

Virginia Port Authority Board of Commissioners
Executive Committee Meeting
June 19, 2006

Open Session Minutes

Committee Members Present:

John G. Milliken, Chairman
Mark B. Goodwin
William M. Grace
Ranjit K. Sen
Deborah K. Stearns

Commissioners Present:

Joe B. Fleming

Staff:

J. Robert Bray, Executive Director
J. J. Keever, Deputy Executive Director
Linda G. Ford, Director of Port Promotion
Joe Harris, Media Relations Manager – Port Promotion
Debra J. McNulty, Clerk

Guests:

James W. Hopper, Senior Assistant Attorney General
John W. “Jack” Bland, Attorney General’s Intern

Members of the Media:

Gregory Richards, *The Virginian-Pilot*

Pursuant to call by Chairman Milliken, the Executive Committee convened an open session on this date at 11:05 a.m., in the Virginia Port Authority Conference Room, 600 World Trade Center, Norfolk, Virginia, to discuss the following:

1. Review of Transition Goals outlined in the Executive Director’s Compensation Plan for FY07

Chairman Milliken referred to Goal 3: Transition Activities as outlined on page 4 of the Executive Director’s FY07 Compensation Plan. He asked Mr. Bray to explain the importance of the transition schedule and achievements to date.

Mr. Bray reported that the transition goals outlined in his FY07 Compensation Plan were the result of recommendations by Mercer Human Resource Consulting. Mr. Bray explained that, upon his decision to retire, a meeting took place with Mercer one year ago in order to discuss the transition process to a new Executive Director. He advised that Mercer had suggested that the plan be date-specific during which time the Deputy Executive Director would take over some of the Executive Director duties.

At this time, Mr. Bray reviewed the following timetable of supervisory activities for the Deputy Executive Director:

September 1, 2006 – Transfer responsibility for supervising the activities of the Department of Finance:

Mr. Bray reported that the Authority plans to issue \$90 million in Terminal Revenue bonds and that this schedule would enable Mr. Keever to begin the process and meet with rating agencies.

December 1, 2006 – Transfer responsibility for supervising the activities of the Marketing Department:

Mr. Bray advised that Mr. Keever is very familiar with the marketing activities of the Port Authority and with the size and scope of the Marketing Department.

February 1, 2007 – Transfer responsibility for supervising the activities of the Human resources Department.

April 1, 2007 – Transfer responsibility for supervising the activities of the Port Promotions Department:

Mr. Bray reported that the American Association of Port Authorities (AAPA) Convention will be held in Hampton Roads in September 2007 and that Mr. Keever's public relations and marketing experience will be needed to campaign for sponsors for activities surrounding the event. Mr. Bray added that the Port Promotions Department also interacts with the Engineering, Security, and Marketing functions.

It was reminded by Chairman Milliken that when the FY07 Compensation Plan was approved at the last meeting, it was agreed that the transition timetable could be revised depending on the work of the Executive Committee. The Committee agreed that the transition measures adopted by the Board at the May 23rd meeting, with regard to the Executive Director's incentive compensation, would remain as previously adopted. There were no further questions.

At the request of Chairman Milliken, Mr. Sen moved that the Executive Committee convene a closed meeting under the Virginia Freedom of Information Act to discuss and consider the qualifications of a potential candidate for consideration by the Board for the position of executive Director of the Virginia Port Authority as successor to J. Robert "Bobby" Bray upon his retirement, under Virginia Code §2.2-3711(A)(1). The vote was unanimous.

At this time, Mr. Keever, Ms. Ford, Mr. Harris, and Mr. Richards left the meeting.

The Board came out of closed session at 12:20 p.m. (Mr. Fleming was not present for the remainder of the open meeting.)

After reconvening the open session, the following resolution was made by Mr. Sen (copies of certification provided) and seconded by Mr. Goodwin:

Whereas, the Virginia Port Authority Executive Committee had 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, Section 2.2-3712 of the Code of Virginia requires a certification by the Executive Committee members that such closed meeting was conducted in conformity with Virginia law;

Now, therefore be it resolved, that the Executive Committee hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law 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 convening the closed meeting were heard, discussed or considered by the Executive Committee.

The resolution passed by a roll call vote of the Committee members as follows:

Mr. Milliken	Aye	Mr. Sen	Aye
Mr. Grace	Aye	Mr. Goodwin	Aye
Ms. Stearns	Aye		

Chairman Milliken asked Ms. Stearns for the following motion.

Action: Upon motion by Ms. Stearns, seconded by Mr. Grace, the Executive Committee approved proceeding with a search for an Executive Director and/or a Deputy Executive Director for the reason that VPA has a very strong internal Executive Director candidate and, should the current Deputy be selected as Executive Director, the search would be effective, efficient, and would broaden the pool of candidates for the Deputy Executive Director position.

Chairman Milliken stated that, given Mr. Bray's impending retirement scheduled for December 2007, the Board is in the very beginning of an important transition for this agency. He said, "As a Board, this is one of the most important and far-reaching decisions we will make in selecting a new Executive Director." He added by saying that we are fortunate to have a very strong candidate in the current Deputy Executive Director (Mr. Keever) who has expressed his interest in applying for the job of Executive Director.

He clarified that Ms. Stearns has suggested that the Board engage a search firm to help with the process of not only the Executive Director position, but the Deputy Executive Director position, with the public recognition that we have a strong candidate. He said the Authority is conducting an executive search on a parallel track for an Executive Director and Deputy Executive Director at the same time.

Chairman Milliken asked Mr. Bray to present a recommendation for an executive recruitment firm to the Board at the July 25th meeting, with an aggressive timetable.

Executive Committee Minutes
June 19, 2006
Page 4

The Chairman emphasized that he wants VPA to spend most of Mr. Bray's remaining 18 months in office on the transition and not on a job search.

The Chairman announced that the Executive Committee could convene on very short notice if needed. He referred to profiles of executive search firms who are experienced in maritime business, copies of which were included in the Committee's agenda package. Chairman Milliken welcomed any additional suggestions on search firms.

There being no further discussion and no comments from the public, the Executive Committee meeting adjourned at 12:35 p.m.

Respectfully Submitted,

Debra J. McNulty
Clerk to the Board