

JEA GOVERNANCE COMMITTEE MINUTES  
July 16, 2020

The Governance Committee of JEA met on Thursday, July 16, 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 1:00 pm. Committee members Dr. Zachary Faison, Dr. Leon Haley, Marty Lanahan and Tom VanOsdol were in attendance. Also in attendance were Board Chair John Baker and board members Bobby Stein. Others in attendance were Paul McElroy, Jody Brooks and Steve Tuten.
- B. Time of Reflection was observed by all in attendance.
- C. Introductions – All committee members were present for the meeting.
- D. Adoption of Agenda – On motion by Marty Lanahan and seconded by Dr. Leon Haley, the agenda was adopted unanimously.
- E. The Safety Briefing was given by Paul McElroy.
- C. Sunshine Law/Public Records Statement – Jody Brooks, Office of General Counsel (OGC), reviewed Florida’s Government in the Sunshine Law §286.011 and affirmed this Committee Meeting was being held in compliance with that law. The complete statement can be found in Section 1.F. of the committee meeting package. Landon Todd, Manager IT Infrastructure, provided WebEx instructions.

**Agenda Item II – Comments / Presentations**

- A. Comments from the Public – N/A
- B. Council Liaison’s Comments – Jacksonville City Council Member Randy DeFoor thanked the committee members for their work and service. She also thanked JEA for the 1% increase and contribution to the City of Jacksonville.

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

- A. Draft of City Council’s Article 21/Charter – Jody Brooks, OGC, led a brief discussion of the City Council’s Article 21 Charter document which material was previously provided in the meeting package. Committee members had no questions at this time.
- B. JEA By Laws – A complete copy of the JEA By Laws was previously provided to the committee as part of their meeting package. There was no discussion at this time.
- C. Governance Committee Charter – Chair DiSalvo, referencing material provided to committee members ahead of the meeting, highlighted the responsibilities of the committee as outlined in its draft Charter. In his discussion, he reviewed the committee’s key expectations and the direction

going forward. He also addressed the timeline to finalize the Charter noting its completion would coincide with finalizing the City's Article 21 Charter. No questions were asked 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 previously distributed to the committee as part of its meeting package. There was no discussion at this time.
- E. List of Board Approved Policies – A draft table of information on each board approved policy and policy review date was previously 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 previously distributed to the committee as part of its meeting package. There was no discussion at this time.

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

- A. Review of Governance Charter (For Information Only) – Chair DiSalvo continued the Committee Charter discussion by highlighting three key responsibilities the committee should address before the conclusion of each committee meeting: 1) What are the deliverables; 2) What has been accomplished; and 3) What should be done in the next meeting. There were no questions or comments at this time.
- B. Review the Draft of Mission, Vision, Values and Goals (For Information Only) – Chair DiSalvo, reviewed the committee's Mission, Vision, Values, Goals and Objectives paper which material was provided in the meeting package. He noted this paper was not currently in the board policy manual and opened the discussion for comments and questions. A brief discussion ensued to which Committee members offered feedback and suggestive revisions.
- C. Governance and Policy Foundational Documents Discussion
  - 1. Staff Support for Review of Board Policy Manual – Chair DiSalvo led the discussion of the board policy manual review noting the manual is broken into four parts and the organization of the manual should be realigned to include a few components currently missing from the manual such as CEO evaluation criteria and board evaluation criteria. Committee members offered feedback and suggestions to which a wholesome discussion ensued. Next, Steve Tuten, Interim Chief Compliance Officer, provided committee members with an informative breakdown of how his staff, including himself and DeLisa Johnigarn, would provide administrative support to the committee to assist them with rewriting the board policy manual. Finally, Chair DiSalvo asked committee members for a recommendation on how to proceed with the board policy manual overhaul with the decision being to table the discussion in a special committee meeting in August ahead of the scheduled board meeting.

#### **Agenda Item V – Closing Considerations**

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

Lastly, Jody Brooks, OGC, informed the committee that the JEA Board has been allowed to meet with the City Attorney, in a closed Shade Meeting to take place during its July 28 board meeting, to discuss the MEAG litigation matter. There were no questions asked at this time.

With no further business coming before the Committee, Chair DiSalvo declared the meeting adjourned at 1:58 PM.

APPROVED BY:

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Joseph DiSalvo, Committee Chair

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

Submitted by:

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DeLisa A. Johnigarn  
Executive Assistant