Minutes
Board of Directors of the Virginia Economic Development Partnership
June 9, 2016
Richmond, Virginia

Call to Order/Approval of Minutes

The meeting was called to order at 9:00 a.m. by Chairman Chris Lumsden, who noted that a quorum was present.

Members present: Steve Adkins, Edie Bowles, Ric Brown, R.B. Clark, Dan Clemente, Lee Coburn, Sissy Crowther, Glenn DuBois, Maurice Jones, Mike Ligon, Chris Lumsden, Vince Mastracco, Ralph Northam, Dan Pleasant, Cass Rasnick (for Todd Haymore), John Rocovich, Sam Schreiber.

Members absent: Mark Heath, Bill Holtzman, David Hudgins, Karen Jackson, Ned Massee.

VEDP staff present: Vince Barnett, Melissa Cox, Kim Ellett, Stephanie Florie, Paul Grossman, Dan Gundersen, Kara Hart, Mike Lehmkuhler, Rob McClintock, Sandi McNinch, John Mehfoud, Jack Nelson, Liz Povar, Alex Thorup, Crystal Vincent.

Guests present: Drew Dickinson, Don Ferguson, Maria Garnett, Clark Mercer, Ryan Ramirez, Matt Rowe, Toni Walker.

Public Comment Period

Chairman Lumsden solicited public comments. Matt Rowe, Director of Economic Development for Pittsylvania County, provided an overview of Pittsylvania County.

Approval of Minutes

Chairman Lumsden asked for approval of the minutes from the March 10, 2016, meeting. A motion was made by Mr. Rocovich and seconded by Chief Adkins, and the minutes were unanimously approved.

Chairman Lumsden recognized outgoing Board member R.B. Clark for his 12 years of service to the Board. Further, the Chairman welcomed and presented a certificate of recognition to new Board member, Mike Ligon.

Chairman Lumsden mentioned that each member had been provided with copies of the Board action plan, policy statements on stakeholder and employee engagement, board survey results, and the President's report.

President's Report

Mr. Gundersen reviewed VEDP assisted projects, including number of announcements and new jobs and capital investment. He reported that VEDP has exceeded its job goal and expects to reach its investment goal by the end of the Fiscal Year. Mr. Gundersen will begin sharing this snapshot with the Board weekly. Mr. Gundersen also reviewed his 30-60-90 day plan of action, which detailed organizational, programmatic, and management changes to occur within a 90-day period.

Chairman Lumsden asked Drew Dickinson (JLARC) how the JLARC study was progressing. Mr. Dickinson reported that it was going well and thanked VEDP for its cooperation and help as they proceed with the study.

Closed Session

The following motion was made to move into a closed session:

> BE IT MOVED BY MR. ROCOVICH THAT THE VIRGINIA ECONOMIC DEVELOPMENT PARTNERSHIP AUTHORITY BOARD OF DIRECTORS CONVENE A CLOSED MEETING PURSUANT TO VIRGINIA CODE §2.2-3711(A)(1) TO ENGAGE IN A DISCUSSION REGARDING THE ASSIGNMENT, APPOINTMENT, PROMOTION, PERFORMANCE, DEMOTION, SALARIES, DISCIPLINING, OR RESIGNATION OF VEDP'S EMPLOYEES, INCLUDING PERFORMANCE REVIEWS REGARDING PROJECT MANAGEMENT AND APPOINTMENT OF A PERMANENT PRESIDENT AND CEO; AND VIRGINIA CODE §2.2-2377(A)(29) TO ENGAGE IN A DISCUSSION OF THE AWARD OF A PUBLIC CONTRACT INVOLVING THE EXPENDITURE OF PUBLIC FUNDS, INCLUDING INTERVIEWS OF BIDDERS OR OFFERORS, 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 , INCLUDING DISCUSSIONS REGARDING A CONTRACT WITH AN EXECUTIVE SEARCH FIRM. THE MOTION WAS SECONDED BY CHIEF ADKINS AND UNANIMOUSLY APPROVED.

The following resolution was adopted upon the end of the closed meeting:

WHEREAS, the Board of Directors of the Virginia Economic Development Partnership Authority has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, the Virginia Freedom of Information Act requires a certification by this Board of Directors that such closed meeting was conducted in conformity with the Act;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements under the Act were discussed in the closed meeting to which this certification resolution applies, 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 in the closed meeting.

VOTE:	17-0
YEAS:	Adkins, Bowles, Brown, Clark, Clemente, Coburn, Crowther, DuBois, Jones, Ligon, Lumsden, Mastracco, Northam, Pleasant, Rasnick (for Haymore), Rocovich, Schreiber
NAYS:	None
ABSENT FROM MEETING:	Heath, Holtzman, Hudgins, Jackson, Massee

Committee Reports

Finance and Audit Committee

Mr. Schreiber thanked Mr. Nelson for preparing the FY 2017 Operation Plan. The following motion was then offered:

> BE IT MOVED BY THE FINANCE AND AUDIT COMMITTEE THAT THE PROPOSED FY 2017 OPERATING PLAN AND PERFORMANCE MEASURES BE APPROVED AS OFFERED. THE MOTION WAS SECONDED BY MR. CLEMENTE AND UNANIMOUSLY APPROVED.

