

Minutes of the MNAA Management Committee



Date: August 10, 2022

Location: Metropolitan Nashville Airport Authority
Tennessee Boardroom

Time: 9:49 a.m.

Committee Members Present:

Joycelyn Stevenson, Chair
Jimmy Granbery, Vice Chair
Bill Freeman

Committee Members Absent:

None

Others Present:

Nancy Sullivan, Andrew Byrd, Dr. Glenda Glover, Doug Kreulen, Lisa Lankford, Neale Bedrock and Rachel Moore

I. CALL TO ORDER

Chair Stevenson called the meeting of the MNAA Management Committee to order at 9:49 a.m. pursuant to Public Notice dated August 5, 2022.

II. APPROVAL OF MINUTES

Board Chair Freeman made a motion to approve the minutes of the July 13, 2022 MNAA Management Committee and Commissioner Granbery seconded the motion. The motion carried by vote of 3 to 0.

III. CHAIR'S REPORT

Chair Stevenson thanked Board Chair Bill Freeman for the opportunity to serve.

IV. ITEMS FOR APPROVAL

A. President and CEO Key Performance Indicators

Chair Stevenson briefed the Committee on Key Performance Indicators (KPI's) for the President and CEO. At the request of the Management Committee in July 2022, Doug Kreulen, President and CEO, crafted KPI's for consideration, based on 50% financial and 50% operational criteria for the July 1 – June 30 fiscal year. President Kreulen advised he would not personally provide data and has directed independent sources of data to be provided to the Management Committee. Marge Basrai, EVP and Chief Financial Officer, will provide financial statements and days cash on hand; PFM and Landrum & Brown will provide debt service coverage; USI will provide Retirement and OPEB funding; Phoenix Marketing/External Survey source will

provide airport satisfaction; and the executive staff and board will evaluate strategic goals. President Kreulen reported that he consulted with Laura Stewart, Principal, USI, at the August 4, 2022 Retirement Committee Meeting, who advised that an 85% target for non-governmental businesses, which MNAA currently exceeds. He noted that he had requested they provide in writing. President Kreulen walked through the details on the slide, explaining how determinations would be made for 90%, 100% and greater than 100% eligibility for each of the criteria.

Chair Stevenson asked what time frame the Board would use, and President Kreulen said that prior years were August/September approvals, with payout in October based on results of the independent financial audit. Commissioner Byrd and Vice Chair Granbery discussed the rationale of gauging compensation on Retirement and OPEB Plan funding which is impacted by stock market and other financial market effects, outside of the CEO's control. President stated that if the market drives funding down, MNAA may inject funds to keep it at actuarial recommended levels.

Commissioner Byrd asked about the customer satisfaction rating, and President Kreulen stated we have an outside marking survey which measures various details, such as bathroom cleanliness, security, parking, concessions, etc., and BNA usually ranks in the 90th percentile. Chair Stevenson asked about the strategic goals segment of the operational section, and President Kreulen reported the FY23 Strategic Goals were previously provided to the Board. Commissioners agreed they must review and decide which goals are key. President Kreulen reported that he and Lisa Lankford, VP, Strategic Advisor, had developed FY23 Strategic Goals and Objectives, in coordination with the executive staff, and another copy would be provided.

Vice Chair Granbery made a motion to approve as presented, with the top 5 strategic goals to be incorporated, and Board Chair Freeman seconded the motion. The motion carried by vote of 3 to 0.

B. CEO FY22 Performance Evaluation

Chair Stevenson asked Board Chair Freeman if he had a preference for handling the approval of the CEO Performance Evaluation for FY22. Board Chair Freeman advised to proceed with recommendation for approval in this Committee.

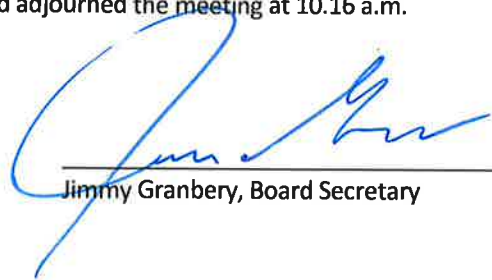
Chair Stevenson made a motion to award full bonus to the President and CEO, in accordance with the employment agreement in place June 30, 2022. Board Chair Freeman seconded the motion, which carried by vote of 3 to 0.

V. INFORMATION ITEMS

No information items were presented.

VI. ADJOURN

There being no further business brought before the Management Committee, Chair Stevenson thanked the Commissioners for their participation and adjourned the meeting at 10.16 a.m.



Jimmy Granbery, Board Secretary