

Virginia Port Authority Board of Commissioners
Nominating Committee Meeting
For the Selection of VIT Directors
July 24, 2007
Open Session Minutes

Committee Members Present:

Robert C. Barclay, Committee Chair
Joe B. Fleming
Deborah K. Stearns

Commissioners Present:

John G. Milliken, VPA Board Chair

Staff:

Jerry A. Bridges, Executive Director
Debra J. McNulty, Clerk

Guests:

Todd LePage, Senior Assistant Attorney General

Pursuant to call by Mr. Barclay, the Nominating Committee convened an open session on this date at 10:10 a.m., in the Virginia Port Authority library, 600 World Trade Center, Norfolk, Virginia. There were no members of the press in attendance.

Mr. Barclay reported that there were two vacancies on the Board of Directors of Virginia International Terminals, Inc. (VIT) that represent the Newport News/Hampton region. He explained that Mr. Leon Stafford, who resigned from the VIT Board, has a remaining term of 3 years through November 30, 2010.

Mr. Barclay reported that Mrs. Regina Brayboy, who also resigned from the VIT Board, has a remaining term of six months until November 30, 2007. He explained that the person fulfilling this appointment would be eligible for reappointment according to the VIT Articles of Incorporation.

Mr. Barclay announced that Mr. William M. Grace, who recently retired from the VPA Board, had expressed interest in serving on the VIT Board for the unexpired term of Leon Stafford. Mr. Barclay did not have Mr. Grace's biographical resume at this time. He explained that Mr. Grace would serve the unexpired term, vacated by Leon Stafford, effective May 24, 2007, and ending November 30, 2010.

Mr. Fleming said he was very comfortable with Bill Grace in that position and he spoke of Mr. Grace's experience and long-term acquaintance with the Port. Ms. Stearns concurred.

Action: The Nominating Committee unanimously agreed to recommend to the VPA Board the appointment of Mr. William M. Grace to the VIT Board to serve the unexpired term of Leon Stafford, effective May 24, 2007 and ending November 30, 2010.

Mr. Barclay announced that newly appointed VPA Commissioner, Mr. Allen R. Jones, Jr., had expressed an interest in providing input for the nomination of a new VIT Director. He explained that Mr. Jones had submitted the resume of Ms. Margaret Blackwell for consideration by the Nominating Committee for the VIT Director position vacated by Mrs. Regina Brayboy. Mr. Jones represents the Newport News/Hampton region on the VPA Board of Commissioners. Mr. Barclay explained that it was customary for a VPA Commissioner from the same geographic region to recommend an appointment to the VIT Board.

Mr. Barclay recommended that the Nominating Committee defer the nomination of Ms. Blackwell to the VIT Board and conduct a meeting prior to the September 25th board meeting in order to have Mr. Jones present to provide input. Ms. Stearns explained that she had asked for a summary of the current VIT Directors in order to have some background (information sheet provided). Ms. Stearns suggested that a VIT Director candidate have financial expertise or experience in the maritime industry, such as port operations.

Mr. Bridges reported that Ms. Blackwell is a human resource profession with Northrop Grumman who could also serve a critical need on the VIT Board. Mr. Bridges felt that someone with Ms. Blackwell's human resource experience could be a benefit as VIT management begins its transition and succession planning. He also agreed with Ms. Stearns' suggestions for candidates.

Mr. Bridges added that Mrs. Brayboy, in her current position as VIT's chief financial officer, could provide the financial expertise to the Board to some extent. He commented that someone with terminal operating experience would be a challenge to the management staff yet might be an ideal candidate.

Mr. Barclay advised that the Nominating Committee needed to afford Mr. Jones the opportunity to recommend Ms. Blackwell prior to the September board meeting. Mr. Barclay stated that the person appointed to this position would be considered for reappointment in November.

Mr. Bridges advised that he met Ms. Blackwell and that she appeared to be very motivated with experience in the manufacturing and human resource areas. Mr. Bridges said he thought Ms. Blackwell would be a good pick for the VIT Board.

Mr. Barclay suggested that Mr. Bridges provide a copy of Ms. Blackwell's resume to Mr. Jones for his information. (Mr. Barclay provided a copy of the resume.) He also suggested that the Nominating Committee meet in September to review the nomination. Mr. Bridges said he would contact Mr. Jones and arrange a special meeting in August for recommendation to the September board.

Nominating Committee Minutes
July 24, 2007 – Page 3

Mr. Bridges advised that he would consult with Mr. John Ryan, VIT's corporate counsel, regarding the Articles of Incorporation as it pertains to VIT Board appointments.

There being no further discussion, the meeting adjourned at 10:20 a.m.

Respectfully submitted,

Debra J. McNulty
Clerk to the Board