

Virginia Port Authority Board of Commissioners
Compensation Committee
August 31, 2005 – 1:00 p.m.
Open Session Minutes

Committee Members Present:

John G. Milliken, Chairman of the Board
E. Massie Valentine, Jr., Vice Chairman of the Board

Committee Members Absent:

Ronald W. Massie, Chairman, Finance/Planning Committee

Staff:

J. Robert Bray, Executive Director
Debra J. McNulty, Clerk

Members of the Press:

Peter Dujardin, *The Daily Press* (arrived prior to adjournment)

Pursuant to call by Chairman Milliken, the Compensation Committee convened an open session on this date at 1:05 p.m., at the NIT Command and Control Center, Norfolk, Virginia.

Chairman Milliken presented a draft addendum to the Executive Director's Compensation Plan that would revise the severance program. He advised the addendum would be presented to the full Board on September 27, for approval. Mr. Milliken explained that he had several discussions with Mr. Bray on the subject and that Mr. Bray had agreed to the revisions.

Mr. Milliken reviewed the following provisions contained in the addendum to the severance program:

- The Severance Program of the Compensation Plan would only be applicable if the Executive Director's employment is terminated by the Board of Commissioners without cause and through no fault, actions, commissions, or omissions of the Executive Director.
- The Severance Program component shall not be applicable in the following circumstances:
 - If the Executive Director should resign voluntarily or retire from service
 - If the Executive Director's appointment as Executive Director is terminated for cause
- The maximum eligible severance payment is one month's compensation (using the last month of service for purposes of calculating the amount) for each year of service up to a maximum of twelve months.

Mr. Milliken advised that the current severance program provides for a maximum of 24 months, versus 12 months, and he explained that the amount would be more than what is acceptable.

Compensation Committee – Open Minutes
August 31, 2005
Page 2

Action: Upon motion by Mr. Milliken, seconded by Mr. Valentine, the Compensation Committee approved Revisions to the Executive Compensation Plan Severance Program of the Executive Director and agreed to present the revisions for full Board approval on September 27, 2005.

Mr. Dujardin arrived at this time and the Chairman explained the action taken by the Committee.

(The clerk provided Mr. Dujardin with a copy of the proposed addendum to the Executive Director's severance program.)

The meeting adjourned at 1:10 p.m.

Respectfully submitted,

Debra J. McNulty
Clerk to the Board