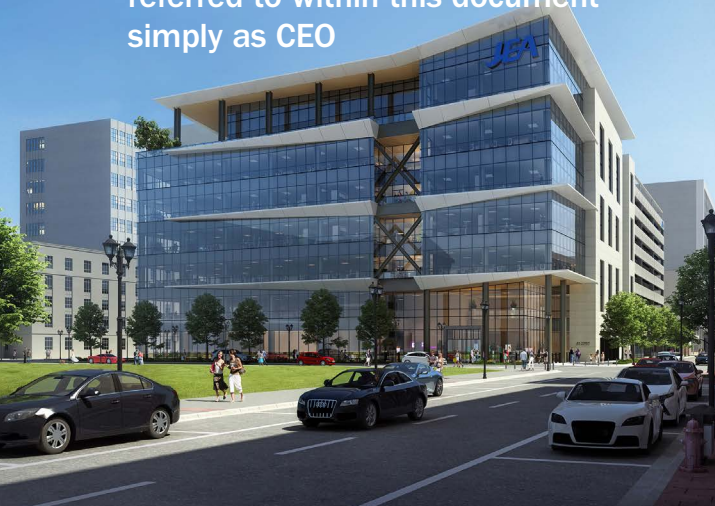


ROLES OF THE JEA BOARD OF DIRECTORS

- Set JEA's mission, vision, core values, and strategic areas of focus
- Engage in strategic planning
- Approve and monitor JEA's programs and services
- Protect JEA's assets and provide proper financial oversight
- Ensure sound risk management policies
- Select and support the Managing Director/Chief Executive Officer, referred to within this document simply as CEO



RESPONSIBILITIES OF THE JEA BOARD OF DIRECTORS

- Board members are required to comply with applicable provisions of Chapter 112 of Florida Statutes, Chapter 602 Jacksonville Code of Ordinances, and Article 21. [\(Chapter 112 of Florida Statutes\)](#)
[\(Chapter 602 Jacksonville Code of Ordinances\)](#)
[\(Article 21\)](#)
- The Board shall govern in accordance with legal requirements, with an emphasis on (a) outward vision rather than internal focus, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and CEO roles, (e) collective rather than individual decisions, (f) future more so than past or present, and (g) proactivity rather than reactivity.
- In conducting its duties as a Board in Florida, the Board shall comply with the Open Government Laws, including requirements regarding public meetings and public records. [Board Governance & Sunshine Law](#)
- The Board shall conduct an annual JEA Board self-assessment.
- The Board shall conduct an annual CEO evaluation.
- The Board will instruct the CEO through written policies that describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.
- Board members will respect their fiduciary responsibilities to protect and enhance the value of JEA as a citizen-owned enterprise with due diligence using sound business judgment consistent with JEA's Charter.
- New Board members will coordinate with the Board Services Manager to receive Board member orientation including the required ethics brief by the city's Office of Ethics, Compliance, and Oversight.



JEA Board Policy Manual

Approved by the JEA Board of Directors on August 10, 2022

Governance Process and Style—The leadership success of the Board is a direct result of the individual and collegial participation of its members. The Board will cultivate a sense of group responsibility and will be a proactive Board versus a reactive Board. The Board, not the staff, will be responsible for excellence in governing.

The Board will govern in accordance with legal requirements, with an emphasis on (a) outward vision rather than internal focus, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and Chief Executive Officer roles, (e) collective rather than individual decisions, (f) future more so than past or present, and (g) proactivity rather than reactivity.

Board Self-Assessment—The Board will conduct a self-assessment on an annual basis.

Agenda Planning—The agenda along with supporting documentation will be made available to Board members such that Board members have sufficient time to review agenda materials prior to the meeting. Every effort shall be made to provide the agenda and supporting documentation to Board members at least seven days prior to Board and committee meetings.

BOARD MEMBER'S CODE OF CONDUCT AND RULES OF ORDER

Board meetings will be conducted in an orderly and fair process consistent with the requirements of Florida Law, Ordinances of the City of Jacksonville, the Charter, the JEA By-Laws, and this governance policy. Meetings will be led by the Chair, in the absence of the Chair, the Vice Chair, or, in the absence of both, by the Chair's designee.

When further rules of order are to be developed by the Board, the Board will consider the Standard Code of Parliamentary Procedure, Robert's Rules of Order, as a resource guide. The Chief Legal Officer may serve the Board as a resource on Parliamentary Procedure.

Members are expected to represent the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.

Members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the Board.

Members' interaction with the public, media, or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions. Except as otherwise expressly authorized by the Board, only the Board Chair, or, in the unavailability of the Board Chair, the Board Vice-Chair, will have the authority to speak on behalf of the Board.

Members are expected to support the legitimacy and authority of the final determination of the Board on any matter, without regard to the member's personal position on the issue.

BOARD-MANAGEMENT DELEGATION

The Board's sole official connection to the operational organization, its achievements, and conduct will be through the Managing Director/CEO and the CEO's authorized designees. The CEO is accountable only to the Board as an organization, and not to individual Board members. Accordingly, the relationship between the CEO and individual members of the Board, including the Chair, is collegial, not hierarchical.

Unity of Control—Only officially passed motions of the Board are binding on the CEO. Decisions or instructions of individual Board members, officers, or committees are not binding on the CEO. In the case of Board members or committees requesting information or assistance without Board authorization, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds, or are disruptive. The CEO shall promptly inform the Board if requests from Board members or committees are refused.

Delegation to the CEO—The Board will instruct the CEO through written policies that describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

Accountability of the CEO—The CEO is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the CEO. The Board as a body and individual Board members will never give instructions to persons who report directly or indirectly to the CEO.

Should the CEO violate a Board policy, he or she shall promptly inform the Board. Informing is simply to guarantee no violation may be intentionally kept from the Board, not to request approval. Board response, either approving or disapproving, does not exempt the CEO from subsequent Board judgment of the action nor does it curtail any executive decision.

CEO Evaluation—Board evaluation of the CEO will be done annually and based on criteria set by the Board. Utilizing feedback received from the Board, the Board Chair will meet with the CEO to provide a formal review. The Board Chair will provide a report to the Board at a publicly noticed Board meeting.



BOARD EDUCATION AND DEVELOPMENT

Board Members shall have the opportunity to attend appropriate education and development training, conferences, and meetings as it relates to their service as a JEA Board member and receive reimbursement in accordance with JEA's Travel Expense and Guidelines.



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