



MINUTES

CEO Evaluation Committee Meeting JAA Administration Bldg. 3rd Floor Ed Austin Board Room July 13, 2022/9:00am

Committee Chair Jay Demetree called the July 13, 2022 CEO Evaluation Committee meeting to order at 9:00am. The following committee members were in attendance at the call to order:

Mr. Jay Demetree, Chair
Mrs. Michelle Barnett, Member
Mr. Fernando Acosta-Rua, Member

Also in attendance at the order call were:

Mr. Devin Reed, Chief Compliance Officer
Mr. Michael May, Vice President Human Resources
Mrs. Melissa Marcha-Lee, Sr. Executive Assistant/Recording Secretary

A listing of all attendees is on file in the office of the Recording Secretary

Committee Chair Demetree welcomed everyone to the meeting.

Committee Chair Demetree called for any public comment, hearing none he moved to the next agenda item.

Committee Chair Demetree advised that this is a new committee, recently formed by Chair of the Board Alfred for the purpose of evaluating the Chief Executive Officer on an annual basis. He then called upon Mr. Reed to detail the process.

Mr. Reed explained that the committee will meet three times each year – the first to review the By-laws pertaining to evaluating the CEO and to hear the fiscal year goals; second, to do a check with the CEO on the attainment of the goals; and third, to perform the evaluation. As the FY2022 committee was just recently formed the three steps will be compressed this year, but going forward the first step will take place near the beginning of the new fiscal year, the second will happen in April-May and the third will be in September.

The committee inquired about the CEO's contract and Mr. May advised it expires in 2023, the committee advised it would like a renewal to be discussed well before that time - Mrs. Barnett asked Mrs. Marcha-Lee to send her a copy of the current CEO contract. Mr. Reed distributed to members of the committee copies of the CEO contract for JTA and JPA, as well as a benefits comparison sheet showing JAA, JTA and JPA, for their information. Extensive discussion ensued as to how the contract will look, with all the committee members commenting that they would like to have input from CEO VanLoh – Committee Chair Demetree asked Mrs. Barnett to meet with Mr. VanLoh to begin that discussion.



The committee members then discussed the FY2022 CEO evaluation process. Committee Chair Demetree asked Messrs. Reed and May if employees have ever been asked about the performance of the CEO – they both answered to their knowledge, no. The committee advised they would like to talk to some employees and asked Mrs. Marcha-Lee to provide a list of names/titles/phone numbers of mid- to upper-management and requested that she send an email to that group advising that they may receive a call from a committee member and to please engage in a conversation with them and answer any questions asked.

Mrs. Barnett asked if JAA does exit interviews and if they are reviewed - Mr. May answered yes to both questions. Mrs. Barnett also advised that she would like to see information such as the number of employees, number of passengers, number of cars parked, number of flights per day, COJ population count, and GA revenue. CCO Reed advised that he would like to have Chief Operating Officer Tony Cugno attend the next meeting to provide the requested information, to which the committee agreed.

The committee next discussed a document from the CEO summarizing current status of his goals and objectives as were discussed at the January 2022 board meeting. Mr. Acosta-Rua advised that for future goal-setting, he would like to see them be more objective and aspirational. After brief discussion, Committee Chair Demetree asked that CEO VanLoh attend to discuss the status of his goals in more detail.

The committee then discussed dates in August for the next meeting.

There being no further business to come before the committee, Chair Demetree adjourned the meeting at 10:15am.