



**GENEDGE ALLIANCE
Board of Trustees Meeting
Friday, June 15, 2018**

Charlottesville, VA

Members Present

Dr. John Dever
Dr. John A. Downey
Mr. Marc Foglia
Ms. Tamea Franco
Mr. Doug Frost
Mr. Rick Gagliano
Ms. Marilyn Hanover
Mr. Roy C. Irvine
Mr. Jeff Jaycox
Mr. John Mead
Dr. Bruce Scism
Dr. Wayne P. Stilwell

Members Absent

Dr. Makola Abdullah
Mr. Jonathan Alger (Rep)
The Hon. Brian Ball
Dr. Kevin Creehan (No response)
Mr. Hans de Koning
Dr. Tiffany McKillip Franks
Mr. Aviv Goldsmith
Mr. David Lohr
Mr. Kevin Mumpower
Mr. Meiky Tollman

Representative Present

Representative Absent

Dr. Jaime Camelio

Others Present: Mr. Bill Donohue, Ms. Cindy Glisson, Dr. Yvonne Harris (rep. for Dr. Alger), Ms. Flora Hezel (Attorney General), Mr. Joshua Law (Attorney General), Ms. Aimee McCarthy, Ms. Valerie Simpson, and Mr. Dean Young.

~Call to Order~

Ms. Franco, called the meeting to order at 11:15 a.m. She welcomed everyone and thanked them for attending.

~Approval of Minutes~

Ms. Franco asked the board members to review the minutes from the March 16, 2018 meeting. Ms. Franco next asked for any additions, corrections, changes, or discussion to the minutes. With there being no changes, a motion was made, properly seconded and approved.

~Introductions~

Ms. Franco introduced Ms. Flora Hezel and Mr. Joshua Laws, staff members from the Attorney General's office.

~Nominations Committee~

Mr. Stilwell discussed with the board the need to compile a nomination committee for 2019. The board agreed to contact Dr. Stilwell to volunteer for the committee and present a slate of officers to be voted on at the September 21, 2018 board meeting. Ms. Marilyn Hanover agreed to participate as a member.

~HR & Compensation Plan Review & Approval ~

Dr. Stilwell, Chair, reviewed the HR and Compensation Plan that was created by the HR and Compensation board committee, with the board members stating that an approval was needed to accept the plan. A motion by Mr. Gagliano to accept the plan and it was seconded by Mr. Jaycox. The motion carried and the plan was approved.

~Strategic Goal Setting~

Mr. Gagliano began by stating that the Strategic goals discussed at the March meeting were presented to the GENEDGE Staff in April and were well received.

Next Mr. Gagliano expressed to the board that Bold Steps were created to help establish quantifiable goals using the objectives that were set.

Ms. Franco called for a motion to accept the Strategic Goals plan. Dr. Stilwell made the motion, it was properly second and approved.

~Financial Overview~

Mr. Donohue began by reviewing the Operating Metrics perspective stating we have been able to utilize our gross bookings.

Next Mr. Donohue reviewed the operating metrics for FY18 through April, 2018. Gross bookings were \$2,754,829. Gross billings totaled \$1,495,197. Net billings were \$1,318,563. Backlog was \$1,958,996 and net cash position was \$1,407,090.

Mr. Donohue concluded by reviewing the period close, April 2018. Mr. Donohue stated that cash retained would be less than target, certainly not to exceed \$1.2 million.

~ Operations Plan, Risks, Sources of Funds & Service Mix~

Mr. Donohue began by reviewing the table of contents and Vision and Mission statements with the board members. He then discussed the GENEDGE Strategic Planning five bold steps.

Next, Mr. Donohue informed the board of the Risk Analysis stating that plan achievement hinges on timely execution of hiring, onboarding and training staff for succession execution. He then talked about consolidated budget and reviewed the new organization chart.

Ms. Glisson reviewed the GENEDGE office locations stating that locations are in Abingdon, Blacksburg (VT), Disputanta (CCAM), Fairfax, Martinsville (HQ), Richmond, Wytheville (partner MTC), and new offices in Newport News (Reinvent Hampton Roads). There are student team agreements operating out of James Madison University, Virginia State University and Virginia Tech (Grado School of Engineering).

