

**JEA BOARD MINUTES
November 2, 2020**

The JEA Board met in special session on Monday, November 2, 2020, on the 19th Floor, 21 W. Church Street, Jacksonville, Florida. Pursuant to City of Jacksonville Emergency Proclamation, attendees will be required to wear masks, CDC guidelines and social distancing will be required at the physical location, and the meeting was also accessible via WebEx. In attendance physically were John Baker, Joe DiSalvo, Dr. Leon Haley, Marty Lanahan, Bobby Stein, and Tom VanOsdol. Also in attendance was Paul McElroy, Jody Brooks, Office of General Counsel and Angie Hiers. Dr. Zachary Faison participated in the meeting via WebEx.

Agenda Item I – Welcome

- A. Chair John Baker **called the meeting to order** at 6:00 pm.
- B. **Adoption of Agenda** – On *motion* by Marty Lanahan and seconded by Tom VanOsdol, the agenda was approved unanimously.
- C. **Safety Briefing** – Paul McElroy, Interim Managing Director/CEO, gave the Safety Briefing.
- D. **Sunshine Law/Public Records Statement** – Jody Brooks, Office of General Counsel (OGC), reaffirmed this Special Board Meeting is being held in compliance JEA’s By-Laws and with Florida’s Government in the Sunshine Law §286.011. Ms. Brooks asked the Board for a motion to waive the two-day Notice of Meeting By-Law provision and the meeting be allowed to go forth. She confirmed the meeting was duly noticed, and there was a quorum of Board members present in the room. Hearing no comments, Chair Baker asked the Board to put forth a motion to waive the two-day Notice of Meeting requirement.

Upon *motion* by Dr. Leon Haley and seconded by Bobby Stein, the motion put forth before the Board was approved unanimously.

Agenda Item II. For Board Consideration

- A. **CEO Selection Process** – Ms. Brooks led the discussion with a through overview of the prior steps taken in the CEO selection process and the steps to be taken at this meeting. There were no questions or comments at this time.
- B. **Results from October 27, 2020 Meeting** – Ms. Brooks led the discussion of each Board member’s results by reading their overall assessment rankings and total average scores for the three CEO candidates: 1) John Hairston COO of Bonneville Power Administration in Portland, Oregon; 2) Morgan O’Brien Former CEO and President of People’s Gas in Pittsburgh, Pennsylvania; and 3) Jay Stowe CEO and Founder of Stowe Utility Group LLC in Chattanooga, Tennessee. Chair Baker then provided remarks on the scoring and asked each Board member to provide their first choice of candidate and how they made that choice. Board members responded with their feedback and comments.
- C. **Board Discussion on Rankings of the three CEO Candidates** – Chair Baker opened the discussion by highlighting how the Board would rank their final candidate choices. Next, each Board member provided feedback on their 1st, 2nd, and 3rd rank. There were questions asked and answered.

- D. Vote on Selection of CEO / Managing Director** – Chair Baker, noting the ranking results which were overwhelmingly in favor of Jay Stowe, opened the discussion for final comments. There were additional questions and feedback to which a fulsome discussion ensued. Hearing no further comments, Chair Baker asked the Board for a motion to nominate Jay Stowe for the CEO position.

Upon *motion* made and carried forward in a Vote of 6:1, Jay Stowe was approved as the CEO Nominee.

Chair Baker then asked the Board for a motion to nominate Morgan O'Brien as the second choice for the CEO position.

Upon *motion* by Bobby Stein and seconded by Tom VanOsdol, the motion put forth before the Board was approved unanimously.

- E. Compensation Discussion** – Jody Brooks, referencing materials provided in the Board meeting package, led the discussion with an outline of the JEA Charter provisions which are to be included in the CEO Employment Agreement. She reaffirmed that all Charter changes would be included in the compensation offer of employment. Chair Baker then reviewed the current CEO salary and bonus compensation structure. Next, Angie Hiers, Interim Human Resources Officer, provided additional information on CEO compensation and salary ranges which had been gathered from outside sources and verified by our internal compensation department. There were no questions at this time. Chair Baker then asked the Board to consider a salary range for the CEO to which Carl Mycoff, CEO Search Consultant, provided feedback on CEO compensation trends in the marketplace. Questions were asked and answered and a general discussion ensued. Hearing no additional comments, Chair Baker asked the Board for a motion to put forth a salary range and total compensation package for Mr. Stowe.

Upon *motion* by Bobby Stein and seconded by Dr. Leon Haley, the motion put forth before the Board was approved unanimously.

Lastly, Mr. Mycoff offered comments on how to negotiate the CEO compensation package to which a brief discussion ensued.

- F. Employment Agreement** – Chair Baker, citing the Agreement included in the Board meeting package, asked the Board for their comments. Hearing no comments, Chair Baker asked the Board for a motion to approve the general form of the Contract.

Upon *motion* by Bobby Stein and seconded by Marty Lanahan, the motion put forth before the Board was approved unanimously.

Lastly, Chair Baker offered appreciative remarks to the Board and Carl Mycoff for their efforts and support throughout the CEO search process.

Agenda Item III – Closing Considerations

- A. Announcements** – Next Board Meeting November 17, 2020
- B. Adjournment**

With no further business claiming the attention of the Board, Chair John Baker adjourned the meeting at 7:02 p.m.

APPROVED BY:

SECRETARY

DATE: _____

Board Meeting recorded by:

DeLisa A. Johnigarn, Executive Assistant