



Fort Monroe Authority Board of Trustees
CEO Search Committee
April 30, 2024

Hampton City Hall, Lawson Conference Room, 8th Floor
22 Lincoln Street, Hampton, VA 23669
12:00 PM – 2:15 PM

PUBLIC MEETING: PLEASE POST

Call to Order

12:00 PM

- 1. Opening Comments John Reynolds, Chairman
- 2. Roll Call Carmen Borja, Assistant Secretary
- 3. Requirement for CEO Search Committee to adopt policies

John Reynolds, Chairman

ACTION ITEM: Adoption of All-Virtual Meeting Policy and Remote Participation Policy

- 4. Notice of Chair approval of request for remote participation

John Reynolds, Chairman

ACTION ITEM: Committee approval of request for remote participation

Approval of the Minutes

- 5. Minutes from April 18, 2024 Meeting John Reynolds, Chairman

ACTION ITEM: Approve the April 18, 2024 CEO Search Committee Minutes

- 6. General Public Comment

Old Business

- 7. FMA CEO Search
 - Update and discussion on Board feedback on CEO Position Description

John Reynolds, Chairman

- Update and discussion on Board and Staff survey responses

Season Roberts

Closed Session in accordance with VA Code 2.2-3711(A)(29) 1:00 PM

8. Interview of Search Firm and deliberation on Search Firm proposal

Reconvene and Certification 2:00 PM

9. Discuss next steps from Closed Session John Reynolds, Chairman

ACTION ITEM: Approve the Search Firm proposal and authorize FMA to execute an agreement with the approved Search Firm under the terms approved by the CEO Search Committee

Adjournment 2:15 PM



Fort Monroe Authority Board of Trustees
CEO Search Committee
April 18, 2024
Meeting Minutes
DRAFT

The Fort Monroe Authority (FMA) CEO Search Committee meeting was held on April 18, 2024, at 110 Pratt St, Fort Monroe, VA 23651.

Call to Order

1. Opening Comments –

The Honorable John Reynolds, Chairman

Chairman John Reynolds called the meeting to order at 1:30 PM and called roll and determined that a quorum was present. Chairman Reynolds opened the floor to public comment and the committee then moved into closed session.

Members Present:

The Honorable John Reynolds, Chairman
Ms. Mary Bunting, City Manager of Hampton
Mr. Brian Jackson
Ms. Season Roberts

Members Absent:

Ms. Caren Merrick, Secretary of Commerce and Trade

Staff Present:

The Honorable G. Glenn Oder, Executive Director
Mr. John Hutcheson, Secretary/Treasurer
Ms. Jennifer Curcione, HR Manager
Ms. Carmen Borja, Assistant Secretary

Others in Attendance:

Mr. Michael Sievers, Office of the Attorney General

Closed Session

2. In accordance with VA Code 2.2-3711(A)(29)

Motion: Mr. Chair, I move that the CEO Search Committee of the Fort Monroe Authority convene in closed session for (i) consultation with legal counsel and (ii) to discuss the award of a public contract, pursuant to the following Code sections and for the following purposes:

Legal Counsel:

- § 2.2-3711(A)(8) of the Code of Virginia, which authorizes closed meetings for “consultation with legal counsel...regarding specific legal matters requiring the provision of legal advice by such counsel”; and

Award of a Public Contract:

- § 2.2-3711(A)(29) of the Code of Virginia, which authorizes closed meetings for the “discussion of the award of a public contract involving the expenditure of public funds, ...and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the public body”

So Moved: Ms. Mary Bunting
Second: Ms. Season Roberts

Unanimously Approved

Ms. Bunting read committee out of closed session.

Reconvene – 2:25 PM

Motion: Mr. Chair, I move that the CEO Search Committee of the Fort Monroe Authority end the closed session to discuss matters pursuant to § 2.2-3711 of the Code of Virginia, reconvene an open meeting, and ask the members to certify that:

- (i) only those matters lawfully exempted from open meeting requirements under § 2.2-3711 of the Code of Virginia, and
- (ii) only such public business matters as were identified in the motion by which the closed meeting was convened; were heard, discussed, or considered by the CEO Search Committee of the Fort Monroe Authority in closed session.

If any member believes that there was a departure from the foregoing closed session requirements, such member shall so state prior to the certification vote, indicating the substance of the departure that the member believes took place. Any such statement shall be recorded in the minutes of the meeting.

So Moved: Ms. Mary Bunting
Second: Mr. Brian Jackson

Unanimously Approved

Roll was called by Ms. Borja.

Mr. Jackson excused himself from the meeting at 2:25 PM.

