

Board of Trustees Virtual Meeting

**Boars Head Inn & Resort
Charlottesville, VA**

**Friday, December 3, 2021
11:00 AM – 2:30 PM**

Members Present

Mr. Matthew Clark
Dr. John A. Downey
Mr. Marc Foglia
Mr. Rick Gagliano
Mr. Jeffrey Jaycox
Mr. John Mead
Mr. Wesley Reid
Ms. Karen Sorber

Members Absent

Dr. Makola Abdullah
Mr. Peter Bale
The Honorable Brian Ball
Dr. Tiffany McKillip Franks
Mr. Doug Frost
Ms. Marilyn Hanover
Dr. Brian Hemphill
Dr. Shannon Kennedy
Mr. Jim McEwan
Mr. Abdelkarim Moharram
Dr. Bob Stolle
Mr. Wayne Stilwell
Mr. Kaushik Vashee
Dr. Kristen Westover

Representative Present

Dr. Eric Weisel (rep. for Dr. Hemphill)
Mr. Thomas Williams (NIST)

Representative Absent

Dr. Eileen Van Aken

Others Present: Mr. Tony Cerilli, Mr. Josh Dawson, Mr. Bill Donohue, Ms. Flora Hezel (Attorney General), Mr. Scott Schein, Ms. Valerie Simpson, and Mr. Dean Young.

~Call to Order~

Mr. Jaycox welcomed everyone and thanked them for attending. Next Mr. Jaycox ask Ms. Simpson to call the roll to establish a quorum. A quorum was established so Mr. Jaycox called the meeting to order at 11:00 a.m.

~Approval of Minutes~

Mr. Jaycox asked the board members to review the minutes from December 2021, meeting. Mr. Jaycox next asked for any additions, corrections, changes, or discussion to the minutes. With there being no changes, Mr. Mead made a motion to accept the minutes. The minutes were properly seconded by Dr. Downey and approved.

~Review & Approval of FY22-25 Strategic Framework~

Ms. Karron Myrick and the Bear Technologies team presented to the board the framework for the FY 22-25 Strategic Plan. The plan is to be finished by the GENEDGE Associates.

Mr. Jaycox next called for a motion to accept the FY 22-25 Strategic Plan Framework. Mr. Reid made a motion to accept, and it was properly seconded by Mr. Mead and accepted.

~External Audit Review~

Mr. Dawson began by introduction Mr. Curtis Joachim of the Joachim group. Mr. Joachim then presented the FY2021 Single Audit Report by first reviewing the audit objectives. The audit objectives were to perform an audit of the financial statements of the governmental activities and the business-type activities of A. L. Philpott Manufacturing Extension Partnership d/b/a GENEDGE ALLIANCE (GENEDGE) as of and for the year ended June 30, 2021.

Next, Mr. Joachim presented the audit conclusions stating that in their opinion, GENEDGE's financial statements present fairly, in all material respects, the respective financial position of the governmental activities of the business-type activities of GENEDGE as of June 30, 2021, and the respective changes in financial position, and cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Mr. Joachim next presented the findings along with seven recommendations. He concluded by stating that GENEDGE may consider the following: formation/establishment of an audit committee, expanding annual risk assessment to include fraud risk, exploring options to adopt an accounting system that is compatible with its operations and facilitates grant management, accounting, and reporting, options to automate the cost allocation

process, and implementing procedures to review and approve payroll processed by VCCS after they are “certified” by P&HCC but before being posted to the accounting system by VCCS.

~Financial Updates~

Mr. Dawson began by reviewing the Operations Metrics FY22 (4 months). He stated that Gross bookings were \$1,157,924. Gross billings totaled \$1,602,858. Net billings were \$678,144. Backlog was \$2,646,170 and net cash position was \$1,646,178.

Mr. Dawson next reviewed the Booking and Billings by Program FY2022 (4 months). He continued by reviewing the Proposal Pipeline FY2022 (4 months), stating that the number of proposals were 113, the number of contacts were 92 and the number of new manufacturers booked were 20.

Mr. Dawson concluded by discussing the Conflict-of-Interest Requirements with the board. He stated that they needed to file a disclosure statement with the Virginia Conflict of Interest and Ethics Advisory Council. Citizen board members file a Financial Statement annually and State Employees file a Statement of Economic Interest annually.

~GoVA Retooling Update~

Mr. Gagliano began by bringing the board members up to speed on what is currently happening with the program.

Next, Mr. Young presented the Phase 1 – Year 1 Status. He stated that the Commercialization Planning is complete. He next said that the companies receiving support services have all final contracts in place, the GoVA program support closed with 12 customers with eight remaining open. The open work may include multiple items.

He then reviewed the Phase 2 application date through November 24, stating that due to PPE phase residual funds, Phase 2 has been expanded to 38 slots. He stated that there are a total of 36 applications, 32 completed assessments and 31 accepted companies. He made note that not all companies move forward from application.

~Funding Scenarios~

Mr. Donohue began by presenting the FY2022 Possible Funding Scenarios to the Board of Trustees. He stated that Centers should prepare for there being no change from FY2021: \$150 million cost share exempt. And that with any type of increase there will be a 25-40% in base funds, and a CAP award focused in one or more of the

following areas: workforce, supply chain resiliency, and/or technology demonstration (including advanced manufacturing and cybersecurity).

Mr. Jaycox called for a motion to accept the proposed \$1 million Ask to change Item 2 to \$2,086,350, to cover all of Virginia. Dr. Downey made a motion to accept, and it was properly seconded by Mr. Mead and approved.

~Nominating Committee~

The following officers were elected for the GENEDGE Board of Trustees:

Chair – Mr. Jaycox

Vice Chair – Mr. Frost

Secretary – Mr. Donohue

Treasurer – Mr. Dawson

Mr. Jaycox next called for a motion to accept the slate of officers. Ms. Sorber made a motion to accept, and it was properly seconded by Mr. Gagliano and the officers were accepted.

Next, the following were accepted to the newly appointed Financial Audit Board Committee:

Mr. Frost

Dr. Downey

Mr. Clark

Mr. Jaycox next called for a motion to accept the members of the Financial Audit Committee. Mr. Gagliano made a motion to accept, and it was properly seconded by Mr. Reid and the committee members were accepted.

~Public Comment and Adjournment~

Mr. Jaycox called for public comment. There being no public comment Mr. Jaycox and Mr. Donohue thanked everyone for attending. Mr. Jaycox called for a motion to adjourn. A motion was made, properly seconded, and the meeting was adjourned.