

JEA GOVERNANCE COMMITTEE MINUTES
October 15, 2020

The Governance Committee of JEA met on Thursday, October 15, 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 10:00 am. Committee members Dr. Zachary Faison, Dr. Leon Haley and Thomas VanOsdol were in attendance. Board Chair John Baker was also in attendance for the meeting. Others in attendance were: Paul McElroy, Interim Managing Director/CEO; Jody Brooks, Chief Legal Counsel; and Steve Tuten, Interim Chief Compliance Officer.
- B. Adoption of Agenda – On *motion* by Thomas VanOsdol and seconded by Dr. Leon Haley, the agenda was approved.
- C. Approval of Minutes – On *motion* by Thomas VanOsdol and seconded by Dr. Leon Haley, the Committee’s Minutes of its September 15, 2020 meeting were approved.

Agenda Item II – Governance and Policy Foundational Documents

- A. Draft Article 21 JEA Charter – A copy of the most recent draft Article 21 JEA Charter was included in the Committee meeting package for information purposes only. There was no discussion at this time.
- B. JEA By-Laws – A copy of the JEA By-Laws document was included in the Committee meeting package for informational purposes only. There was no discussion at this time.
- C. Governance Committee Charter – A copy of the Governance Committee Charter was included in the Committee meeting package for informational purposes only. There was no discussion 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 included in the Committee meeting package for informational purposes only. There was no discussion at this time.
- E. Board Policies and Ordinances – An updated draft table of information for each Board-approved policy and policy review date was included in the Committee meeting package for informational purposes only. 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, approved by the JEA Board on March 3, 2015, was included in the Committee meeting package for informational purposes only. There was no discussion at this time.
- G. JEA Board Policy Manual (Feb 2010) – A copy of the Board Policy Manual, approved by the JEA Board on February 16, 2010, was included in the Committee meeting package for informational purposes only. There was no discussion at this time.

- H. JEA Board Policy Manual (Clean) – An updated clean draft of the Board Policy Manual was provided in the Committee meeting package for information purposes only. A full discussion of the manual policies was reserved for later in the meeting.
- I. JEA Board Policy Manual (Redlined) – An updated redlined draft of the Board Policy Manual was provided in the Committee meeting package for information purposes only. A full discussion of the manual policies was reserved for later in the meeting.
- J. JEA Board Policy Manual (Summary of Committee and Staff Edits) – An updated copy of the Committee and Staff Edits Table was included in the Committee meeting package for information purposes only. There was no discussion at this time.

Agenda Item III – For Committee Consideration

A. JEA Board Policy Manual

- 1. Go Final on Policy Category 2.0: Board Management Delegation – Chair DiSalvo, citing Committee meeting materials, provided brief comments and edits to the Board Policy Manual – Policy Category 2.0: Board-Management Delegation. Hearing no questions or feedback on this matter, Mr. DiSalvo asked the Committee for a motion to present, to the full Board, Policy Category II: Board-Management Delegation for review and approval.

On *motion* made by Dr. Leon Haley and seconded by Dr. Zachary Faison, the motion put forth before the Committee was approved unanimously.

- 2. Go Final on JEA By-Laws – Chair DiSalvo, referencing Committee meeting materials, reviewed final edits to the Board Policy Manual – Policy 1.0 By-Laws of JEA. Hearing no questions or comments on this matter, Mr. DiSalvo asked the Committee for a motion to present, to the full Board, Policy 1.0 By-Laws of JEA for review and approval.

On *motion* made by Thomas VanOsdol seconded by Dr. Leon Haley, the motion put forth before the Committee was approved unanimously.

- 3. Go Final on JEA Board Evaluation Criteria Survey – Chair DiSalvo, referencing Committee meeting materials, reviewed the seven additional items incorporated into the JEA Board Evaluation Criteria Survey, and which items were discussed by the Committee at its September 15th meeting. Hearing no questions or feedback on this matter, Mr. DiSalvo asked the Committee for a motion to approve the JEA Board Evaluation Criteria Survey as presented.

On *motion* made by Dr. Zachary Faison seconded by Dr. Leon Haley, the motion put forth before the Committee was approved unanimously.

- 4. Review Initial Edits/Comments on Policy Category 1.0: Governance Process (Minus JEA By-Laws) – Referencing materials in the Committee meeting package, Chair DiSalvo led a discussion of the Board Policy Manual – Policy Category 1.0: Governance Process. Mr. DiSalvo provided a thorough overview of initial edits and comments for each policy section. There were additional comments and feedback, from Committee members, Ms. Brooks, Mr. McElroy

and Mr. Baker, after which a fulsome discussion ensued. Hearing no additional comments, Mr. DiSalvo informed the Committee that all suggested revisions would be incorporated into the final version.

- 5. Review Initial Edits/Comments on Policy Category 4.0: Measures of Effectiveness (MOEs) – Referencing materials in the Committee meeting package, Chair DiSalvo led the discussion on the Board Policy Manual – Policy Category 4.0: MOEs. Mr. DiSalvo reviewed edits and comments to each section, to which board members and management provided feedback. Next, Mr. Tuten informed the Committee that additional MOEs would be ready for review at the November Governance Committee meeting. Lastly, Mr. Baker commented on adding an Economic Development Policy to the Board Policy Manual, and a brief discussion ensued.

Agenda Item IV – Closing Considerations

A. Announcements – Next Board Meeting: October 27, 2020

With no further business coming before the Committee, the Chair declared the meeting adjourned at 10:40 AM.

APPROVED BY:

Joseph DiSalvo, Committee Chair

Date: _____

Submitted by:

DeLisa A. Johnigarn
Executive Assistant