



VIRGINIA COMMERCIAL SPACE FLIGHT AUTHORITY

SPECIAL MEETING OF THE BOARD OF DIRECTORS ELECTRONIC MEETING MINUTES SEPTEMBER 1, 2020

This electronic meeting was assembled during a declared state of emergency, as a result of the COVID-19 pandemic, when it was impracticable or unsafe to assemble a quorum in a single location to discuss or transact the business statutorily required or necessary to continue operation of the public body in accordance with Item 4-0.01.g of Chapter 1289 of the 2020 Amendments to the 2019 Appropriation Act.

Call to Order, Opening Remarks and Roll Call. The Board of Directors (“Board”) of the Virginia Commercial Space Flight Authority (“VCSFA”) held a special electronic meeting via the GoTo Meeting platform, on September 1, 2020. Director Jeff Bingham welcomed meeting attendees and called the meeting to order at 10:00 AM. A roll call was conducted of VCSFA Board members, colleagues with VCSFA, and guests,. A quorum was established, and attendees identified themselves as follow:

MEMBERS PRESENT:

Jeff Bingham	CEO and Policy Analysis, Focused Solutions and Strategies LLC
James McArthur, Jr.	Vice Admiral, U.S. Navy, (Ret.)
Edward Bolton, Jr.	Major General, U.S.A.F., (Ret.)
Marke “Hoot” Gibson	Major General, U.S.A.F., (Ret.)
Mark Flynn	Executive Director, VA Dept. of Aviation
Shannon Valentine	Secretary of Transportation, Commonwealth of Virginia
Morris Foster	Vice President of Research, ODU
Kathryn Thornton (attended remotely)	Professor Emeritus, UVA (Ret.)

MEMBERS ABSENT:

Linda Thomas-Glover	Vice President, SACSOC
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OTHERS PRESENT:

Dale K. Nash	CEO and Executive Director, VCSFA
Kim Read	External Relations Manager, VCSFA
Julie Whitlock	Chief of the Transportation Section and Senior Assistant Attorney General, Commonwealth of Virginia

Discussion and Motion to Convene an Electronic Meeting. Chair Jeff Bingham explained the factual basis for convening an electronic meeting. The VCSFA Board convened to discuss statutorily required information that will cover personnel matters and resolutions necessary to transact the business of VCSFA. Chair Jeff Bingham made the following motion:

“I move that the Board convene an electronic meeting in accordance with requirements of Item 4- 0.01.g of Chapter 1289 (2020 Acts of Assembly), to discuss or transact business statutorily required or necessary to continue operation of the Virginia Commercial Space Flight Authority.”



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The motion was seconded by Director Kathryn Thornton. A roll call vote was conducted, and the motion passed unanimously with Directors Bolton, Flynn, Foster, Gibson, McArthur, Thornton, Valentine, and Bingham voting in favor. Director Thomas-Glover was absent for the meeting and the vote.

Motion for Closed Session. Chair Jeff Bingham made the following motion:

"I move that this meeting be recessed, and that the VCSFA Board reconvene in a Closed Session pursuant to Section 2.2-3711 (A)(1) of the Code of Virginia to discuss the assignment, appointment, promotion, performance, and salaries of certain executive employees.

"Additionally, I move that counsel attend the Closed Session because their presence is deemed necessary and will aid the Board in its consideration of this matter."

The motion was seconded by Director Mark Flynn. A roll call vote was conducted, and the motion passed unanimously with Directors Bolton, Flynn, Foster, Gibson, McArthur, Thornton, Valentine, and Bingham voting in favor.

Chair Jeff Bingham declared the open session recessed and instructed board members to access the closed session.

Reconvene in Open Session and Certification. The Board reconvened in open session. A roll call vote was conducted to certify compliance that (1) only public business matters lawfully exempted from the open meeting requirements under the Freedom of Information Act, were discussed and (2) that only such public business matters as were identified in the motion by which the executive session was convened were heard, discussed, or considered. Directors Bolton, Flynn, Foster, Gibson, McArthur, Thornton, Valentine, and Bingham voted affirmatively for the certification.

Motion to Address Closed Session Discussion. Chair Jeff Bingham asked counsel Julie Whitlock to read the resolution resulting from the closed session, which follows:

RESOLUTION OF THE BOARD OF DIRECTORS OF THE
VIRGINIA COMMERCIAL SPACE FLIGHT AUTHORITY
September 1, 2020

A RESOLUTION APPROVING A SECOND AMENDMENT TO THE EMPLOYMENT CONTRACT
WITH DALE NASH

WHEREAS, §2.2-2203 of the Code of Virginia states that the compensation of the Executive Director and Chief Executive Officer of the Virginia Commercial Space Flight Authority shall be fixed by the Board of Directors in accordance with law; and

WHEREAS, §2.2-2203 further states that the compensation shall be established at a level which will enable the Authority to attract and retain a capable Executive Director; and

WHEREAS, the Board of Directors and Dale Nash entered into an employment agreement dated June 11, 2014; and



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WHEREAS, the first amendment to the employment agreement, dated February 3, 2017, established a Longevity Bonus to be paid upon separation; and

WHEREAS, the employment agreement set 2022 as the target year for Mr. Nash's retirement; and

WHEREAS, the parties wish to amend certain provisions of the employment agreement, to address a transition period during the next one to two years;

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors grants Mr. McArthur the authority to finalize a second amendment to the employment agreement and appoints Mr. Bolton to prepare a succession plan to identify a candidate to succeed Mr. Nash, and to assemble a search committee which may include Board members. The Board further directs that staff of the VCSFA assist Mr. Bolton in the preparation and implementation of the succession plan.

Director Kathryn Thornton made a motion to adopt the resolution as read. Director Mark Flynn seconded the motion. A roll call vote was conducted, and the motion passed unanimously with Directors Bolton, Flynn, Foster, Gibson, McArthur, Thornton, Valentine, and Bingham voting in favor.

Closing Remarks and Adjournment. Chair Jeff Bingham thanked meeting attendees for their participation on short notice. Director Mark Flynn made a motion to adjourn the meeting, which was seconded by Director Marke Gibson. A roll call vote was conducted, and the motion passed unanimously with Directors Bolton, Flynn, Foster, Gibson, McArthur, Thornton, Valentine, and Bingham voting in favor. Chair Jeff Bingham adjourned the meeting at 11:15 AM.

Dr. Linda Thomas-Glover
Secretary, VCSFA Board of Directors

Dale K. Nash
VCSFA CEO and Executive Director