



Minutes for Audit Committee Meeting

09/20/2024 | 08:30 AM - 09:19 AM - Eastern Time (US and Canada)
JAXPORT Executive Conference Room, 2831 Talleyrand Ave., Jacksonville, FL

Audit Committee Members Attending:

Ms. Wendy Hamilton, Chair
Mr. Palmer Clarkson, Member
Mr. Tom Slater, Member

Ms. Soo Gilvarry – Absent

Other Board Members Attending:

Mr. Daniel Bean, Board Chairman
Mr. Patrick Kilbane, Board Member

Other Attendees:

Mr. Eric Green, CEO
Ms. Beth McCague, Chief of Staff
Mr. Joey Greive, CFO
Ms. Linda Williams, Chief, Administrative Officer
Mr. Nick Primrose, Chief Regulatory Compliance
Ms. Chelsea Kavanagh, Sr. Director, Communications
Mr. Reece Wilson, Office of General Counsel
Ms. Rebecca Dicks, Board Liaison

A meeting of the Jacksonville Port Authority Audit Committee was held on Friday, September 20, 2024 in the JAXPORT Executive Conference Room, 2831 Talleyrand Avenue, Jacksonville, Florida. Chair Wendy Hamilton called the meeting to order at 8:30AM and welcomed all attendees.

Approval of February 26, 2024 & June 24, 2024 Audit Committee Meeting Minutes

Chair Hamilton called for approval of the February 26, 2024 and June 24, 2024 Audit Committee meeting minutes. After a motion to approve the minutes by Mr. Clarkson and a second by Mr. Slater, the Committee unanimously approved the minutes as submitted.

Annual Audit Committee Charter Review

Ms. Linda Williams informed the Audit Committee of the annual review of the Audit Committee Charter to identify potential updates. This year's review identified a longstanding practice not formally documented in the Charter. The proposed modification clarifies the following structure:

1. The Vice Chair of the Board of Directors will serve as the Chair of the Audit Committee.
2. The Board Treasurer will serve as a member of the Audit Committee.
3. The Chair of the Audit Committee will have the authority to select one or two additional members to serve on the Committee.

These adjustments aim to align the Charter with existing practices and formalize the committee's composition.

After discussion by the Audit Committee, it was also suggested that language be included in the Audit Committee Charter to say that all newly appointed Board members are encouraged to attend Audit Committee meetings.

CEO 5 Year Goals/Annual Review and Evaluation

Chair Hamilton requested Ms. Williams to proceed with the CEO's 5-Year Goals and Annual Review. Ms. Williams outlined that the CEO's goals are structured into four primary categories: financial performance, strategic development, organizational and stakeholder safety, and customer satisfaction.

She explained that these goals form the foundation for a scorecard, which includes the CEO's targets, performance outcomes, and goal weightings. The scorecard provides a comprehensive overview of results, linking performance to specific objectives and their respective importance.

Following extensive discussion, the committee considered a merit-based compensation package for CEO Eric Green. Mr. Clarkson made a motion to approve the proposal, which includes a contractually based 3% salary increase for FY2025 and a performance-based bonus of up to 35% of the CEO's base salary. The motion was seconded by Mr. Slater and the committee unanimously agreed.

The committee engaged in further discussion regarding the CEO's 5-Year SMART goals and recent security concerns. Following this, Mr. Slater made a motion to approve the proposed CEO SMART Goals for FY2024-2029. The motion was seconded by Mr. Clarkson and the committee unanimously agreed.

Discussion of Proposed Slate of Board Officers

Chair Hamilton informed the Audit Committee of the need to update the slate of Board Officers. She initiated a discussion on proposing a slate of Board Officers and Audit Committee members to serve a term from October 1, 2024 through September 30, 2025.

Mr. Clarkson motioned to nominate Wendy Hamilton as Chair, himself as Vice Chair, Soo Gilvarry as Treasurer, and Tom Slater as Secretary for the term October 1, 2024, through September 30, 2025. The motion was seconded by Mr. Slater and unanimously approved by the Audit Committee.

Mr. Clarkson acknowledged the policy designating the Board Vice Chair as Chair of the Audit Committee. He motioned to appoint the Audit Committee members for the term October 1, 2024, through September 30, 2025, as follows: Palmer Clarkson as Chair, with members Soo Gilvarry, Tom Slater, and Patrick Kilbane. The motion was seconded by Mr. Slater and unanimously approved by the Audit Committee.

Chair Hamilton informed the committee that Ms. Williams included a summary of the CEO's travel expenses in the Audit Committee packet for informational purposes. This aligns with the Travel Policy, which requires the committee to be briefed on travel expenses on a quarterly basis.

CEO Eric Green introduced JAXPORT's new Director of Public Safety and Security, Stephen Burdian, who will officially assume the role on October 1, 2024.

There being no further business, the meeting adjourned at 9:19AM.