

JEA GOVERNANCE COMMITTEE MINUTES
September 15, 2020

The Governance Committee of JEA met on Tuesday, September 15, 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 members Dr. Leon Haley, Marty Lanahan and Thomas VanOsdol were in attendance. Board Chair John Baker was also in attendance for the meeting. Others in attendance were: Paul McElroy, Interim Managing Director/CEO; Jody Brooks, Chief Legal Counsel; and Steve Tuten, Interim Chief Compliance Officer.
- B. Adoption of Agenda – On *motion* by Marty Lanahan and seconded by Thomas VanOsdol, the agenda was approved.
- C. Approval of Minutes – On *motion* by Thomas VanOsdol and seconded by Marty Lanahan, the Committee’s Minutes of its August 19, 2020 meeting were approved.

Agenda Item II – Governance and Policy Foundational Documents

- A. Draft Article 21 JEA Charter – A copy of the draft Article 21 JEA Charter was provided, for informational purposes only, to the Committee as part of the meeting package. There was no discussion at this time.
- B. Proposed 2020-419 – Article 21 (JEA) Charter Omnibus Refinement Bill Strategy and Timeline for Rules, TEU Committee Discussions – A copy of the draft Article 21 JEA Charter Timeline was provided, for informational purposes only, to the Committee as part of the meeting package. There was no discussion at this time.
- C. JEA By-Laws – A copy of the JEA By-Laws document was provided, for informational purposes only, to the Committee as part of the meeting package. There was no discussion at this time.
- D. Governance Committee Charter – A copy of the Governance Committee Charter was provided, for informational purposes only, to the Committee as part of the meeting package. There was no discussion at this time.
- E. Governing for Excellence: Raising the Bar on Public Power Governance – A reference to this American Public Power Association (APPA) publication was provided, for informational purposes only, to the Committee as part of the meeting package. There was no discussion at this time.
- F. Board Policies and Ordinances – An updated draft table of information on each board-approved policy and policy review date was provided, for informational purposes only, to the Committee as part of the meeting package. There was no discussion at this time.
- G. 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 provided, for informational purposes only, to the Committee as part of the meeting package. There was no discussion at this time.

- H. 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, for informational purposes only, to the Committee as part of the 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. JEA Board Policy Manual

1. Go Final on Policy Category III Executive Mandates – Citing materials provided in the Committee meeting package, Chair DiSalvo outlined comments and edits to the Board Policy Manual – Policy Category 3.0; Policy Type Executive Mandates. There were a few questions and additional comments to which a brief discussion ensued. Hearing no further discussion on this matter, Mr. DiSalvo asked the Committee for a motion to present Policy Category 3.0; Policy Type Executive Mandates to the Board for full review and approval.

On *motion* made by Marty Lanahan and seconded by Thomas VanOsdol, the motion put forth before the Committee was unanimously approved.

2. Go Final on Appendix 1 CEO Core Competencies and CEO Evaluation Criteria – Chair DiSalvo, highlighting materials provided in the Committee meeting package, reviewed comments and edits to Appendix A1 to the Board Policy Manual. Mr. DiSalvo's overview included edits to the Executive Core Competencies and CEO Evaluation Criteria. Committee members asked a few questions and offered additional feedback to which a brief discussion ensued. Hearing no further discussion on this matter, Mr. DiSalvo asked the Committee for a motion to present Appendix A1, as amended, to the Board for full review and approval.

On *motion* made by Marty Lanahan and seconded by Thomas VanOsdol, the motion put forth before the Committee was unanimously approved.

3. Review Initial Edits/Comments on Policy Category II Board-Management Delegation – Chair DiSalvo, referencing materials included in the Committee meeting package, highlighted revisions to the Board Policy Manual – Policy Category 2.0; Policy Type Board Management Delegation. Mr. DiSalvo gave a thorough overview of all edits to this policy category and committee members offered additional feedback to which a fulsome discussion ensued. Hearing no additional comments, Mr. DiSalvo confirmed the comments discussed would be incorporated into the updated policy draft to be presented at the next Committee meeting.

B. JEA By-Laws (Section 1.0 Board Policy Manual)

Chair DiSalvo led the discussion on the JEA By-Laws with an overview of the incorporation of the By-Laws document, as Section 1.0, in the Board Policy Manual. Mr. DiSalvo's review included highlights and edits as outlined in the Committee meeting materials. Committee members provided feedback and questions, which were asked and answered and a general discussion ensued. Ms. Brooks joined the discussion and provided additional feedback to the Committee. Hearing no additional comments, Mr. DiSalvo confirmed that all comments and edits would be incorporated into the updated By-Laws document to be presented at the next Committee meeting.

C. Discuss JEA Board Evaluation Criteria – Review Sample Survey

Chair DiSalvo led the discussion on the Board’s Self-Evaluation Criteria and Assessment Survey which materials were included in the Committee meeting package. Mr. DiSalvo’s review included suggested revisions to the Board’s evaluation criteria and modifications to the Assessment Survey. There was a general discussion with additional feedback and comments from the Committee. Next, Mr. McElroy provided feedback on how the Survey results would be summarized for the entire Board. Committee members provided final comments to which Mr. DiSalvo confirmed that all feedback and comments would be incorporated into the final document to be presented at the next Committee meeting.

D. Proposed 2020-419 – Article 21 (JEA) Charter Omnibus Refinement Bill Strategy and Timeline for Rules, TEU Committee Discussions

Chair DiSalvo provided the Committee an update and target timeline, as received from City Council Member Michael Boylan, for the Omnibus Refinement Bill which includes the Article 21 JEA Charter. Mr. DiSalvo stated the matter is expected to come before the City Council for final action and adoption on December 8, 2020. Mr. DiSalvo concluded that the Committee will wait to go final on the Board Policy Manual until the Article 21 JEA Charter is approved with the expectation that the manual is ready to be finalized in December 2020.

Agenda Item IV – Closing Considerations

A. Announcements – Next Board Meeting: September 22, 2020

Next, Chair DiSalvo asked the Committee for final comments and recommendations on the Board Policy Manual. Mr. Tuten confirmed his team would work to incorporate all comments and edits discussed during the meeting into the Committee’s next draft document. There were a few additional comments from the Committee which Mr. DiSalvo addressed. Lastly, Mr. DiSalvo outlined discussion items for the Committee’s next meeting to be held in mid-October 2020.

With no further business coming before the Committee, the Chair declared the meeting adjourned at 11:09 AM.

APPROVED BY:

Joseph DiSalvo, Committee Chair

Date: _____

Submitted by:

DeLisa A. Johnigarn
Executive Assistant