The Committee determined that the CEO Search process would start negotiations with Korn Ferry as the first firm to interview. Mr. Hutcheson and Mr. Reynolds will contact Korn Ferry.

Ms. Roberts will send form for criteria that Mr. Reynolds will then send out to the Board.

Adjournment – 2:30 PM

Mr. John Reynolds adjourned the meeting at approximately 2:30 PM

Next Meeting – May 1, 2024

Respectfully submitted,

Carmen Borja

DRAFT

THE FORT MONROE AUTHORITY
CEO SEARCH COMMITTEE POLICY
FOR
ALL-VIRTUAL PUBLIC MEETINGS

1. **AUTHORITY AND SCOPE**

a. This policy is adopted pursuant to the authorization of Va. Code § 2.2-3708.3 and is to be strictly construed in conformance with the Virginia Freedom of Information Act (VFOIA), Va. Code §§ 2.2-3700—3715.

b. This policy shall not govern an electronic meeting conducted to address a state of emergency declared by the Governor or the Committee of Supervisors. Any meeting conducted by electronic communication means under such circumstances shall be governed by the provisions of Va. Code § 2.2-3708.2.

2. **DEFINITIONS**

a. “**Committee**” means the CEO Search Committee of the Fort Monroe Authority.

b. “**Member**” means any member of the Committee.

c. “**All-virtual public meeting**”, means a public meeting conducted by the Committee using electronic communication means during which all members of the public body who participate do so remotely rather than being assembled in one physical location, and to which public access is provided through electronic communication means, as defined by Va. Code § 2.2-3701.

d. “**Meeting**” means a meeting as defined by Va. Code § 2.2-3701.

e. “**Notify**” or “**notifies**,” for purposes of this policy, means written notice, including, but not limited to, email or letter, but does not include text messages or messages exchanged on social media.

3. **WHEN AN ALL-VIRTUAL PUBLIC MEETING MAY BE AUTHORIZED**

An all-virtual public meeting may be held under the following circumstances:

a. It is impracticable or unsafe to assemble a quorum of the Committee in a single location, but a state of emergency has not been declared by the Governor or Committee of Supervisors; or

b. Other circumstances warrant the holding of an all-virtual public meeting, including, but not limited to, the convenience of an all-virtual meeting; and

c. The Committee has not had more than two all-virtual public meetings, or more than 25 percent of its meetings rounded up to the next whole number, whichever is greater, during the calendar year; and

- d. The Committee's last meeting was not an all-virtual public meeting.

4. **PROCESS TO AUTHORIZE AN ALL-VIRTUAL PUBLIC MEETING**

a. The Committee may schedule its all-virtual public meetings at the same time and using the same procedures used by the Committee to set its meetings calendar for the calendar year; or

b. If the Committee wishes to have an all-virtual public meeting on a date not scheduled in advance on its meetings calendar, and an all-virtual public meeting is authorized under Section 3 above, the Committee Chair may schedule an all-virtual public meeting provided that any such meeting comports with VFOIA notice requirements.

5. **ALL-VIRTUAL PUBLIC MEETING REQUIREMENTS**

The following applies to any all-virtual public meeting of the Committee that is scheduled in conformance with this Policy:

a. The meeting notice indicates that the public meeting will be all-virtual and the Committee will not change the method by which the Committee chooses to meet without providing a new meeting notice that comports with VFOIA;

b. Public access is provided by electronic communication means that allows the public to hear all participating members of the Committee;

c. Audio-visual technology, if available, is used to allow the public to see the members of the Committee;

d. A phone number, email address, or other live contact information is provided to the public to alert the Committee if electronic transmission of the meeting fails for the public, and if such transmission fails, the Committee takes a recess until public access is restored;

e. A copy of the proposed agenda and all agenda packets (unless exempt) are made available to the public electronically at the same time such materials are provided to the Committee;

f. The public is afforded the opportunity to comment through electronic means, including written comments, at meetings where public comment is customarily received; and

g. There are no more than two members of the Committee together in one physical location.

6. **RECORDING IN MINUTES:**

Minutes are taken as required by VFOIA and must include the fact that the meeting was held by electronic communication means and the type of electronic communication means used.

7. **CLOSED SESSION**

If the Committee goes into closed session, transmission of the meeting will be suspended until the public body resumes to certify the closed meeting in open session.

8. **STRICT AND UNIFORM APPLICATION OF THIS POLICY**

This Policy shall be applied strictly and uniformly, without exception, to the entire membership, and without regard to the matters that will be considered or voted on at the meeting.

