

JEA BOARD MINUTES
October 27, 2020

The JEA Board met in regular session on Tuesday, October 27, 2020, at the Main Library, 303 North Laura Street, Jacksonville, Florida, and via WebEx. Pursuant to City of Jacksonville Emergency Proclamation, attendees were required to wear masks, CDC guidelines and social distancing was required at the physical location, and the meeting was also accessible via WebEx. In attendance physically were John Baker, Dr. Leon Haley, Marty Lanahan, Bobby Stein, Tom VanOsdol, and General Joseph DiSalvo. Also in attendance was Paul McElroy and Jody Brooks, Office of General Counsel. Dr. Zachary Faison participated in the meeting via WebEx.

Agenda Item I – Welcome

- A. Chair John Baker **called the meeting to order** at 8:30 am.
- B. **Time of Reflection** was observed by all in attendance.
- C. **Introductions** – All board members were in attendance for the meeting, and there were no introductions.
- D. **Adoption of Agenda** – On *motion* by Marty Lanahan and seconded by Tom VanOsdol, the agenda was approved unanimously.
- E. **Safety Briefing** – Paul McElroy, Interim Managing Director/CEO, adhering to the meeting location, gave the Safety Briefing.
- F. **Sunshine Law/Public Records Statement** – Jody Brooks, Office of General Counsel (OGC), reaffirmed this Board Meeting is being held in compliance with Florida's Government in the Sunshine Law §286.011 which complete statement can be found in Section I.F. of the board meeting packet. Ms. Brooks confirmed that a quorum of the board members were present on-site for the meeting.

Agenda Item II – Comments / Presentations

- A. **Council Liaison's Comments** – Jacksonville City Council Member, Randy DeFoor, informed the Board that the City Council, at its meeting, would be discussing the development of Lot J and would ensure that JEA is involved in future discussions. There were no questions or comments.
- B. **Comments from the Public** – Ms. Brooks confirmed no public comment cards. Next, Landon Todd, Manager IT Infrastructure, provided instructions for WebEx electronic public comments to which there were none.
- C. **Managing Director/CEO Report** – Mr. McElroy confirmed no report for this meeting.

Agenda Item III. Consent Agenda

- A. **Consent Agenda** – Consent Agenda items require no explanation, discussion or presentation, and are approved by one motion and vote.

On *motion* by Marty Lanahan and seconded by Dr. Leon Haley, Appendices A, G and H were approved unanimously and Appendices B through F and Appendix I were

received for information only.

Appendix A: Board Meeting Minutes September 22, 2020 – approved

Appendix B: Monthly FY20 Communications & Engagement Calendar and Plan Update – information only

Appendix C: Corporate Headquarters and HQ2 Update – information only

Appendix D: Sole Source and Emergency Procurement Report – information only

Appendix E: Monthly Financial and Operations Report – information only

Appendix F: Monthly Financial Statements – information only

Appendix G: FY2020 Operating and Capital Budget Line Item Transfers – approved

Appendix H: Approval of Resolution: FY2021 Budgetary Transfers – approved

Appendix I: Directors' and Officers' Liability Insurance – information only

Agenda Item IV. For Board Consideration

A. No items for consideration came before the Board for today's meeting.

Agenda Item V – Board and Committee Reports

A. **CEO Search Committee – CEO Interviews – Presentation Followed by Board Question and Answer Session**

1. **CEO Selection Process** – Ms. Brooks, citing materials previously given to the Board, led the discussion with a thorough overview of the CEO candidate selection and scoring process. Ms. Brooks informed the Board members that each candidate would be asked a standard set of interview questions with corresponding ratings and scoring would be tallied by her office. Ms. Brooks then outlined the Board's remaining steps to conclude the CEO search process. Next, Bobby Stein offered thoughtful and appreciative comments to JEA's employees, the Board, Committee members and Angie Hiers for their outstanding work throughout the search process. Lastly, Carl Mycoff, CEO Search Consultant, thanked the Committee and gave brief remarks on the three outstanding candidates.

2. **John Hairston** – Chief Operating Officer, Bonneville Power Administration, Portland, Oregon (October 2019 – Present)

Chair Baker, having welcomed Mr. Hairston, gave a brief overview of the process and opened the interview. Mr. Hairston responded to the initial question with a very thorough overview of his professional career while outlining in great detail his leadership skills and experience within the utility industry. Next, each Board member asked a series of questions to which Mr. Hairston provided responses.

Additional questions and comments were asked and answered. Next, Chair Baker, on behalf of the Board, rendered appreciative remarks to Mr. Hairston thanking him for his participation in the interview process. Lastly, Mr. Hairston thanked the Board for allowing him this opportunity.

