

**MINUTES**  
**Virginia Port Authority Board of Commissioners**  
**Executive Committee Meeting**  
**August 12, 2022**

The Virginia Port Authority (“VPA”) Executive Committee (“Committee”) held a meeting on August 12, 2022 in the VPA Boardroom, 101 W. Main Street, 600 World Trade Center, Norfolk, Virginia.

Committee Members Present:

Aubrey L. Layne, VPA Board Chair  
Faith B. Power, VPA Board Vice Chair (electronic)  
John C. Asbury  
Deborah C. Waters

Committee Members Absent:

James C. Burnett

VPA Staff Present:

Ryanne A. Shields, Secretary to the Board  
Stephen A. Edwards, CEO and Executive Director (entered at 9:30am)

In accordance with the VPA Board of Commissioners Electronic Participation Policy, Vice Chair Power participated by electronic connection from her personal residence in Winchester, Virginia due to previously scheduled professional meetings in the Winchester area.

VPA Board Chair Layne called the meeting to order at 9:00am and thanked the Committee Members for serving as leadership for the Board.

**Motion for Closed Session**

At 9:01am, Chair Layne requested a motion to go into closed session. The motion was read by Commissioner Waters as follows:

“I move that the VPA Board’s Executive Committee convene a closed meeting in accordance with The Virginia Freedom of Information Act, pursuant to the requirements of §2.2-3711(A)(1) to discuss the employment, assignment, appointment, promotion, performance and salaries of specific employees of a public body, and the provisions of §2.2-3705.6, to discuss proprietary data furnished to the VPA in confidence, and the provisions of §2.2-3711(A)(6) for the discussion or consideration of the investment of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the governmental unit would be adversely affected.”

The motion was seconded by Commissioner Asbury and passed by a vote of the Executive Committee Members as follows:

Ayes: 4 (Layne, Power, Asbury, Waters)

Nays: 0

Absent During Vote: 0

Absent During Meeting: 1 (Burnett)

**End of Closed Session**

At 9:46am, the Executive Committee came out of closed session and the following resolution was read by Commissioner Waters:

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“Whereas, the Executive Committee 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;

Whereas, §2.2-3712 of the Code of Virginia requires a certification that such closed meeting was conducted in conformity with Virginia law;

Now, therefore be it resolved, that the committee member certifies that, to the best of each member’s knowledge, (i) only public business matters lawfully exempted from open meeting requirements under this chapter 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 by the Committee.”

The resolution was seconded by Commissioner Asbury and passed by a roll call vote of the Executive Committee Members as follows:

Ayes: 4 (Layne, Power, Asbury, Waters)  
Nays: 0  
Absent During Vote: 0  
Absent During Meeting: 1 (Burnett)

**Open Session**

At 9:48am, Chair Layne requested the Committee’s approval of Resolution 22-07, whereas S. Edwards has achieved 100 percent of his Performance Objectives for Fiscal Year 2022, awarding S. Edwards the full incentive compensation outlined in his employment agreement.

**Action:** Upon motion by Chair Layne, seconded by Commissioner Asbury, the Committee unanimously approved Resolution 22-07 Approving the Fiscal Year 2022 Incentive Compensation for Stephen A. Edwards CEO and Executive Director of the Virginia Port Authority at 100 percent of the eligible award based on Fiscal Year 2022 performance.

Ayes: 4 (Layne, Power, Asbury, Waters)  
Nays: 0  
Absent During Vote: 0  
Absent During Meeting: 1 (Burnett)

There being no further business and no members of the public present for comment, the meeting adjourned at 9:50am.

Respectfully submitted,

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Ryanne A. Shields  
Secretary to the Board