

**JEA BOARD MINUTES
December 15, 2020**

The JEA Board met in regular session on Tuesday, December 15, 2020, on the 19th Floor, 21 W. Church Street, Jacksonville, Florida. Pursuant to City of Jacksonville Emergency Proclamation, attendees were required to wear masks, CDC guidelines and social distancing were required at the physical location, and the meeting was also accessible via WebEx. In attendance physically were John Baker, Joseph DiSalvo, Dr. Leon Haley, and Tom VanOsdol. Also in attendance was Jody Brooks, Office of General Counsel. Dr. Zachary Faison, Marty Lanahan, Bobby Stein and Jay Stowe participated in the meeting via WebEx.

Agenda Item I – Welcome

- A. Chair John Baker **called the meeting to order** at 9:00 am.
- B. **Time of Reflection** was observed by all.
- C. **Introductions** – Chair Baker recognizing there were no introductions to be made proceeded with the business of the meeting.
- D. **Adoption of Agenda** – On *motion* by Marty Lanahan and seconded by Tom VanOsdol, the agenda was approved unanimously.
- E. **Safety Briefing** – Jay Stowe, Managing Director/CEO, provided a virtual safety briefing via WebEx stating that the Staff at JEA take safety seriously. Mr. Stowe also stated to keep safety at the forefront, starting next month an employee will provide a safety moment update in addition to the normal safety briefings. Jody Brooks provided a safety briefing for those attending the meeting in person.
- F. **Sunshine Law/Public Records Statement** – Jody Brooks, Office of General Counsel (OGC), reaffirmed this Board Meeting is being held in compliance JEA’s By-Laws and with Florida’s Government in the Sunshine Law §286.011 which complete statement can be found in Section 1F. She confirmed the meeting was duly noticed, and there was a quorum of Board members present in the room, and minutes would be taken and published.

Agenda Item II – Comments / Presentations

- A. **Council Liaison’s Comments** – Jacksonville City Council Member, Randy DeFoor, started by thanking Chair Baker for introducing Jay Stowe to the City Council. CM DeFoor stated there were several JEA matters addressed by the Council. 1) City Council approved a Resolution honoring Paul McElroy’s service, 2) the new JEA code changes in Article 21/Charter passed unanimously and 3) the SIC Committee had their last meeting and will be provided a report at a later date.
- B. **Comments from the Public** –
 - **Valerie Gutierrez** - Ms. Gutierrez thanked the Board for their work and stated the Board made great choices with Jay Stowe and Paul McElroy and getting JEA on back the right track. Ms. Gutierrez also thanked Paul

McElroy

for agreeing to come back and she looks forward to working with Jay Stowe. Ms. Gutierrez closed her comment by asking that the employees who still have to come in to work are acknowledged and thanked CM DeFoor for her work.

- **Landon Todd, Mgr IT Infrastructure** provided instructions on how to provide public comments virtually. There were no public comments provided virtually or via email.

- C. Employee Recognition** – Chair Baker honored Paul McElroy with a Resolution and an award of distinction for his service to JEA. Board members offered appreciative comments to Mr. McElroy. Mr. McElroy provided a few words of appreciation to the Board, management team, employees, community and CM DeFoor.

On *motion* by Joseph DiSalvo and seconded by Leon Haley, the Resolution honoring Paul McElroy was approved unanimously.

- E. Managing Director/CEO** – Jay Stowe opened his report with appreciative comments to Paul McElroy and reflections on his first 15 days at JEA. Mr. Stowe stated the three key areas Staff will focus on are 1) COVID impact to staff and community, 2) establishing a long term Senior Leadership Team, and 3) water/wastewater capital plan. Mr. Stowe also stated Staff will continue to focus on the three strategic areas of focus.

Mr. Stowe closed his report by stating that it is an honor to be at JEA, he is looking forward to working with Staff and the Board and JEA is not for sale.

Agenda Item III. Consent Agenda

- A. Consent Agenda** – The Consent Agenda consists of agenda items that require Board approval but are routine in nature, or have been discussed in previous public meetings of the Board. The Consent Agenda items require no explanation, discussion or presentation, and are approved by one motion and vote.

On *motion* by Tom VanOsdol and seconded by Marty Lanahan, Appendix A was approved unanimously and Appendices B through D were received for information only.

