



**Silicon Valley Clean Energy Authority
Board of Directors Special Meeting**

Monday, July 10, 2017
10:00 am

Sunnyvale Community Center | Recreation Center
Neighborhood Room
550 E Remington Drive
Sunnyvale, CA

MEETING MINUTES

Call to Order

Chair Rennie called the meeting to order at 10:05 a.m.

Roll Call

Present:

Chair Rob Rennie, Town of Los Gatos
Alternate Director Steve Schmidt, Town of Los Altos Hills
Director Courtenay C. Corrigan, Town of Los Altos Hills (arrived at 10:10 a.m.)
Alternate Director Anthony Eulo, City of Morgan Hill
Director Jim Griffith, City of Sunnyvale
Director Margaret Abe-Koga, City of Mountain View (arrived at 10:06 a.m.)
Director Howard Miller, City of Saratoga
Director Rod Sinks, City of Cupertino
Director Liz Gibbons, City of Campbell
Alternate Director Jean Mordo, City of Los Altos
Director Burton Craig, City of Monte Sereno

Absent:

Vice Chair Daniel Harney, City of Gilroy
Director Dave Cortese, County of Santa Clara

Regular Calendar

1) Discuss and Provide Direction on Process for Hiring New Chief Executive Officer (CEO)

Chair Rennie announced the item and purpose of the special meeting. CEO Tom Habashi provided introductory remarks and recommended suggestions for hiring a new Chief Executive Officer.

Director Corrigan arrived at 10:10 a.m.; Alternate Director Schmidt returned to the audience to serve as a member of the public.

CEO Habashi responded to Board questions regarding his recommendations.

Chair Rennie opened public comment.

Steve Schmidt thanked CEO Habashi for his contributions and inquired what skill sets would be most important for a CEO at the current stage of SVCE. CEO Habashi responded it should be someone who understands the industry, power procurement process, and someone who will be sensitive to the community's needs.

Chair Rennie closed public comment.

At approximately 10:30 a.m., Director Gibbons was disconnected from the meeting due to technical difficulties.

Chair Rennie restated the suggestions given by CEO Habashi which included three options: 1) hire a utility recruiter, 2) use SVCE's current recruiter who can help through the filter process, or 3) involve LEAN Energy to help with the recruitment process.

The Board discussed the options presented as well as using a hybrid approach of the recommendations. Board comments included hiring an executive recruiter for a national hiring effort, interim CEO candidates, the process for selecting a recruiter for hiring, formation of a subcommittee for the recruitment process, involving industry professionals like Shawn Marshall of LEAN Energy, timing for hiring, values for the hiring process which included a broad search, open process, professional and transparent, and general ideas regarding the hiring process.

CEO Habashi responded to Board questions and provided additional information.

General Counsel Greg Stepanicich noted the Board could hold a closed session during the August Board meeting to discuss candidates for the interim CEO to evaluate who would be the best person for the position. General Counsel Stepanicich confirmed with Chair Rennie that SVCE can seek proposals from select recruitment firms with a short period of time to respond and is not required to put out an RFP.

MOTION: Alternate Director Eulo moved and Director Sinks seconded the motion to 1) establish a sub-committee to initiate the recruitment process, 2) set a meeting date in two or three weeks for a special meeting of the Board to endorse the outreach materials, job descriptions, etc. needed for the recruitment, and 3) contract with Bryce Consulting to lead the recruitment.

FRIENDLY AMENDMENT: Director Corrigan offered a friendly amendment to add a fourth step to agendaize a closed session in August to determine an interim pick and/or process to move forward with an interim CEO.

Alternate Director Eulo and Director Sinks accepted the friendly amendment.

Chair Rennie requested clarification if Bryce Consulting would work alone or if LEAN Energy would assist; Alternate Director Eulo responded that the decision would be up to the subcommittee. General Counsel Stepanicich noted that the interim candidates could be evaluated in closed session, and the process for selecting the interim candidates could be established at the current meeting.

