

**BI-STATE DEVELOPMENT
SPECIAL MEETING
BOARD OF COMMISSIONERS
OPEN SESSION MINUTES
FRIDAY, JULY 19, 2018**

Board Members in Attendance

Missouri

Vernal Brown (absent)
Constance Gully, Chair
Aliah Holman, Treasurer
Vincent C. Schoemehl (via phone)
Rose Windmiller (absent)

Illinois

Michael S. Buehlhorn, Vice-Chair
Derrick Cox (absent)
Irma Golliday
Jeffrey Watson
Justin Zimmerman, Secretary (absent)

Staff in Attendance

John Nations, President and Chief Executive Officer
Barbara Enneking, General Counsel and Deputy Secretary
Barbara Georgeff, Director of Executive Services
Shirley Bryant, Certified Paralegal
Richard Zott, Chief of Public Safety
Jason Davis, Manager Security/Fare Enforcement
Charles Stewart, Vice President, Pension & Insurance

Others in Attendance

Tom Curran, St. Louis County

1. **Open Session Call to Order**
8:32 a.m. Chair Gully called the Open Session Special Board Meeting to order at 8:32 a.m.
2. **Roll Call**
8:33 a.m. Roll call was taken.
3. **Discussion of Selection Process for New Bi-State Development President and Chief Executive Officer**
8:33 a.m. The Position Description for the new Bi-State Development President and Chief Executive Officer was provided in the Board packet. Commissioner Gully informed the Board that this document is the most recent job description for the President & CEO's position; and additional job responsibilities will be added to include the Agency's new business enterprises.

John Nations, President & CEO, informed the Board that the current position description is primarily the 2010 version used when he was recruited; with the exception of organizational changes regarding direct reports. In keeping with the Chair's comments, he also recommended

additional provisions be added to the position description to include the changes in some Agency business divisions and the addition of newly created business divisions. Additionally, the description should also recognize that the President & CEO leads the region's efforts in freight and logistics through the Regional Freightway. It provides business aviation and related development through the St. Louis Downtown Airport. It leads the promotion of tourism and innovation through the Agency's partnership with the National Park Service and others. It leads the efforts to expand BSD's leadership in research and alternate funding proposals through the Bi-State Development Research Institute, one of the Agency's 501(c)(3) enterprises. Mr. Nations suggested that the organizational description should also include "consistently monitor and manage such systems consistent with evolving business practices and the highest business standards" or similar language.

At the request of Commissioner Holman, Mr. Nations agreed to provide the Board with a redline version of the revised Position Description.

Commissioner Gully suggested that the additional language added by Mr. Nations should be broadened by adding "maintain, monitor and establish systems," so as to continue establishing systems as needed.

Commissioner Watson informed the Board that the current job description was created by the Board for the search that led to the hiring of Mr. Nations. Because the Agency has had objective and organizational changes during Mr. Nations's tenure, it is helpful for the Board to get feedback from the current position holder.

Commissioner Gully added that the existing procured vendor, Quest Management Consultants (**Quest**) was also engaged in the last two CEO searches for BSD and has been engaged in the search for other executive level positions within the organization. Quest will be utilized once again for the new CEO search. The BSD Search Committee members include from Illinois, Commissioners Jeffrey Watson and Michael Buehlhorn; and from Missouri, Commissioners Aliah Holman and Constance Gully. The chairman of the Search Committee is Commissioner Jeffrey Watson. Commissioner Watson added that in his opinion, Quest had done a tremendous job in previous searches, bringing very talented people who had a positive impact on the organization. He is quite confident in Quest's abilities and experience to present quality candidates. Some discussion followed regarding Quest's 12 week timeline to complete the search. Commissioner Gully and Mr. Nations assured the Board that the Search Committee will keep the full Board, and its Stakeholders informed as the process proceeds.

Commissioner Gully said that she and Commissioner Watson have requested Mr. Nations to serve as President & CEO until the Board has selected a successor to obviate the need for an interim President & CEO during the search process, as outlined in the materials presented to the Board. Mr. Nations confirmed Commissioner Gully's comments and said that he will remain in his position during the scheduled search process. Commissioner Gully thanked Mr. Nations for agreeing to stay on for a while longer; and congratulated Barbara Georgeff on her upcoming retirement and thanked her as well for staying on a while longer.

4. Unscheduled Business

8:44 a.m. There was no unscheduled business.

5. Public Comment

8:44 a.m. There was no public comment.

6. Call of Dates for Future Board Meetings

8:45 a.m. The Board was advised of the upcoming meetings, as follows:

Operations Committee:	Tuesday, August 21, 2018, 8:00 a.m.
Audit, Finance & Administration Committee:	Friday, August 24, 2018, 8:00 a.m.
Board Meeting:	Friday, September 28, 2018, 8:00 a.m.

7. Adjournment

8:45 a.m. Chair Gully asked if any reason existed to hold an Executive Session of the Board at this time. Mr. Nations said staff had no reason for an Executive Session. Since no Executive Session was requested, Chair Gully requested a motion to adjourn the meeting. A motion to adjourn the meeting was made by Commissioner Watson and seconded by Commissioner Buehlhorn. **Motion passed unanimously, and the Open Session meeting was adjourned at 8:45 a.m.**