Appendix A: Board Meeting Minutes of November 17, 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: Monthly Financial Statements – information only

Agenda Item IV. For Board Consideration

- A. Financial Report; Operations Report: Water/Wastewater** – Brian Roche, Interim Chief Financial Officer, referencing materials provided to Board, provided an

overview of the monthly financial report focusing on safety, electric and water/wastewater sales, financial forecast for electric and water/wastewater, key financial metrics, and outstanding debt. Hai Vu, Interim Water/Wastewater resumed the presentation presenting the FY21 water/wastewater scorecard and system update.

This presentation was received for information only.

B. Board Policy Review –

- 1. Electric Compliance Policy -** Steve Tuten, Interim Chief Compliance Officer, discussed the significant updates to the Electric Compliance Policy, which was provided to the Board in advance for review. Mr. Tuten concluded his discussion by requesting the Board approve the updated policy.

On *motion* by Joseph DiSalvo and second by Leon Haley, the updated policy was approved unanimously.

- 2. JEA Charter/Article 21 -** Mr. Tuten stated the City Council approved the JEA Charter/Article 21. Mr. Tuten stated that he would not speak to the redlined document included in the Board material since the final version has already been signed and approved.

This presentation was received for information only.

- ## **C. Customer Engagement and Educational Campaign –** Sheila Pressley, Interim Chief Customer Officer began the presentation by providing an early summary of the most recent J.D. Power Report. Citing material provided to the Board in advance, Ms. Pressley discussed the 2021 campaign desired outcomes and goals, situational realities, campaign messaging objectives, customer careabouts, creative campaigns (*At Home with JEA*), multimedia campaign approach, microsites, and the campaign timeline and measurements. Ms. Pressley concluded her presentation by showing a 30 second campaign video that will air around January 2021.

This presentation was received for information only.

Agenda Item V – Board and Committee Reports

- ### **A. Finance and Audit Committee –** Committee Chair Marty Lanahan, citing materials contained in the board meeting package, presented the Finance and Audit Committee report which included highlights and actions from the Committee's December 11, 2020 meeting. Ms. Lanahan stated Committee meetings will occur every other month instead of quarterly.

Hearing no comments from board members, Ms. Lanahan provided an overview of the presentations received for information only and asked the Board for motions to approve the Committee's action items as presented at its December 11, 2020 meeting. The agenda items that require action are as follows:

V. A. 1. Adoption of Agenda – *Motion* Joseph DiSalvo, second by Tom VanOsdol

V. A. 2. Approval of Minutes – *Motion* by Joseph DiSalvo, second by Leon Haley, approved unanimously

V. A. 7. JEA Code of Conduct and Code of Ethics – **Motion** by Joseph DiSalvo, second by Tom VanOsdol, approved unanimously

V. A. 8. Enterprise Risk Management and Compliance Policy – **Motion** by Joseph DiSalvo, second by Leon Haley, approved unanimously

V. A. 11. b. Bond Refunding Delegation – **Motion** by Joseph DiSalvo, second by Tom VanOsdol, approved unanimously

Ms. Lanahan concluded the report by extending an invitation to all Board members to join future Committee meetings and rate conversations.

Agenda Item VI– Other Business

A. Old Business – None

B. Other New Business – None

C. Open Discussion – Ms. Lanahan recommended the Board discuss Board member tenures and it would be important to deploy the new composition of the Board, also convene a Nominating Committee, and start thinking about the Board retreat agenda. Chair Baker stated the Board will have a Nominating Committee soon and discuss tenures. Chair Baker also stated that he would like to discuss city growth, and economic opportunities at the Board Retreat. General DiSalvo stated the March Board Retreat is tentatively scheduled for March 29, 2021 and the Governance Committee will be drafting an agenda and it will be an interactive meeting.

Jody Brooks, stated that no later than January 2021 Nominating Committee members should be named and a Nominating Committee Meeting should take place between January – March 2021. All guidelines are outlined in the Board Manual.

D. Chair’s Report – None

Agenda Item III – Closing Considerations

A. Announcements – Next Board Meeting January 28, 2021

B. Adjournment

With no further business claiming the attention of the Board, Chair John Baker adjourned the meeting at 10:21 a.m.

APPROVED BY:

SECRETARY
DATE: _____

Board Meeting recorded by:

Madricka Jones, Executive Staff Assistant