REVISED MOTION: Alternate Director Eulo requested a revision to his motion to include a fifth element to include that the Board endorse that the recruitment be broad, include national exposure, be timely and transparent.

Director Sinks and Director Corrigan accepted the revision to the motion.

Following discussion, Alternate Director Eulo adjusted part 2 of his motion to reflect a three-week check in without the mention of outreach materials, job descriptions, etc. needed for the recruitment.

Director Sinks and Director Corrigan accepted the adjustment to the motion.

Chair Rennie opened public comment.

Bruce Naegel spoke in support of getting an interim CEO in place and noted the importance of deciding what interim CEO characteristics the Board is looking for.

Chair Rennie closed public comment.

RESTATED MOTION: Alternate Director Eulo moved and Director Sinks seconded the motion to 1) appoint a sub-committee to initiate the recruitment process, 2) schedule an approximate three-week check-in of the

Board, 3) proceed to empower the sub-committee to contract with Bryce Consulting, 4) agendaize a closed session at the Board Meeting in August for discussion of interim CEO candidates, and 5) objectives of the recruitment process are to include an open process of national exposure, be timely and transparent.

The motion failed to pass with six affirmative votes and Directors Griffith, Abe-Koga, and Craig dissenting by roll call vote.

It was confirmed that Director Gibbons was not on the teleconference line.

MOTION: Director Craig moved and Alternate Director Eulo seconded the motion to hire Bryce Consulting. The motion passed with Directors Griffith and Abe-Koga dissenting, and Vice Chair Harney and Directors Gibbons and Cortese absent.

MOTION: Alternate Director Eulo moved and Director Abe-Koga seconded the motion to add a closed session to the August regular Board of Directors meeting to evaluate interim CEO candidates. The motion passed unanimously with Vice Chair Harney and Directors Gibbons and Cortese absent.

MOTION: Director Griffith moved and Director Abe-Koga seconded the motion to immediately choose a subcommittee to discuss with CEO Tom Habashi and the two internal interim CEO candidates, and come back to the closed session in August with a recommendation for an interim CEO. The motion passed with Alternate Director Eulo dissenting, and Vice Chair Harney and Directors Gibbons and Cortese absent.

The Board discussed who would make up the subcommittee.

MOTION: Alternate Director Eulo moved and Director Craig seconded the motion to appoint Directors Griffith, Abe-Koga, Sinks, and Chair Rennie to the subcommittee to evaluate interim CEO candidates. The motion passed unanimously with Vice Chair Harney and Directors Gibbons and Cortese absent.

Director Griffith clarified the subcommittee would meet with CEO Habashi and the two candidates individually to gauge interest, gather information, and set expectations. The subcommittee and CEO Habashi discussed a meeting date/time.

Director Abe-Koga left the meeting at 11:37 a.m.

MOTION: Director Miller moved and Alternate Director Eulo seconded the motion to appoint Directors Abe-Koga, Miller, Sinks, and Chair Rennie to the subcommittee for the recruitment process for CEO. The motion passed unanimously with Vice Chair Harney and Directors Abe-Koga, Gibbons, and Cortese absent.

MOTION: Director Sinks moved to have Shawn Marshall of LEAN Energy assist in recruitment. The motion died due to lack of a second.

Board members noted that the decision would be made by the subcommittee of who would be involved in the recruitment process.

The Board discussed noticing of CEO Habashi's departure in the form of a press release.

MOTION: Director Griffith moved and Director Corrigan seconded the motion to authorize the Chair to work with staff on a press release announcing CEO Habashi's departure from SVCE. General Counsel Stepanicich noted that direction could be given to staff without a formal vote on a motion.

Board members were in consensus that staff work on a press release with additional review at the discretion of the Chair.

Adjourn

Chair Rennie adjourned the meeting at 11:44 a.m.