THE FORT MONROE AUTHORITY
CEO SEARCH COMMITTEE POLICY
FOR
THE REMOTE PARTICIPATION OF MEMBERS

1. **AUTHORITY AND SCOPE**

a. This policy is adopted pursuant to the authorization of Va. Code § 2.2-3708.3 and is to be strictly construed in conformance with the Virginia Freedom of Information Act (VFOIA), Va. Code §§ 2.2-3700—3715.

b. This policy shall not govern an electronic meeting conducted to address a state of emergency declared by the Governor or the Committee of Supervisors. Any meeting conducted by electronic communication means under such circumstances shall be governed by the provisions of Va. Code § 2.2-3708.2. This policy also does not apply to an all-virtual public meeting.

2. **DEFINITIONS**

a. “**Committee**” means the CEO Search Committee of the Fort Monroe Authority.

b. “**Member**” means any member of the Committee.

c. “**Remote participation**” means participation by an individual member of the Committee by electronic communication means in a public meeting where a quorum of the Committee is physically assembled, as defined by Va. Code § 2.2-3701.

d. “**Meeting**” means a meeting as defined by Va. Code § 2.2-3701.

e. “**Notify**” or “**notifies**,” for purposes of this policy, means written notice, such as email or letter. Notice does not include text messages or communications via social media.

3. **MANDATORY REQUIREMENTS**

Regardless of the reasons why the member is participating in a meeting from a remote location by electronic communication means, the following conditions must be met for the member to participate remotely:

a. A quorum of the Committee must be physically assembled at the primary or central meeting location; and

b. Arrangements have been made for the voice of the remotely participating member to be heard by all persons at the primary or central meeting location. If at any point during the meeting the voice of the remotely participating member is no longer able to be heard by all persons at the meeting location, the remotely participating member shall no longer be permitted to participate remotely.

4. **PROCESS TO REQUEST REMOTE PARTICIPATION**

a. On or before the day of the meeting, and at any point before the meeting begins, the requesting member must notify the Committee Chair (or the Vice-Chair if the requesting member is the Chair) that they are unable to physically attend a meeting due to (i) a temporary or permanent disability or other medical condition that prevents the member's physical attendance, (ii) a family member's medical condition that requires the member to provide care for such family member, thereby preventing the member's physical attendance, (iii) their principal residence location more than 60 miles from the meeting location, or (iv) a personal matter and identifies with specificity the nature of the personal matter.

b. The requesting member shall also notify the Committee staff liaison of their request, but their failure to do so shall not affect their ability to remotely participate.

c. If the requesting member is unable to physically attend the meeting due to a personal matter, the requesting member must state with specificity the nature of the personal matter. Remote participation due to a personal matter is limited each calendar year to two meetings or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater. There is no limit to the number of times that a member may participate remotely for the other authorized purposes listed in (i)—(iii) above.

d. The requesting member is not obligated to provide independent verification regarding the reason for their nonattendance, including the temporary or permanent disability or other medical condition or the family member's medical condition that prevents their physical attendance at the meeting.

e. The Chair (or the Vice-Chair if the requesting member is the Chair) shall promptly notify the requesting member whether their request is in conformance with this policy, and therefore approved or disapproved.

5. **PROCESS TO CONFIRM APPROVAL OR DISAPPROVAL OF PARTICIPATION FROM A REMOTE LOCATION**

When a quorum of the Committee has assembled for the meeting, the Committee shall vote to determine whether:

a. The Chair's decision to approve or disapprove the requesting member's request to participate from a remote location was in conformance with this policy; and

b. The voice of the remotely participating member can be heard by all persons at the primary or central meeting location.

6. **RECORDING IN MINUTES:**

a. If the member is allowed to participate remotely due to a temporary or permanent disability or other medical condition, a family member's medical condition that requires the member to provide care to the family member, or because their principal residence is located more than 60 miles from the meeting location the Committee shall record in its minutes (1) the Committee's approval of the member's remote participation; and (2) a general description of the remote location from which the member participated.

b. If the member is allowed to participate remotely due to a personal matter, such matter shall be cited in the minutes with specificity, as well as how many times the member has attended remotely due to a personal matter, and a general description of the remote location from which the member participated.

c. If a member's request to participate remotely is disapproved, the disapproval, including the grounds upon which the requested participation violates this policy or VFOIA, shall be recorded in the minutes with specificity.

7. **CLOSED SESSION**

If the Committee goes into closed session, the member participating remotely shall ensure that no third party is able to hear or otherwise observe the closed meeting.

8. **STRICT AND UNIFORM APPLICATION OF THIS POLICY**

This Policy shall be applied strictly and uniformly, without exception, to the entire membership, and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

The Chair (or Vice-Chair) shall maintain the member's written request to participate remotely and the written response for a period of one year, or other such time required by records retention laws, regulations, and policies.