



MINUTES

Special Board of Directors Meeting JAA Administration Building 3rd FL Ed Austin Board Room January 14, 2016/1:30p

Chairman of the Board Ray Alfred called the January 14, 2016 Special Board of Directors meeting to order at 1:30p. The following board members were present at the call to order:

Mr. Ray Alfred, Chairman
Mr. Patrick Kilbane, Vice Chairman
Mrs. Terri Davlantes, Secretary
Mr. Frank Mackesy, Member
Mr. Jay Demetree, Member
(Members Mrs. Giselle Carson and Mr. Russ Thomas were absent)

Also present at the order call were:
Mrs. Debra Braga, Chief Legal Officer
Mrs. Melissa Marcha'-Lee, Sr. Executive Assistant/Recording Secretary
A listing of all attendees is on file in the office of the Recording Secretary

Welcome, Pledge

Chairman Alfred welcomed everyone to the meeting and advised that a quorum was in place, he then called upon Mrs. Davlantes to lead the group in reciting the Pledge of Allegiance.

Public Comment

Chairman Alfred asked if there was any public comment - hearing none and not having received any completed public comment cards from the Recording Secretary, he moved to the next agenda item.

CEO Performance Review

Chairman Alfred advised that the meeting was for the purpose of conducting the performance review of Mr. Steve Grossman, CEO, and called upon Mr. Mackesy as the immediate past chair, to lead the review process for the year during which Mr. Mackesy was chair. Mr. Mackesy advised that while Mr. Demetree is in attendance and will participate in the salary increase percentage discussion, neither Mr. Demetree (nor Mr. Thomas) participated in the written review rating process (as they were not on the board during the year being reviewed) and therefore, Mr. Demetree will not participate in this verbal review discussion.

Mr. Mackesy recapped the CEO goals that had been established and the process he is using to complete the review, then revealed his ratings/scores as well as those for the other four board members who participated in the written review process (Mrs. Carson was not in attendance but she completed a written review rating form). Discussion ensued regarding Mr. Grossman's



performance - all the board members in attendance agreeing that he performed admirably during the review period and of a possible 20 rating points, Mr. Grossman received an overall rating of 18 points.

Mr. Mackesy then began the discussion of a salary increase percentage and new salary amount. Upon motion duly made by Mr. Kilbane for a 5% increase, and seconded by Mr. Demetree, there was no discussion and Mr. Kilbane withdrew the motion. Upon revised motion duly made by Mr. Kilbane for a 3% salary increase, and seconded by Mrs. Davlantes, discussion ensued as to the increase and new salary amount, and upon unanimous vote of all five board members in attendance, Mr. Grossman was awarded a 3% salary increase, retroactive to his October 1st contract date, of 2015 for this purpose, (a copy of the board's rating form is attached to and made a part of these minutes), resulting in a new salary which shall be \$315,141.00.

Also, regarding the CEO review form Mr. Mackesy commented that the current form being used is not the best to capture and formalize a review such as this and asked Mrs. Marcha'-Lee how the current form came to be used, to which she replied that the style is a match of what is currently used for all JAA employees (the rating categories of baseline, competent and mastery and the points under those categories) and the CEO established goals were listed as the rating basis. The board advised that it would like to see a different format for future CEO performance reviews, and further suggested that human resources consider a change in the employee review format.

Mr. Kilbane then shared his feeling that if the board is going to be charged with rating the CEO on meeting his/her goals, then the board should be involved in the setting of those goals. Mr. Alfred advised that Mr. Grossman had shared previously that there is no process in place for goal setting - he prepares the goals, discusses them with the current chair and then they are put in place. Discussion ensued and the board members present agreed that future goal setting should be done at the board level, Chairman Alfred will advise Mr. Grossman to begin a draft of the fiscal year 2016-17 goals for discussion with the board.

Further on goal setting, Mr. Demetree suggested that it be timed differently to coincide with the fiscal year and Chairman Alfred advised that along with the actual goal setting, the time at which it is done will all be discussed and determined.

At this point, the board decided that a separate workshop should be conducted for the purpose of a strategic discussion surrounding all points that have been raised during this review process.

Chairman Alfred then directed Mr. Mackesy to carry through his lead of the performance review discussion and share the review with Mr. Grossman; Mr. Mackesy asked Mrs. Marcha'-Lee to invite Mr. Grossman join the meeting. Mr. Steve Grossman, CEO, joined the meeting at this point.



Mr. Mackesy advised Mr. Grossman that the board scored him very highly on his performance, stating that efforts at Cecil Airport and the Spaceport, JAA's financial stability, and economic enhancement activities were all exceptional.

Further, Mr. Mackesy advised Mr. Grossman that upon duly motion made and seconded, the board voted to give him a 3% salary increase, retroactive to his October 1st contract date (2015 for this purpose), and that his new salary will be \$315,141.00. Mr. Grossman thanked the board very much for his review and their on-going support of him and the staff, and advised that the JAA staff is exceptional and it is a pleasure for him to lead this group of talented individuals.

Lastly, Mr. Mackesy advised Mr. Grossman that the board would like to see a different form used for future CEO performance reviews, and while the board realizes that for consistency, it was culled from the current form used for all employees, the board suggests that JAA look at a complete revision of the all-employee form. Mr. Grossman advised he will certainly get with the Chief Administrative Officer for a discussion of the review form across the board, and specifically relating to the CEO.

Chairman Alfred thanked Mr. Mackesy for taking the lead on the CEO performance review. He then advised Mr. Grossman of the discussion surrounding the goals, specifically the board's desire that it be included in the setting of the goals, and that the timing of the goals be restructured and further, that the board would like to have a workshop in the very near future to begin these discussions. Mr. Grossman reiterated that currently there is no goal setting process and he is in total agreement that a process should be established and followed. Chairman Alfred asked Mrs. Marcha'-Lee to begin sourcing the board members for workshop dates and that it be held prior to the Feb. 22, 2016 board meeting.

Adjournment

Chairman Alfred thanked all board members in attendance, advising it was a very deliberate and healthy discussion of not only the meeting purpose, which was a review of the CEO performance, but also processes that will serve JAA well in the future. There being no further business to come before the Board of Directors, Chairman Alfred adjourned the meeting at 3:15p.