

**Minutes**  
**Board of Directors of the Virginia Economic Development Partnership**  
**June 15, 2017**  
**VEDP Office – 901 East Cary Street, 9<sup>th</sup> Floor**  
**Richmond, Virginia**

**Call to Order/Approval of Minutes**

The meeting was called to order at 11:00 a.m. by Secretary Todd Haymore, who noted that a quorum was present.

**Members present:** Carrie Chenery, Dan Clemente, Betsey Daley, Heather Engel, Gregory Fairchild, Secretary Todd Haymore, William Hayter, Chris Lumsden, Ned Masee, Vincent Mastracco, Dan Pleasant, John Reinhart, Xavier Richardson, Carlos Tapias, Robert Vaughn, John “Dubby” Wynne (joined the meeting by phone, but not as an active participant)

**Members absent:** Richard Brown

**VEDP staff present:** Tre Akins, Melissa Cox, Nicole David, Stephanie Florie, Jennifer Garrett, Paul Grossman, Dan Gundersen, Kara Hart, Jay Langston, Rob McClintock, Sandi McNinch, John Mehfoud, Lori Melancon, Stephen Moret, Jack Nelson, Tim Stuller, Landon Webber

**Guests present:** Don Ferguson, Sam Herrick, Charles Kennington, Skip Maupai, Ben Safran, Toni Walker

**Public Comment Period**

Secretary Haymore solicited public comments. There were none.

**Approval of Minutes**

Secretary Haymore asked for approval of the minutes from the March 9, 2017 and June 8, 2017 board meetings. A motion was made by Mr. Clemente and seconded by Mr. Reinhart, and the minutes were unanimously approved as presented.

**Nominating Committee Update**

Mr. Lumsden reported that the nominating committee was unable to meet in person, but the members spoke one-on-one by phone and agreed to nominate Vincent Mastracco for Board Chairman. Mr. Lumsden contacted Mr. Mastracco to confirm his interest and Mr. Mastracco has agreed to serve if elected. Mr. Lumsden then provided a brief introduction of Mr. Mastracco and a description of his involvement with the VEDP Board to date. Mr. Lumsden made a motion to officially appoint Mr. Mastracco for a one-year term to conclude at the June 2018 VEDP Board meeting. Mr. Clemente seconded the motion, and Mr. Mastracco’s appointment was unanimously approved.

### **Overview of Board Member Responsibilities**

Don Ferguson with the Office of the Attorney General distributed a handout and explained that he was in attendance to explain the duties of a supervisory board, under the Virginia Code.

Mr. Ferguson specifically highlighted the internal auditor function, noting that it has been put into place to monitor incentives and clawbacks, among other things.

Chairman Mastracco asked Mr. Ferguson how the Board will interact with the advisory committees. Mr. Ferguson responded that the idea is that the advisory committees will offer advice to the Board. Mr. Ferguson suggested that it may be beneficial for members of the Board to sit in on some of the advisory committee meetings. Mr. Vaughn added that the intent was to tie local and regional input into the thought process.

Mr. Fairchild asked for clarification on how the Board will assess its own performance. Mr. Lumsden explained that a few years ago the Board put into place a Board survey to assess the Board's performance and each individual member's performance.

### **Vote on VEDP Bylaw Changes to Reflect New Code**

Ms. McNinch reviewed the VEDP Bylaws which have been updated to reflect the new code. She asked the Board to consider accepting the required changes now and stated that we can add in other changes later, as needed.

Mr. Clemente stated that he thinks the Board Chair term of one year is too short. He is concerned that there is not enough continuity and it will be hard to get anything done. Mr. Clemente made a motion to change the term to two years in the Bylaws. Mr. Masee seconded. No vote was taken.

Chairman Mastracco suggested that the chair-elect position that has been discussed would serve for a one year term and then could presumably move into the Board Chair position, hopefully providing more continuity.

After additional discussion from the members on ideas for structuring the Chair and Chair-Elect positions, Chairman Mastracco suggested that we defer Mr. Clemente's motion to the Bylaws committee for further discussion and to bring a solution back to the Board for consideration.

A motion was made by Mr. Hayter to approve the Bylaws. Mr. Haymore seconded the motion, and the Bylaws were unanimously approved.

### **Vote on Operational Plan for FY2018**

Mr. Moret presented the suggested performance metrics for FY2018, explaining that VEDP proposes selecting an interim set of metrics for FY18 that builds off of the traditional metrics the organization has recently been utilizing, keeping in mind that these will be further evaluated during the strategic planning process to determine if they are the appropriate metrics to utilize going forward.

