



MINUTES

CEO Evaluation Committee Meeting JAA Administration Bldg. 3rd Floor Ed Austin Board Room September 20, 2024/12 noon

Committee Chair Michelle Barnett called the September 20, 2024 CEO Evaluation Committee meeting to order at 12 noon. The following committee members were in attendance at the call to order:

Mrs. Michelle Barnett, Chair
Mr. Fernando Acosta-Rua, Member
Mr. David Hodges, Jr., Member

Non-Committee board members in attendance:
Dr. Solomon Brotman (*via phone*)

Also in attendance at the order call were:
Mr. Devin Reed, JAA Chief Compliance Officer
Mr. Michael May, JAA Vice President Human Resources
Mrs. Melissa Marcha-Lee, JAA Sr. Executive Assistant to CEO/Board Recording Secretary

Committee Chair Barnett welcomed everyone to the meeting.

Comm. Chair Barnett called for any public comment, hearing none she moved to the next agenda item.

Comm. Chair Barnett advised that the reason for the meeting was to discuss the FY2024 CEO final goals status report memorandum that had been sent to the committee members/board by CEO VanLoh (he was not able to physically attend the meeting), copy attached, and to evaluate his performance. After the committee briefly reviewed the document, the Comm. Chair Barnett requested to have a call w/CEO VanLoh for a more in-depth discussion, and he was connected via phone.

After discussion of the goals status highlights, including questions about the different measurements, Comm. Chair Barnett advised CEO VanLoh that for future goals-setting the committee would like to see six or seven top-line goals rather than detailed specific subjects, see further comments below.

Comm. Chair Barnett then asked each committee member for their comments on the goals final status report and CEO VanLoh's performance and began by sharing hers. She asked Mr. VanLoh when he believes we will be back to "normal" – to which he replied summer 2026, adding that we must keep construction on schedule. She advised she would like more time spent on city relationships, which she feels are a bit strained right now especially with city council persons.

Comm. member Acosta-Rua stated that, now that we have done the initial employee engagement survey, he hopes we will continue with it as he feels it is good to hear from employees – CEO VanLoh advised we plan to conduct the survey annually. Also, he agreed with Mrs. Barnett that city relationships must be top-of-mind.

Comm. member Hodges asked CEO VanLoh if it is possible to put a "construction update" section on the website so that passengers will know status when heading to the airport, to which Mr. VanLoh replied absolutely, we plan to update the website with current construction and development data on a "dashboard"-type format. Also, Mr. Hodges agreed with Mrs. Barnett and Mr. Acosta-Rua that we must foster city relationships.

Comm. Chair Barnett thanked Mr. VanLoh for the discussion and the call ended.

Comm. Chair Barnett asked if there were any further comments from committee members regarding CEO VanLoh's performance and hearing none, she proceeded to the salary and bonus piece of the review advising that while she does not feel a salary increase is warranted as that will take place as specified in the CEO's employment contract, she certainly feels he has done a wonderful job this past year and the Authority is in a very sound position, and therefore he is entitled to the full incentive payment as allowed in the contract, 25%, for meeting the specified board-approved CEO goals, and based on his current salary of \$375,000 that incentive amount would be \$93,750. Comm. Chair Barnett asked the comm. members for their comments, to which they both responded they totally agree with her comments on the CEO VanLoh's performance and Authority position, as well as the salary and incentive payment.

Hearing no further comments regarding the salary/incentive piece of the review, Comm. Chair Barnett called for a motion regarding the performance review, salary/bonus recommendations, and reporting to the full board for approval. Upon motion duly made by Mr. Hodges and seconded by Mr. Acosta-Rua, the committee voted unanimously: (1) to pay CEO VanLoh 25% of his salary, \$93,750, in the next applicable JAA pay period, in recognition of his outstanding performance, (2) that CEO VanLoh's salary will be subject to, on the next anniversary contract date of Dec. 1, 2024, a cost of living adjustment (based on the CPI parameters as set forth in the contract) or 3%, whichever is greater, and (3) that the CEO FY2024 goals final status report and CEO performance review with salary/bonus recommendations are to be submitted to the Board of Directors for approval.



The committee then requested another phone call with CEO VanLoh to share their discussion on his performance and decisions regarding salary and bonus, and he was again connected via phone. Mr. VanLoh thanked the committee for their actions and advised he cannot do anything without the fantastic staff here at JAA – further, he thanked the entire board for their tremendous support of JAA. He shared that our recent #2 ranking in the J. D. Power satisfaction survey indicates a wonderful effort by employees on a day-to-day basis together with guidance from the Board of Directors.

The committee next discussed their thoughts with CEO VanLoh regarding the goals for next year, and Comm. Chair Barnett advised that rather than a long listing, they would like to see only a few strategic-area items such as: financial, community engagement, passenger satisfaction, development, talent management, air service development (specifically international), and CEO succession planning, advising they would like to see the goals weighted (i.e., financial 50%), and further, they would like to see the goals list first before it is sent to the entire board. Mr. VanLoh advised he will start developing his FY2025 goals list and will send it to the committee soon.

There being no further business to come before the committee, Committee Chair Barnett adjourned the meeting at 12:50pm.

Approved November 20, 2024