

JEA GOVERNANCE COMMITTEE MINUTES  
August 19, 2020

The Governance Committee of JEA met on Wednesday, August 19, 2020 via WebEx (no physical location was provided for this meeting). Pursuant to State of Florida Executive Order 20-69 (Emergency Management-COVID-19-Local Government Public Meetings), this meeting is permitted to be conducted by communications media technology.

**Agenda Item I – Welcome**

- A. Call to Order – Committee Chair Joseph DiSalvo called the meeting to order at 10:00 am. Committee member Dr. Leon Haley was in attendance. Committee members Dr. Zachary Faison, Marty Lanahan and Tom VanOsdol were not in attendance for the meeting; therefore, a quorum was not present.

Also in attendance were Board Chair John Baker and Board member Bobby Stein. Others in attendance were Paul McElroy, Jody Brooks and Steve Tuten.

- B. Adoption of Agenda – Due to the lack of quorum, the Agenda was deferred to the Board for approval at its August 25, 2020 meeting.
- C. Approval of Minutes – Due to the lack of quorum, the July 16, 2020 Minutes, with a noted revision to name Dr. Zachary Faison a member of the Committee, were deferred to the Board for approval at its August 25, 2020 meeting.

**Agenda Item II – Governance and Policy Foundational Documents**

- A. Ordinance 2020-0419 – Legislation for JEA Charter Changes – Jody Brooks, OGC, led a discussion of the City Council’s Article 21 Charter document. Ms. Brooks provided an update on the Ordinance process, an expected timeline for final action, and an update on the Referendum Bill. There were comments and questions which were asked and answered.
- B. JEA By-Laws – A copy of the JEA By-Laws document was provided to the Committee as part of its meeting package. There was no discussion at this time.
- C. Governance Committee Charter – A copy of the JEA Governance Committee Charter was provided to the Committee as part of its meeting package. There was no discussion at this time.
- D. Governing for Excellence: Raising the Bar on Public Power Governance – A reference to this American Public Power Association (APPA) publication was provided to the Committee as part of its meeting package. There was no discussion at this time.
- E. Board Policies and Ordinances – An updated draft table of information on each board approved policy and policy review date was distributed to the Committee as part of its meeting package. There was no discussion at this time.
- F. Board Governance Manual Assessment (March 2015) – A copy of the board policy manual compliance and update assessment, which was approved by the JEA Board on March 3, 2015, was distributed to the Committee as part of its meeting package. There was no discussion at this time.

- G. JEA Board Policy Manual – A copy of the board policy manual, which was last approved by the JEA Board on February 16, 2010, was provided to the Committee as part of its meeting package. A full discussion of the manual and edited comments was reserved for later in the meeting.

### **Agenda Item III – For Committee Consideration**

- A. Review the Draft of Mission, Vision, Values and Goals (Action) – Chair DiSalvo, citing materials provided previously to Committee members, outlined the desired intent of the board’s Mission, Vision, Values, Goals and Objectives paper, and he highlighted the edits incorporated into the latest draft. Inquiries were addressed, and a general discussion ensued. Hearing no additional comments, Chair DiSalvo confirmed the edits discussed would be incorporated into an updated draft to be presented to the full Board for approval at its August 25, 2020 meeting.
- B. JEA Board Policy Manual
1. Review Staff Edits – Steve Tuten, Interim Chief Compliance Officer, citing materials provided in the Committee meeting package, highlighted a summary of edits incorporated into the latest draft of the board policy manual. His overview included the policy number, policy title, referenced page, contributing editor and a brief description of the policy change. There were comments and edits to which a fulsome discussion ensued. Lastly, Chair DiSalvo and Mr. Tuten confirmed the next draft board policy manual document to come before the Committee would consolidate all comments and edits provided by the Committee and staff members.

*Due to technical issues the meeting was paused for 4 minutes*

2. CEO Evaluation – Policy Category III Executive Limitations – Chair DiSalvo, highlighting materials provided to Committee members, reviewed his comments and edits to the board policy manual Policy Type Executive Limitations. Comments and questions were asked and answered and a brief discussion ensued.
3. CEO Evaluation – CEO Core Competencies Appendix A1 – Chair DiSalvo, in his review of materials provided to the Committee, highlighted his streamlined version of the Executive Core Competencies and the new CEO Evaluation Criteria sections, Appendix A1, of the board policy manual. Committee members had no additional comments.

### **Agenda Item IV – Closing Considerations**

- A. Announcements – Next Board Meeting: August 25, 2020

Lastly, Chair DiSalvo outlined discussion items for the next Governance Committee meeting. He opened the meeting for general comments, during which Paul McElroy, Interim Managing Director/CEO, noted that a draft evaluation survey would shortly be made available to Board members for their review and comments. Hearing no additional comments, Chair DiSalvo thanked everyone for their continued support.

With no further business coming before the Committee, the Chair declared the meeting adjourned at 11:19 AM.

APPROVED BY:

\_\_\_\_\_  
Joseph DiSalvo, Committee Chair

Date: \_\_\_\_\_

Submitted by:

\_\_\_\_\_  
DeLisa A. Johnigarn  
Executive Assistant