending to achieve strategic objectives
- 6. Growing the District Energy System and making it a viable asset for our customers
- 7. Continuous assessment of fuel and purchased power costs
- 8. Proactive rate adjustments to support the continued costs of doing business, lessening larger increases in the future
- Planning for the future workforce by partnering with local high schools, colleges and universities with co-op/intern
 opportunities
- g. Leverages industry acumen
 - Serves as an American Public Power Association (APPA) representative on the national Electricity Subsector Coordinating Council (ESCC), member of the Florida Municipal Electric Association's (FMEA) Large Public Power CEO Advisory Group, Board member to the Association of Edison Illuminating Companies (AEIC), Board member and Vice Chair of The Energy Authority (TEA), and Board member and Vice Chair of TEA Solutions

2. CEO maintains 100% compliance with respect to Article 21 applicable provisions and all applicable legal and fiduciary responsibilities

- a. JEA complies with the Article 21 JEA Charter
- b. Began the process to review proposed Charter revisions with the Board
- c. Streamlined the JEA Board By-Laws and Policy Manual
- 3. CEO has a viable succession plan
 - a. Spoken individually with Board members on the CEO succession plan
- CEO updates the Board regularly on JEA's performance of key measures aligned to JEA's strategy as outlined in JEA's corporate scorecard
 - a. Review of JEA's key performance metrics at each Board meeting and Board Retreat.

Notable Achievements

- YOUtility Customer Campaign to continue building customer trust and deepen community engagement
- Residential Customer Satisfaction 2nd Quarter Business Customer Satisfaction – From the Bottom of the 4th to the top of the 3rd Quartile
- JEA recognized in 2022 by Forbes as #14 of 500 medium size companies 'Best Place to Work'
- Jacksonville Small and Emerging Business Summit September 2022

Annual CEO Evaluation CEO Self-Assessment - Employee Engagement Communication

Good morning, JEAI

In June, you made it clear how important it is for JEA to take action on the employee engagement survey.

STRENGTHS

Work Life Balance	I am able to successfully balance my work and personal life.
Purpose	The work that I do at JEA is meaningful to me.
Resources	I have the resources I need to do my job well.

OPPORTUNITIES

 Action Taking
 I believe meaningful action will be taken as a result of this survey.

 Values
 People at JEA live the company values.

 Ethics
 People at JEA behave ethically.

Over the past 75 days, we've talked about company-wide results with you all and our board. We've been talking with our teams about our organizations specifically and discussing how to take action on those results. We've been studying the results, discussing as a Leadership Team, coming up with and asking for ideas, getting feedback from the Employee Communication Council, and even started implementing some of those ideas. So, I wanted to take a moment to share some of those with you, AND to ask you to keep the ideas coming!

In the last JEA Monthly Update, a question was submitted about providing more detailed results to everyone across the company – you can select the Employee Survey link on The Grid or jump right to them here: JEA Employee Engagement Results [June 2022

Annual CEO Evaluation CEO Self-Assessment - Employee Engagement Communication

Employee Engagement People at JEA live the company values and behave eth	64 vs 73 national benchmark			
Action	Owner	Targeted Completion	Status	Status & Comments
Address organization-specific issues	David Emanuel	Ongoing	Underway	HRBPs will work with Leadership Team members to address hot spots
Place greater emphasis on core values in annual performance reviews	Leadership Team	9/30/2022		
Determine approach	Laura Dutton	7/18/2022	Complete	All appointed employees will go from 30% weighting of their annual performance review on competencies to 50% weighting on core values
Update weightings and descriptions in SumTotal	Jalisa Bryant	9/30/2022	Complete	Observable behaviors for each value are included in the descriptions to support a leader's ability to assess subjective goals
Communicate the action across the company	Mark Stultz	9/30/2022	Complete	Email to all employees, discuss at JEA monthly update meetings
Equip leaders with tools to adequately assess demonstration of core values	Blake Osner	12/31/2022	Underway	Initial descriptions of observable behaviors provided to all leaders on 9/27, Additional reinforcing support, consult, and tools available throughout FY23
Shift from Safety Moments at meetings to Values Moments	Leadership Team	9/30/2022	Complete	Board meetings, staff meetings, monthly update meetings, etc.
Share the results with the entire company	Leadership Team	8/31/2022	Complete	
Organizational results discussed with employees	Leadership Team	8/1/2022	Complete	Each LT member communicate their results to their teams
Company-wide results available online	Blake Osner	8/12/2022	Complete	Available on The Grid
eadership Development & Accountability	Leadership Team	11/1/2022	Underway	Planning underway for an All Leaders meeting to discuss their responsibility as leaders, share best practices on how to talk about engagement results, etc.

Improving Lives. Building Community. to be the best utility in the nation

Our Values

Safety

We put the physical and emotional wellbeing of people first, both at and away from work

Respect We treat others with courtesy and respect, seeking diverse perspectives and helping to bring out the best in everyone Integrity We place the highest standard on ethics and personal responsibility, worthy of the trust our customers and colleagues place in us

Our Strategic Focus Areas

Developing an Unbeatable Team because we know employees that are treated well will treat our customers well Delivering Business Excellence because we are serious abour serving as good stewards of the resources our customers rely on Earning Customer Loyalty because our customers count on us for delivering affordable, reliable services

Our Strategic Objectives

Foster an Exceptional Work Culture **Employee Engagement** Diversity, Equity, & Inclusion **Deepen Customer & Community Engagement** Reasonable Rates Sound Business Decisions **Economic Development Customer Solutions** Stakeholder Relationships Environmental Stewardship **Plan for the Future Employee Development** Long-term Workforce Plan New Business Opportunities Integrated Resource Plan **Resilient & Reliable Infrastructure** Make Doing Business with JEA Easy Technology, Tools, & Data Governance & Policy Review