Mr. Schreiber distributed a policy statement outlining the due diligence procedures going forward. This statement will be reviewed semi-annually by the Finance and Audit Committee chair with the President and CEO and brought to the Board with any suggested updates. Secretary Brown affirmed his recommendation to move forward with the adoption of these procedures. The following motion was offered:

> BE IT MOVED BY THE FINANCE AND AUDIT COMMITTEE THAT THE DUE DILIGENCE PROCEDURES BE APPROVED AS PRESENTED. THE MOTION WAS SECONDED BY SECRETARY BROWN AND UNANIMOUSLY APPROVED.

Nominating Committee

Ms. Bowles presented the following slate of officers on behalf of the Nominating Committee chairman, Ned Massee: Dan Clemente for Chairman and Vince Mastracco for Vice Chairman.

A motion was made by Ms. Bowles on behalf of the Nominating Committee and seconded by Mr. Rocovich, and the slate was unanimously approved. The new officers will be effective July 1, 2016, for a one-year term.

Mr. Gundersen acknowledged Chairman Lumsden's leadership over the past year and thanked him for his service to VEDP and the Commonwealth.

Search Committee

The following motion was made regarding the establishment of a Search Committee:

> BE IT MOVED BY MS. BOWLES THAT THE BOARD OF DIRECTORS CREATE AN AD HOC COMMITTEE TO BE KNOWN AS THE SEARCH COMMITTEE. THE MEMBERS OF THE SEARCH COMMITTEE WILL BE THE MEMBERS OF THE EXECUTIVE COMMITTEE PLUS THE IMMEDIATE PAST CHAIR. THE SEARCH COMMITTEE WILL MANAGE THE PROCESS FOR THE SELECTION OF A PRESIDENT AND CHIEF EXECUTIVE OFFICER FOR VEDP AND WILL MAKE RECOMMENDATIONS TO THE BOARD REGARDING THE SELECTION OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER. THE SEARCH COMMITTEE IS EXPECTED TO COMPLETE ITS WORK IN THE FALL OF 2016, AT WHICH TIME IT WILL BE DISBANDED. THE MOTION WAS SECONDED BY CHIEF ADKINS AND UNANIMOUSLY APPROVED.

Executive Committee

Chairman Lumsden reported that four search firms responded to the RFP. These four applicants were narrowed to two and were interviewed on June 8, 2016. The following motion was made:

> BE IT MOVED BY CHIEF ADKINS THAT THE EXECUTIVE AND SEARCH COMMITTEES ENGAGE JORGENSON CONSULTING TO ASSIST IN THE PRESIDENT AND CHIEF EXECUTIVE OFFICER SEARCH PER THE TERMS OF THE PROPOSAL. THE MOTION WAS SECONDED BY MR. ROCOVICH AND UNANIMOUSLY APPROVED.

Chairman Lumsden thanked the Finance and Audit Committee for its work on the due diligence process.

Personnel Committee

Mr. Pleasant, Chairman of the Personnel Committee, reviewed policy statements concerning employee engagement and engagement with partners and stakeholders. Both policies require a professionally-guided survey to be conducted at least every two years to solicit input and ideas from both groups. The following motion was made:

BE IT MOVED BY THE PERSONNEL COMMITTEE THAT THE EMPLOYEE ENGAGEMENT AND PARTNER AND STAKEHOLDER POLICY STATEMENTS BE ADOPTED AS PRESENTED. THE MOTION WAS SECONDED BY MR. ROCOVICH AND UNANIMOUSLY APPROVED.

Legislation and Policy Committee

Mr. Thorup provided a brief legislative update and distributed the "Analysis of 2016 Legislative and Budgetary Impacts on VEDP."

Chairman's Report

Chairman Lumsden distributed the results of the Board self-evaluation and asked the incoming Chairman and Vice Chairman to review and analyze prior to the September Board meeting.

Dr. DuBois informed the Board that 2016 is the 50-year anniversary of the Virginia Community College System. A gala celebrating this milestone is scheduled for October 15 at the Richmond Marriott.

Board Member Roundtable

Board members provided updates on their respective regions in a roundtable format.

Next Board Meeting

The next board meeting is scheduled for September 7-8, 2016, and will be held in South Boston. Committee meetings and a Board dinner will be held on September 7, followed by the full Board meeting on September 8 at 9:00 a.m. More details will follow.

There being no further business, Chairman Lumsden adjourned the meeting at 11:20 a.m.

Respectfully submitted,

Daniel C. Gundersen
Secretary