

**MINUTES OF EXECUTIVE COMMITTEE MEETING
OF THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM
March 26, 2019**

An Executive Committee meeting of the directors of The Water Works Board of the City of Birmingham was held on Tuesday, March 26, 2019 at 11:30 a.m., in the principal office of the Board, 3600 First Avenue North, Birmingham, Alabama.

The following Committee Members were present: William Burbage, Jr., Deborah Clark, Brenda Dickerson, Tommy Joe Alexander, Sherry Lewis, and George Munchus. The following Committee Members were not present: Brett King, William Muhammad, and Ronald Mims.

Also attending were: Michael Johnson, Interim General Manager; Sonny Jones, Assistant General Manager; Grace Amison, Executive Assistant to the Board of Directors; Anitra Hendrix, Executive Assistant to the General Manager; George Anderson, Rick Jackson and Terrell Jones, Board Employees; K. Mark Parnell, Parnell Thompson, LLC; Kelvin Howard, Kelvin W. Howard, LLC; Tommy Palladino, Agency 54; and Melissa Ausborn, State of Alabama Attorney General's Office.

Inasmuch as six of the committee members were present; Chairman Burbage declared a quorum in attendance. The meeting was called to order at 11:34 a.m. and Mr. George Anderson opened the meeting with prayer.

The General Manager stated there were two (2) items on the agenda to be reviewed and discussed.

Following, the Committee moved to the first item on the agenda, Request Committee to hear proposals concerning the search for potential candidates to fill the position of General Manager of The Water Works Board. Chairman Burbage then recognized Monroe Moseley, Isaacson Miller, to make a presentation. Mr. Moseley stated Isaacson Miller was established in 1982 with offices located in Boston, Washington, D.C., Philadelphia and California with 200 employees. He stated Isaacson Miller has 78 percent repeat clients and solely works for not-for-profits in various fields. Mr. Moseley indicated he has worked for the company for 30 years and in the past he has worked with the University of Alabama at Birmingham and Neighborhood Housing Services of Birmingham. He then gave an overview of their process. He stated that he, along with two colleagues, will work with the board. He stated diversity is a part of the searches they perform. He then gave an overview of representative searches Isaacson Miller has performed. Mr. Moseley then gave an overview of the typical search process. He stated the process consists of five phases and they will be transparent throughout the process. He stated the first four weeks comprise, Phase I, understanding the challenges; Phase II, networking and screening or prospective candidates; Phase III, narrowing the field; Phase IV, selecting finalists; and Phase V, making the final choice. He stated candidates can be pulled from various backgrounds and it would be good to have options within the pool. Mr. Moseley presented the Committee with a handout. A copy is on file in Diligent. Director Lewis questioned when did Isaacson Miller perform the search for the Washington Suburban Sanitary Commission (WSSC). Mr. Moseley responded WSSC hired a candidate recommended by Isaacson Miller in 2004, and it took four months. Director Dickerson questioned how Isaacson Miller would setup a partnership with the Board. Mr. Moseley responded

a profile would be written that would consist of the goals BWWB would like to accomplish. He stated the search committee and the board would need to sign off on a working plan. Director Lewis questioned how long the search for the president for Tuskegee Institute took. Mr. Moseley responded eight months, which is typical for universities. Director Lewis questioned the shortest search conducted by Isaacson Miller. Mr. Moseley responded four weeks. Director Lewis questioned where Isaacson Miller would conduct their search. Mr. Moseley responded the search would be conducted nationally. Director Clark questioned the average cost associated with each search. Mr. Moseley responded the standard formula for search firms is 33 percent of the first year's cash compensation plus 10% for indirect costs. He indicated it is not uncommon to use a fixed cost with public organizations. Director Lewis stated the information presented by Isaacson Miller states their standard fee is \$60,000.00. Mr. Moseley responded the fee is negotiable.

Following, Chairman Burbage recognized Kenyatta Uzzell, Polihire, to make a presentation. Mr. Uzzell stated Polihire was founded in 2005 in Washington, D.C. and has offices in Durham, North Carolina and Northern Virginia. He stated he has experience in recruitment since 1993. He indicated Polihire's focus is to conduct searches for non-profits and public entities. He stated their leadership team has more than 30 years' experience, which includes his Co-Lead Bill Howland. Director Dickerson questioned how many employees Polihire has. Mr. Uzzell responded Polihire has three (3) full time employees and two (2) consultants. Mr. Uzzell stated they do not work with more than five to seven clients at one time, they are very responsive, and confidentiality is a must in their firm. Director Dickerson questioned the position of the third full time employee at Polihire. Mr. Uzzell responded Dr. Kamala is the Director of Search Assessment and he indicated she is a psycho therapist who performs emotional intelligence assessments. Mr. Uzzell then gave an overview of their client base, guarantee for their placements, and the AccuMatch search process. He indicated only candidates who have been fully vetted would be presented to the board. He stated the proposed fixed price fee for the board would be 15 percent of the first year's annual salary. Mr. Uzzell then gave an overview of the emotional intelligence tool and stated it shows the strengths of the potential candidates. Director Munchus questioned whether the emotional intelligence assessment was a developmental tool and Mr. Uzzell responded yes. Mr. Uzzell then gave an overview of their search process. Director Lewis questioned whether Polihire would conduct a replacement search at no charge if a hire left the company. Mr. Uzzell responded yes and stated the board would pay for advertisements. He indicated they have not had a hire to leave a job. Director Lewis questioned when was Polihire's last appointment. Mr. Uzzell responded in 2018 and they have appointments this week. Director Dickerson requested Mr. Uzzell to explain the fee schedule again. Mr. Uzzell responded when final interviews with candidates are conducted, they ask the board to cover travel costs. Director Dickerson questioned how Polihire meets candidates. Mr. Uzzell responded they meet with candidates via Skype or in-person. Director Lewis questioned whether Polihire would meet with board members individually. Mr. Uzzell responded yes and stated the information gained from those meetings would be compiled to make a profile. Director Lewis questioned what Polihire's time table would be. Mr. Uzzell responded 90 days.

Following, the Committee moved to the second item on the agenda, New Business. Director Dickerson questioned when the board would receive a report regarding the H2O Foundation. The Interim General Manager stated there has been discussions regarding the foundation making a presentation before the board. Board Attorney Mark Parnell stated the foundation is closing out its financials for 2018. Director Munchus questioned whether Mac

Underwood is still associated with the foundation. Mr. Parnell stated Mr. Underwood has not resigned but the foundation has not had a meeting since his departure. Director Lewis requested a list of board members for the H2O Foundation.

Next, Chairman Burbage asked the Committee whether they have a resolution to come out of this meeting to present at the March 27, 2019 board meeting. Director Lewis stated she thinks this item needs to be moved forward. Director Munchus stated he was not in favor of moving forward with the item. Director Lewis made a motion to move Isaacson Miller and Polihire to the board's next agenda. Director Dickerson questioned whether there would be enough time to add the item to the board's agenda since there wouldn't be a 24-hour notice. Mr. Parnell stated the item could be brought up under new business.

Following, as there was no further business before the Committee a motion was made to adjourn, and the meeting adjourned at 12:41 p.m.

/s/
Michael Johnson
Interim General Manager

/s/
William Burbage, Jr.
Chairman/President

/s/
Deborah Clark
First Vice Chairwoman/First Vice President

/s/
Dr. Brenda Dickerson
Second Vice Chairwoman/Second Vice President

/s/
Tommy Joe Alexander
Assistant Secretary/Assistant Treasurer

/s/
Sherry W. Lewis
Director

/s/
Dr. George Munchus
Director