



MINUTES

CEO Evaluation Committee Meeting JAA Administration Bldg. 3rd Floor Ed Austin Board Room September 7, 2022/8:30am

Committee Chair Jay Demetree called the September 7, 2022 CEO Evaluation Committee meeting to order at 8:40am. The following committee members were in attendance at the call to order:

Mr. Jay Demetree, Chair
Mr. Fernando Acosta-Rua, Member
(Member Michelle Barnett attended via phone)

Also in attendance at the order call were:

Mr. Ray Alfred, Chair of the Board
Mr. David Hodges, Jr., Board Member
Mr. Devin Reed, Chief Compliance Officer
Mr. Michael May, Vice President Human Resources
Mrs. Melissa Marcha-Lee, Sr. Executive Assistant/Recording Secretary

A listing of all attendees is on file in the office of the Recording Secretary

Committee Chair Demetree welcomed everyone to the meeting.

Committee Chair Demetree called for any public comment, hearing none he moved to the next agenda item.

Committee Chair Demetree called upon Mr. Reed for recap of the last meeting – he advised that the following topics were discussed: By-Laws revision, phone calls with management regarding the CEO, CEO VanLoh's status of his goals, and CEO contract renewal.

Mr. Reed then presented an executive summary of the proposed By-Laws revisions. Committee Chair Demetree called for a motion – upon motion made by Mr. Acosta-Rua and seconded by Mr. Demetree, the two committee members in attendance voted unanimously to approve moving the By-Laws revision to the full board for approval at its September 26, 2022 meeting.

Committee Chair Demetree then opened the floor for discussion of the CEO's performance. Mr. Reed advised that he had prepared an evaluation form for use if desired and advised that the committee is to perform the review and decide on a salary and bonus. Board Chair Alfred brought up the subject of salaries of other airport CEOs, and Mr. Reed read from the CEO compensation study that had been distributed at the previous meeting.

Discussion on CEO VanLoh's performance ensued, with Mr. Demetree advising he believes Mr. VanLoh has done an exceptional job and he would recommend a salary increase in the 5-6% range and a bonus of the full amount called for in the contract, 15%, because of all that has gone on during the past year and the good work CEO VanLoh has done. Further, Mr. Demetree feels there is a good culture here at JAA but that Mr. VanLoh needs to be more in touch with his employees and also the community. Mr. Acosta-Rua agreed with Mr. Demetree as to CEO VanLoh's performance and advised he would like to see a 6% salary increase and a 15% bonus. Mrs. Barnett advised she agrees with the performance comments of both Messrs. Demetree and Acosta-Rua and recommended a 6% salary increase and a 15% bonus.

Committee Chair Demetree then called for a motion for a 6% salary increase for CEO Mark VanLoh – upon motion made by Mr. Acosta-Rua and seconded by Mr. Demetree, the two committee members in attendance voted unanimously to approve moving the recommendation for a 6% salary increase for CEO VanLoh to the full board for approval at its September 26, 2022 meeting.

Committee Chair Demetree then called for a motion for a 15% bonus payment to CEO Mark VanLoh – upon motion made by Mr. Acosta-Rua and seconded by Mr. Demetree, the two committee members in attendance voted unanimously to approve moving the recommendation for a 15% bonus payment to CEO VanLoh to the full board for approval at its September 26, 2022 meeting.

Committee Chair Demetree asked Mrs. Marcha-Lee to schedule a meeting soon for him to advise CEO VanLoh of the committee's thoughts and actions regarding his performance for FY2022. Board Chair Alfred asked Mrs. Marcha-Lee to also schedule a meeting for him, after Committee Chair Demetree's meeting, to discuss with CEO VanLoh his thoughts of the past year.

There being no further business to come before the committee, Chair Demetree adjourned the meeting at 9:15am.