Ms. Glisson next informed the board of GENEDGE revenues which reflects 1) investments by our clients in direct services, 2) MEP and State match for a cooperative agreement to operate the center, 3) MEP to operate MedMMAP National Network Program and support Mfg. USA institutes, 4) Appalachian Regional Commission and MATAAC funds for coal field services diversification SW VA, GoVA investments in Southside and Hampton Roads; DoD investments in New Aircraft Carrier Construction, Cyber Security and Rural DoD supplier resiliency. He next reviewed the GENEDGE Services Mix stating that services projected show a diversified model driven by a strong value proposition, supported by highly capable staff, our sub-recipient MTC and a strong set of third party providers.

~Motion to Go Into Closed Session~

Dr. Downey asked Ms. Franco to go to closed session to discuss personnel matters. Ms. Franco so moved pursuant to Section 2.2-3711 A1 of the Code of Virginia to go to closed meeting for the sole purpose of discussing personnel matters. The motion was seconded by Dr. Dever and was approved.

~ Closed Session~

~ Re-open Public Meeting~

Upon coming out of the closed session the members of the board individually affirmed that the only business discussed was personnel matters. The following motions were recommended by the Attorney General's aid and made upon coming out of closed session by Dr. Wayne Stilwell, Chair, GENEDGE Board of Trustees Human Resources and Compensation Committee.

1. Motion to approve hiring of Twitty Legal Consulting: I moved to approve the recommendation of the board of GENEDGE to retain Twitty Legal Consulting to perform

an independent administrative investigation into complaints lodged by GENEDGE employees with human resources. So moved and seconded and approved.

2. Motion to appoint Investigation point of contact: I move to approve the recommendation of the board to appoint Dr. John Downey to serve as the board's primary point of contact for the administrative investigation for purposes of reviewing invoices and providing requested assistance to Twitty Legal Consulting. So moved and seconded and approved.
3. Motion to place Executive Director on leave: I move to approve the recommendation of the board to place the Executive Director of GENEDGE on leave with pay during the pendency of the independent administrative investigation. So moved and seconded and approved.

A motion was made to reach out to Mr. Michael Bollinger, Ms. Cindy Glisson and Mr. Dean Young to be appointed as acting Executive Director in that order. So moved and seconded and approved.

~Business Model~

Ms. Glisson stated that the GENEDGE business model has been focused on product and service offering in a traditional, sequential and linear flow based on a sales pipeline approach, a traditional product marketing and sales process, and a consultant centric delivery method. She next informed the board that while we have maintained our customer base, our market penetration especially with new clients has not met goals. Given the change in strategic intent, we are realigning our business model and services to better link stakeholder expectations, client needs, strategic intent and operational capabilities to move beyond the traditional services provider model. Ms. Glisson stated that to support this effort in the short term and to prepare for future business software upgrades or systems, GENEDGE started and continues to update existing business system client data and to capture client engagement history.

Mr. Young reviewed the GENEDGE Business Model Platform to the board. He began by stating that value creation is enabled by providing conduits for information and interactions between the elements of the ecosystem. These multi-dimensional interactions will be facilitated by our staff, operational activities and through our systems and processes. In order to execute this model, we will evolve our marketing, business development, and operational activities and expand our offerings beyond just providing direct services through traditional project work. As we are able to provide increasing value to the participants we should be able to increase the "stickiness" of the model so that the population we serve grows over time and supports our goals for market penetration, impact and revenue. GENEDGE will then become more relevant to the Commonwealth as an economic development resource for existing industry.

~Programs & Services~

Ms. McCarthy began her discussion of MEP Programs and Services. The Core targeted programs are EDGE –VA, Fast Track – VA, University Student Programs, Tobacco Region Revitalization Commission and R&D Assessments.

Mr. Young next reviewed the DoD OEA Grant programs that consist of Cyber Virginia and DoD Rural Growth.

Ms. Glisson concluded by reviewing the ARC Heart Grant Supply Chain, Energy Management, Go Virginia, Manufacturing USA – Power America, Next Flex and Digital Manufacturing Design (DMDII), MedMMAP, Technology Acceleration and Transfer, CCAM, MILTECH and Trade Adjustment Assistance Programs with the board.

Ms. Franco called for a motion to approve the Operating Plan and Business Model. The motion was made by Dr. Downey, seconded by Mr. Jaycox and approved.

~Recognition/Board Retreat/Other

Next Ms. Franco presented a service plaque from Governor Terry McAuliffe to Ms. Hanover.

Ms. Franco informed the board that GENEDGE is hiring an attorney to conduct a retreat at the September 21, 2018 meeting.

Ms. Franco thanked Ms. Hezel for attending our meeting today and she stated that she has extended an open invitation for Ms. Hezel to attend all future board meetings as her schedule allow.

~Adjournment~

Ms. Franco asked for new business. There being none, the meeting was adjourned.