

JEA GOVERNANCE COMMITTEE MINUTES  
November 10, 2020

The Governance Committee of the JEA Board met on Tuesday, November 10, 2020 on the 19<sup>th</sup> Floor, 21. W. Church Street, Jacksonville, Florida. Pursuant to the City of Jacksonville Emergency Proclamation, attendees at the physical location were required to wear masks and maintain social distancing, in accordance with CDC guidelines, and the meeting was also accessible via WebEx.

**Agenda Item I – Welcome**

- A. Call to Order – Committee Chair Joseph DiSalvo called the meeting to order at 11:00 am. Committee members present for the meeting were Tom VanOsdol and Dr. Zachary Faison. Others in attendance were: John Baker, Paul McElroy, Interim Managing Director/CEO; Jody Brooks, Chief Legal Counsel; and Steve Tuten, Interim Chief Compliance Officer. A quorum of board members was present onsite for the meeting.
- B. Adoption of Agenda – On *motion* by Tom VanOsdol and seconded by John Baker, the agenda was approved.
- C. Approval of Minutes – On *motion* by Tom VanOsdol and seconded by John Baker, the Committee’s Minutes of its October 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 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 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. A discussion of the edits was reserved for later in the meeting.

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

#### A. JEA Board Policy Manual

1. Go Final on Policy Category I: Governance Process – Chair DiSalvo, citing Committee meeting materials, reviewed comments and edits to the Board Policy Manual – Policy Category I: Governance Process. Committee members provided additional feedback to which a fulsome discussion ensued on Policy Category 1.8 *Board Member’s Code of Conduct*. Hearing no further comments on this matter, Mr. DiSalvo asked the Committee for a motion to present Board Policy Manual Category I for final review and approval to the full Board at its next meeting.

On *motion* made by Dr. Zachary Faison and seconded by Tom VanOsdol, the motion put forth before the Committee was approved.

2. Go Final on Policy Category IV: Measures of Effectiveness (MOEs) – Chair DiSalvo, citing Committee meeting materials, reviewed final edits to the Board Policy Manual – Policy IV: Measures of Effectiveness (MOEs). There were a few comments and a brief discussion ensued. Hearing no additional feedback on this matter, Mr. DiSalvo asked the Committee for a motion to present Board Policy Manual Category IV for final review and approval to the full Board at its next meeting.

On *motion* made by Thomas VanOsdol seconded by John Baker, the motion put forth before the Committee was approved.

#### B. Discussion: Board Policy Manual Action Items for November Board Meeting

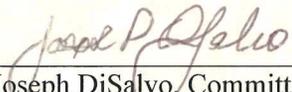
Chair DiSalvo outlined the following Board Policy Manual action items to come before the full Board at its next meeting on November 17, 2020. Those items include: Board Policy Manual Categories I, II, IV and Appendix A3. Committee members were in agreement and had no additional feedback at this time.

### **Agenda Item IV – Closing Considerations**

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

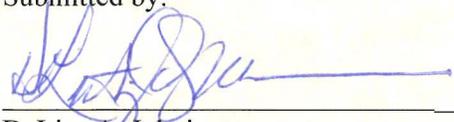
With no further business coming before the Committee, Chair DiSalvo declared the meeting adjourned at 11:19 AM.

APPROVED BY:

  
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Joseph DiSalvo, Committee Chair

Date: 06 MAY 2021

Submitted by:

  
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DeLisa A. Johnigarn  
Executive Assistant