Mr. Moret highlighted that the proposed goals for VEDP-generated leads and VEDP-generated leads converted represent new performance targets that reflect top priority focus areas for VEDP from our local and regional partners.

Mr. Moret also reviewed the simplified VEDP-assisted pipeline stage definitions. Ms. Engel noted that we will need a lot of engagement from our regional partners to track our progress in this area. Mr. Moret agreed and shared that under Dan Gundersen's leadership, Katherine Goodwin and others at VEDP have put a lot of work into cleaning up Salesforce and tracking this data. Mr. Moret wants to think about how to share this pipeline data with our partners in the future.

Mr. Masee asked whether the performance metrics track indirect as well as direct jobs, and whether the reporting would track both.

Mr. Moret stated that he thinks we will add indirect job estimates (to the existing direct job totals) for the Board and our public reporting in the future.

Mr. Lumsden asked if there will be certain lead generation targets for each region.

A motion was made by Mr. Clemente to approve the Operational Plan for FY2018. Mr. Tapias seconded the motion, and the Operational Plan for FY2018 was unanimously approved.

### **Discussion on VEDP Board Committee Reports**

Ms. McNinch presented a handout describing the current VEDP Board committee structure and asked the Board to begin to consider how they would like the structure to look in the future. She also asked the Board to start thinking about membership of the committees in the coming weeks.

### **Marketing Plan for FY18 Update**

Mr. Moret shared a handout that provided details on the purpose of the Marketing Plan. He explained that VEDP will be handling the creation of this plan similar to the Operational Plan for FY2018. He stated that he plans to share a draft of the Marketing Plan in the near future.

### **Closed Session: Strategic Plan Discussion**

A motion was made by Chairman Mastracco and seconded by Mr. Lumsden to move into a closed meeting. Mr. Moret requested that VEDP staff and JLARC and legislative guests be allowed to stay for the closed session.

I MOVE THAT THE BOARD OF DIRECTORS OF THE VIRGINIA ECONOMIC DEVELOPMENT PARTNERSHIP AUTHORITY CONVENE A CLOSED MEETING PURSUANT TO VIRGINIA CODE §2.2-3711(A)(50) TO ENGAGE IN A DISCUSSION OR CONSIDERATION THOSE PORTIONS OF VEDP'S STRATEGIC PLAN, MARKETING PLAN OR OPERATIONAL PLAN, THAT MAY RELATE TO TARGET COMPANIES, SPECIFIC ALLOCATION OF RESOURCES AND STAFF FOR MARKETING ACTIVITIES, AND SPECIFIC MARKETING ACTIVITIES THAT WOULD REVEAL TO THE COMMONWEALTH'S COMPETITORS FOR ECONOMIC DEVELOPMENT PROJECTS THE STRATEGIES INTENDED TO BE DEPLOYED BY THE COMMONWEALTH, THEREBY ADVERSELY AFFECTING THE FINANCIAL INTEREST OF THE COMMONWEALTH.

The motion was unanimously approved.

**Back in Open Meeting, Certification of Closed Meeting – Followed by a Roll Call vote:**

WHEREAS, THE BOARD OF DIRECTORS OF THE VIRGINIA ECONOMIC DEVELOPMENT PARTNERSHIP AUTHORITY BOARD OF DIRECTORS 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, THE VIRGINIA FREEDOM OF INFORMATION ACT REQUIRES A CERTIFICATION BY THIS BOARD OF DIRECTORS THAT SUCH CLOSED MEETING WAS CONDUCTED IN CONFORMITY WITH THE ACT;

NOW, THEREFORE, BE IT RESOLVED, THAT THE BOARD OF DIRECTORS CERTIFIES THAT, TO THE BEST OF EACH MEMBER'S KNOWLEDGE, (I) ONLY PUBLIC BUSINESS MATTERS LAWFULLY EXEMPTED FROM OPEN MEETING REQUIREMENTS UNDER THE ACT 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 IN THE CLOSED MEETING BY THE BOARD OF DIRECTORS.

Upon the vote:	Ms. Chenery	Aye
	Mr. Clemente	Aye
	Ms. Daley	Aye
	Ms. Engel	Aye
	Mr. Fairchild	Aye
	Mr. Haymore	Aye
	Mr. Hayter	Aye
	Mr. Lumsden	Aye
	Mr. Masee	Aye
	Mr. Mastracco	Aye
	Ms. Pleasant	Aye
	Mr. Reinhart	Aye
	Mr. Richardson	Aye
	Mr. Tapias	Aye
	Mr. Vaughn	Aye

**COF Extension Requests**

Ms. McNinch presented information on 5 companies that are requesting extensions. She explained that VEDP's internal Project Review and Credit Committee (PRACC) has approved these extensions prior to them being presented to the Board for final approval. Secretary Haymore expressed an interest in seeing a snapshot of all extensions we have granted for the past couple of years, stating that it strikes him that the ones being considered today are all in rural VA.

