

**AGENDA**  
**Virginia Port Authority (VPA) Board of Commissioners**  
**Governance Committee Meeting**  
**Wednesday, June 14, 2023 – 2:00 P.M.**

**Meeting Location:**

VPA Board Room, 600 World Trade Center, 101 West Main Street, Norfolk

**Governance Committee Members:**

Faith B. Power, Chair  
Michael W. Coleman  
Eva Teig Hardy  
John W. Kirk III

**Open Session**

1. Call to Order by Chair Power
2. The Governance Committee will meet to discuss recommendations for board meeting schedule and board officers. The following positions are due for reappointment or appointment and the individuals currently holding office are listed:

Chairman	Aubrey L. Layne
Vice Chairman	Faith B. Power
Treasurer	Rodney W. Oliver
Secretary	Ryanne Shields
Assistant Secretary	Jodie L. Asbell

The Authority's Bylaws allow the Commissioners to appoint staff members to certain positions. Currently, staff serves in the following positions:

Treasurer  
Secretary  
Assistant Secretary

The Governance Committee will present recommendations for consideration and approval of the Board of Commissioners on July 11th.

3. Board Meeting Schedule and Board Survey Discussion

Regular meetings of the Board are held second Tuesday of January, March, May, July (Annual Meeting) September and November.

4. Opportunity for Public Comment.
5. Adjourn

**MINUTES**  
**Virginia Port Authority (VPA) Board of Commissioners**  
**Governance Committee Meeting**  
**June 14, 2023**

The Virginia Port Authority (“VPA”) Governance Committee (“Committee”) held a meeting on June 14, 2023, in the VPA Board Room, 600 World Trade Center, 101 W. Main Street, Norfolk, Virginia.

Governance Committee Members Present:

Faith B Power, Chair, VPA Board (via Teams)  
Michael W. Coleman  
Eva Teig Hardy  
John W. Kirk III

Board Members Present:

Edward F. O’Callaghan

VPA Staff Participating:

Cathie Vick, Chief Development and Public Affairs Officer  
Jodie Asbell, Assistant Secretary to the Board

**Open Session**

Commissioner Power called the meeting to order at 2:00. Ms. Power reported that the following slate of officers are due for reappointment or appointment:

Chairman	Aubrey L. Layne
Vice Chairman	Faith B. Power
Treasurer	Rodney W. Oliver
Secretary	Ryanne Shields
Assistant Secretary	Jodie L. Asbell

After a brief discussion, the committee agreed to recommend for consideration to the full VPA Board at the annual meeting on July 11, 2023, the reappointment of officers as noted above.

Ms. Power reported that she had spoken with the current Chairs of the Board Committees as listed below and confirmed that each expressed their interest in continuing to serve.

Finance and Audit	James C. Burnett
Operations and Infrastructure	Deborah C. Waters
Growth	John Asbury

A brief discussion ensued regarding the terms of the board members that serve in the capacity as Chair of a committee and whether that should be considered to ensure continuity. Ms. Vick noted that each committee also has a Vice Chair that would likely succeed as board terms expire.

At this time, the committee agreed to recommend for consideration to the full VPA Board at the annual meeting on July 11, 2023, the above Committee structure as presented.

Ms. Power noted that the board survey discussion would be deferred to the next meeting of the Governance Committee to be held on July 10.

Mr. Coleman stated that in reviewing the VPA By-laws, he recommends that an amendment be made to Section 3.10.3 Growth and Operations Committee to identify the Growth Committee and its duties and add a Section 3.10.4 for the Operations & Infrastructure Committee, with its respective duties.

Governance Committee – Minutes  
June 14, 2023 – Page 2

This proposed change would identify the four standing committees of the Board and the duties of each committee. Ms. Vick took this as an action item and will draft the suggested amendment and circulate to the committee for consideration.

Mr. Coleman inquired about Section 3.5 of the By-laws regarding the Maritime Advisory Council. The committee discussed how this provision allows the Board to stand up the Advisory Council should there be a pressing issue that needs to be addressed and would be at the discretion of the Chairman. No changes were recommended.

At this time, the committee discussed the current board meeting schedule. The VPA Board holds its regular meetings bi-monthly on the second Tuesday of January, March, May, July (Annual Meeting), September and November. Ms. Power shared that some board members had expressed an interest in going to a quarterly meeting schedule with one additional meeting or board retreat to allow for more in-depth discussions. The committee members discussed the pros and cons of changing the cadence of the board meetings as well as the content. After deliberation, the committee did not reach a consensus on making a recommendation to the board schedule at the July board meeting.

Ms. Power asked the committee for their consideration of going to a consent agenda in an effort to shorten the meetings and allow for a deeper discussion on certain topics. The consent agenda would allow for routine items and reports to be packaged and help with streamlining the meeting. Ms. Power further noted that this would require board members to read the materials in advance of the meeting. Mr. Coleman suggested that board materials be distributed seven days in advance to allow ample time for review. Ms. Vick took this as an action item and will include this suggested amendment in the By-Laws which currently state materials will be provided at least three business days prior to the meeting.

After further discussion, the committee agreed to recommend for consideration to the full VPA Board moving to a consent agenda.

**Closed Session**

At 2:40pm, Chair Power called for a motion to go into a closed session. The motion was made by Commissioner Kirk as follows:

“I move that the VPA Board’s Governance Committee convene a closed meeting in accordance with The Virginia Freedom of Information Act, pursuant to the requirements of §2.2-3711(A)(1) to discuss the employment, assignment, and performance of specific employees of a public body.”

The motion was seconded by Commissioner Hardy and passed by a vote of the Governance Committee Members as follows:

Ayes: 4 (Power, Hardy, Coleman, Kirk)

Nays: 0

Abstention: 0

Absent during vote: 0

Absent during meeting: 0

At 3:00pm, the Governance Committee came out of closed session and the following resolution was made by Commissioner Kirk:

“I move the following resolution,

Governance Committee – Minutes  
June 14, 2023 – Page 3

Whereas, the Governance Committee 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, §2.2-3712 of the Code of Virginia requires a certification that such closed meeting was conducted in conformity with Virginia law;

Now, therefore be it resolved, that the committee member certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements under this chapter 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 by the Committee."

The resolution was seconded by Commissioner Coleman and passed by a roll call vote of the Governance Committee members as follows:

Ayes: 4 (Power, Hardy, Coleman, Kirk)  
Nays: 0  
Abstention: 0  
Absent during vote: 0  
Absent during meeting: 0

There were no members of the public present for comment and the meeting adjourned at 3:05pm.

Respectfully submitted,



Jodie L. Asbell  
Assistant Secretary to the Board