

JEA SPECIAL BOARD OF DIRECTORS MEETING

April 15, 2024

The JEA Board met in special session at 2:00 pm on Monday, April 15, 2024, on the 1st Floor, 225 North Pearl Street, Jacksonville, Florida. The public was invited to attend this meeting in-person at the physical location and virtually via WebEx.

WELCOME

Meeting Called to Order – Board Chair General Joseph DiSalvo called the meeting to order at 2:00 pm. Board members in attendance were Vice Chair Rick Morales, Secretary Kawanza Humphrey, Marty Lanahan, John Baker and Bobby Stein. Due to technical difficulties with JEA’s virtual platform, Dr. Zachary Faison, Jr. was unable to attend the meeting.

Others in attendance were Jay Stowe, Managing Director/CEO; Sheila Pressley, Chief Customer Officer; Ted Phillips, Chief Financial Officer; Laura Schepis, Chief External Affairs Officer; David Emanuel, Chief Human Resources Officer; Raynetta Curry Marshall, Chief Operating Officer; Regina Ross, Chief Legal Officer, Office of General Counsel; Vickie Cavey; Madricka Jones, Executive Assistant to the CEO; and Melissa Dalton, Manager, Board Services.

Time of Reflection – A moment of reflection was observed by all.

Adoption of the Agenda – On *motion* by Marty Lanahan and seconded by Vice Chair Rick Morales, the agenda was approved.

Safety Briefing – Board Chair General DiSalvo provided a safety briefing.

COMMENTS / PRESENTATIONS

Comments from the Public:

In-Person Public Comments:

Mike Hightower – Spoke to the Board regarding Vickie Cavey and offered his support for her to be named the Interim Managing Director/CEO.

Valerie Gutierrez – Spoke to the Board regarding the upcoming changes and making sure there is a smooth transition with guidance and stability for the employees.

Randy Hilton – Offered his support and appreciation to Mr. Stowe. for his commitment and leadership.

Logan Cross – Spoke to the Board about the Electric Integrated Resource Plan.

Josh Melko – Spoke to the Board about the proposed Natural Gas Combined Cycle Plant.

Ronnie Burris – Spoke to the Board about his past experiences with Mr. Stowe and offered his support and appreciation for him.

John Nooney – Expressed his appreciation to Mr. Stowe and spoke to the Board about the River Accord.

WebEx Public Comments: There were no on-line public comments.

Email Public Comments: There were no emailed public comments.

Council Liaison's Comments - Council Member Michael Boylan highlighted Article 21 and the roles and responsibilities of the Board and offered his respect and appreciation for Mr. Stowe's contribution to the organization.

Chair Led Discussion - Board Chair General DiSalvo informed the Board, staff, and the public that Managing Director/CEO Jay Stowe provided verbal notice of his intent to transition and has agreed to mutually part ways effective today April 15, 2024, with a separation date of August 15, 2024. Chair General DiSalvo noted this transition is not related to misconduct or ethical transgression. He extended his appreciation to Mr. Stowe for his work on restoring focus and credibility to JEA post the 2020 scandal; his efforts on the Integrated Resource Plan; continuous improvements in rating agency metrics; navigating JEA through the difficult and complex Plant Vogtle process of becoming commercially operational; and improving JEA's debt to asset ratio. Chair DiSalvo presented Resolution 2024-19 to the Board for approval which lays out the transition and terms of the separation agreement.

On *motion* by Vice Chair Morales and seconded by Marty Lanahan, the Board unanimously approved the separation agreement and adopted Resolution 2024-19.

Managing Director / CEO Report - Jay Stowe extended his appreciation to his wife; the Board; JEA staff; and the Leadership Team. Mr. Stowe stated it has been an honor to serve the people of Northeast Florida alongside the 2,200 employees at JEA; highlighted accomplishments during his tenure; and offered words of encouragement and optimism during the transition.

Open Discussion/Concerns - Chair DiSalvo asked for a motion to appoint Ms. Cavey as the Interim Managing Director/CEO. At the request of Board member Lanahan, Chair General DiSalvo provided a review of the logic behind selecting Ms. Cavey as Interim Managing Director/CEO. Discussions were held regarding the Business Excellence Consultant role. Ms. Lanahan raised the question regarding Ms. Cavey's involvement with the evaluation committee. Ms. Ross provided a review of Board actions related to the Business Excellence Consultant process. Discussion with Board members ensued.

On *motion* by Vice Chair Morales and seconded by Mr. Stein, the Board approved Ms. Cavey as Interim Managing Director/CEO with Ms. Humphrey voting no. Discussions were held on open communication and transparency in the months to come. Ms. Lanahan extended an offer to speak with staff.

Ms. Cavey shared her work history and laid out her plans for the immediate future to include listening and learning tours; evaluating the Work From Where You Work Best Policy; the recent reorganization of the company; and small hybrid events.

Ms. Dalton read a statement from Dr. Zachary Faison, Jr. as he was unable to connect to the meeting virtually due to technical challenges with the virtual platform.

Chair General DiSalvo presented JEA's Board committees and the new members:

Executive Committee
Bobby Stein
General Joseph DiSalvo
Rick Morales
Kawanza Humphrey

Finance, Governance, and Audit Committee
Bobby Stein
Kawanza Humphrey
Marty Lanahan

Ms. Marshall provided a review of background information and the need for a Capital Projects Committee.


Capital Projects Committee
John Baker
Dr. Zachary Faison, Jr.
Rick Morales

Board members held discussions regarding a Governance committee. Board members requested governance remain under the Finance, Governance, and Audit Committee and requested Ms. Lanahan to focus on governance.

Ms. Ross requested a consensus from the Board to begin drafting a temporary employment agreement stating a vote was not needed; Board consensus was received.

Adjournment - With no further business coming before the Board, Chair General DiSalvo declared the meeting adjourned at 3:11 pm.

APPROVED BY:


Kawanza Humphrey, Secretary
Date: 5/21/2024

Board Meeting Recorded by:


Allison S Hickok
Executive Staff Assistant