Mr. Reinhart suggested tracking how many requests have been reviewed and approved in the past.

Chairman Mastracco likes the format of the COF extension summary, but wants to be able to come back with additional information.

Mr. Vaughn suggested that the Board postpone review of the extension requests until the July meeting. The Board agreed and the matter will be postponed until July.

**Discussion of JLARC-Identified Clawbacks Projects**

In the interest of time, Mr. Moret suggested that this matter be postponed until the July meeting.

**Board Meeting Schedule for the Remainder of 2017**

Mr. Moret asked the Board to review the proposed dates/time for upcoming Board meetings. Mr. Lumsden asked the staff and Board to consider hosting at least a couple of meetings each year in other parts of the state.

**Closed Session: HR Matter**

A motion was made by Chairman Mastracco and seconded by Mr. Pleasant to move into a closed meeting.

I MOVE THAT THE BOARD OF DIRECTORS OF THE VIRGINIA ECONOMIC DEVELOPMENT PARTNERSHIP AUTHORITY CONVENE A CLOSED MEETING PURSUANT TO VIRGINIA CODE §2.2-3711(A)(1) TO ENGAGE IN A DISCUSSION REGARDING THE ASSIGNMENT, APPOINTMENT, PROMOTION, PERFORMANCE, DEMOTION, SALARIES, DISCIPLINING, OR RESIGNATION OF VEDP'S EMPLOYEES, INCLUDING PERFORMANCE REVIEWS, AND ELIGIBILITY FOR PERFORMANCE-BASED COMPENSATION, FOR MEMBERS OF VEDP'S MANAGEMENT.

The motion was unanimously approved.

**Back in Open Meeting, Certification of Closed Meeting – Followed by a Roll Call vote:**

WHEREAS, THE BOARD OF DIRECTORS OF THE VIRGINIA ECONOMIC DEVELOPMENT PARTNERSHIP AUTHORITY HAS CONVENEED 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, THE VIRGINIA FREEDOM OF INFORMATION ACT REQUIRES A CERTIFICATION BY THIS BOARD OF DIRECTORS THAT SUCH CLOSED MEETING WAS CONDUCTED IN CONFORMITY WITH THE ACT;

NOW, THEREFORE, BE IT RESOLVED, THAT THE BOARD OF DIRECTORS CERTIFIES THAT, TO THE BEST OF EACH MEMBER'S KNOWLEDGE, (I) ONLY PUBLIC BUSINESS MATTERS LAWFULLY EXEMPTED FROM OPEN MEETING REQUIREMENTS UNDER THE ACT 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 CONVENEED WERE HEARD, DISCUSSED, OR CONSIDERED IN THE CLOSED MEETING BY THE BOARD OF DIRECTORS.

Upon the vote:	Ms. Chenery	Aye
	Mr. Clemente	Aye
	Ms. Daley	Aye
	Ms. Engel	Aye
	Mr. Fairchild	Aye
	Mr. Haymore	Aye
	Mr. Hayter	Aye
	Mr. Lumsden	Aye
	Mr. Masee	Aye
	Mr. Mastracco	Aye
	Ms. Pleasant	Aye
	Mr. Reinhart	Aye
	Mr. Richardson	Aye
	Mr. Tapias	Aye
	Mr. Vaughn	Aye

A motion was made by Mr. Vaughn and seconded by Ms. Daley to authorize Chairman Mastracco, Mr. Lumsden, Secretary Haymore, and Mr. Moret to take action for the board relative to performance reviews and the eligibility for performance-based compensation for members of VEDP’s management. Upon the vote being taken: all ayes.

**Chinese Representative Office**

Ms. McNinch presented a resolution for the appointment of a chief representative for the VEDP Shanghai office to be adopted by the Board. After a brief explanation of the resolution, Mr. Hayter moved to approve the resolution. Mr. Masee seconded the motion, and the resolution was unanimously approved.

**Adjournment and Next Meeting**

The next Board meeting is scheduled for July 12, 2017, and will be held at VEDP in Richmond. More details will follow.

There being no further business, Chairman Mastracco adjourned the meeting at 3:40 p.m.

Respectfully submitted,



Stephen Moret  
Secretary