There was a meeting break from 9:48 am to 9:57am.

3. Morgan O'Brien – Former CEO and President, People's Gas, Pittsburgh, Pennsylvania (February 2010 – March 2020)

Chair Baker, having welcomed Mr. O'Brien, gave a brief overview of the process and opened the interview. Mr. O'Brien responded to the initial question with a five minute synopsis of his professional career and detailed summary of his leadership experience. Next, each Board member asked a series of questions to which Mr. O'Brien provided responses. Additional questions and comments were asked and answered. Next, Chair Baker, on behalf of the Board, rendered appreciative remarks to Mr. O'Brien thanking him for his participation in the interview process. Lastly, Mr. O'Brien thanked the Board for allowing him this opportunity.

There was a meeting break from 11:00 am to 11:08 am.

4. Jay Stowe – CEO and Founder, Stowe Utility Group LLC, Chattanooga, Tennessee (August 2019 – Present)

Chair Baker, having welcomed Mr. Stowe, gave a brief overview of the process and opened the interview. Mr. Stowe responded to the initial question with a detailed five minute overview of his background and professional career. Next, each Board member asked a series of questions to which Mr. Stowe provided responses. Additional questions and comments were asked and answered. Next, Chair Baker, on behalf of the Board, concluded the interview with appreciative remarks to Mr. Stowe thanking him for his participation in the interview process. Lastly, Mr. Stowe thanked the Board for allowing him this opportunity.

There was a meeting break from 12:04 pm to 12:09 pm

5. Board Discussion – Chair Baker led the discussion by asking each Board member to provide a brief summary of their interview findings and to reconvene later to give a more detailed discussion of rankings. Each Board member then gave their assessment of the candidate's strengths. Chair Baker then asked the Board to provide Ms. Brooks with their score cards within 48 hours to which Ms. Brooks asked Carl Mycoff to provide references on each candidate. Mr. Mycoff confirmed he would provide those references to the Board. Next, Chair Baker asked the Board for a motion to allow the Board Chair, John Baker, along with Ms. Brooks and Mr. Mycoff to discuss compensation and contractual terms with the top candidate as outlined in the sample contract provided in the Board meeting package. Ms. Lanahan then outlined a motion to have Ms. Brooks and Mr. Mycoff, upon receipt of the candidates' rankings, discuss contractual terms with the top candidate and allow Chair Baker to negotiate those terms, with Ms. Brooks, separate from the Board.

On *motion* made by Marty Lanahan and seconded by Dr. Leon Haley, the motion put forth before the Board was approved unanimously.

Agenda Item VI– Other Business

- A. Old Business – None
- B. Other New Business – None
- C. Open Discussion – None
- D. Chair’s Report – None

Agenda Item VII – Closing Considerations

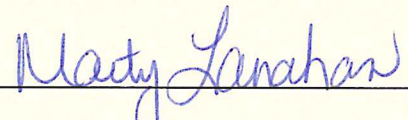
- A. Announcements – Next Board Meeting November 17, 2020
- B. Adjournment

Agenda Item VIII – Upcoming Board Agenda Items

- A. Board Policy Review
 - 1. Electric Compliance Policy
 - 2. JEA Board-Management Delegation of Authority Policy
- B. Workforce Plan
- C. Integrated Water Resource Plan (IWRP)

With no further business claiming the attention of the Board, Chair John Baker adjourned the meeting at 12:43 p.m.

APPROVED BY:



 SECRETARY
 DATE: 2/22/22

Board Meeting recorded by:

DeLisa A. Johnigarn, Executive Assistant

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On *motion* made by Marty Lanahan and seconded by Dr. Leon Haley, the motion put forth before the Board was approved unanimously.

Agenda Item VI– Other Business

- A. **Old Business** – None
- B. **Other New Business** – None
- C. **Open Discussion** – None
- D. **Chair’s Report** – None

Agenda Item VII – Closing Considerations

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

Agenda Item VIII – Upcoming Board Agenda Items

- A. **Board Policy Review**
 - 1. **Electric Compliance Policy**
 - 2. **JEA Board-Management Delegation of Authority Policy**
- B. **Workforce Plan**
- C. **Integrated Water Resource Plan (IWRP)**

With no further business claiming the attention of the Board, Chair John Baker adjourned the meeting at 12:43 p.m.

APPROVED BY:

SECRETARY

DATE: _____

Board Meeting recorded by:

DeLisa A. Johnigarn, Executive Assistant