

JEA COMPENSATION COMMITTEE MINUTES
May 14, 2018

The Compensation Committee of JEA met on Monday, May 14, 2018, in the 8th Floor Conference Room, JEA Plaza Tower, 21 W. Church Street, Jacksonville, Florida.

Agenda Item I – Opening Considerations

- A. Call to Order – Committee Chair Flanagan called the meeting to order at 10:30 AM with Committee Member April Green in attendance, as well as Board Chair Alan Howard in observance. Board Vice Chair Husein Cumber attended telephonically. Also present were Aaron Zahn, Melissa Dykes, Angie Hiers, Jody Brooks, Mike Hightower, John McCarthy, Gerri Boyce, Gina Kyle and David Bauerlein, Florida Times-Union.
- B. Adoption of Agenda – The Agenda was adopted on **motion** by Ms. Green and second by Board Vice Chair Cumber.
- C. Approval of Minutes – The November 27, 2017 minutes were approved on **motion** by Ms. Green and second by Board Vice Chair Cumber.

Agenda Item II – New Business

- A. Executive Contracts – Jody Brooks, Vice President and Chief Legal Officer reviewed the draft executive contracts for Aaron Zahn, Interim Managing Director/CEO and Melissa Dykes, President/Chief Operating Officer. Committee Members held discussions and recommended to revise the effective date to May 15, 2018 on both agreements, as well as remove the clause in section 2.5 providing 280 hours of leave during each year of employment. The remainder of the contract will remain intact as negotiated by Board Chair Howard. The Committee recommended a position description to the agreement of Ms. Dykes. The Committee felt it was important to provide additional time to Mr. Zahn to outline the roles and responsibilities of Ms. Dykes, while providing the delegation of authority to the Compensation Committee Chair to review upon completion. On **motion** by Ms. Green and second by Board Vice Chair Cumber, the Committee approved the executive contract as amended for Mr. Zahn. Committee Members held discussions related to Ms. Dyke’s draft executive contract, requesting the same revision of section 2.5 providing 280 hours of leave during each calendar year of employment. On **motion** by Ms. Green and second by Committee Chair Flanagan, the Committee approved the executive contract for Melissa Dykes. Both contracts will be brought before the Board at the May 15, 2018 meeting for action.
- B. Executive Search Firm Selection – Committee Chair Flanagan thanked Angie Hiers, Vice President and Chief Human Resources Officer and John McCarthy, Vice President and Chief Supply Chain Officer for their work on the CEO search firm process. Committee Chair Flanagan provided Committee Members with a Chief Executive Officer Search Services Evaluation Matrix and Recruiting Firm History. Committee Chair Flanagan stated all three firms have standard qualifications and it came down to relevant experience of work completed with a utility, as well as fees.
- C. Other New Business
- D. Announcements – The next meeting will be scheduled as appropriate.
- E. Adjournment – With no further business claiming the attention of this Committee, the meeting was adjourned at 1:28 PM.

APPROVED BY:

Kelly Flanagan, Committee Chair

Date: _____

Submitted by:

Melissa Charleroy
Executive Assistant