

MINUTES
OF THE
GENERAL MANAGER SEARCH COMMITTEE
OF THE
WOODS HOLE, MARTHA’S VINEYARD
AND NANTUCKET STEAMSHIP AUTHORITY

February 10, 2025

Virtual meeting only

Committee Members present: Board Chair James M. Malkin of Dukes County; Board Member Robert R. Jones of Barnstable; Port Council Chair Nathaniel E. Lowell of Nantucket; and Port Council Member Robert S.C. Munier of Falmouth. All members participated via Zoom videoconferencing.

Authority Management present: General Manager Robert B. Davis; General Counsel Terence G. Kenneally; Communications Director Sean F. Driscoll; and Director of Human Resources Janice L. Kennefick. Mr. Davis participated remotely; the remaining staff members were in Room 103 at the Authority’s Administrative Offices.

1. Mr. Malkin called the meeting to order at 10:04 a.m.
2. Mr. Jones announced Mr. Driscoll was making a video and audio recording of the meeting. No other participants recorded the meeting.
3. Mr. Jones announced that, pursuant to Section 20 of Chapter 20 of the Acts of 2021, as amended, some committee members were participating remotely in the meeting because their physical attendance would be unreasonably difficult. Those members were participating via Zoom videoconferencing and were clearly audible to one another. As a result of the members’ remote participation, all votes taken were to be by roll call vote.
4. Mr. Malkin opened the meeting by noting these meetings were “business meetings” where the working group will be interviewing four (4) search firms. The members have eight (8) questions for each firm and follow-ups may be made as the members wish. He then introduced the members of the working group to Mike Stuart from Flagship Management, who joined the meeting via Zoom.

5. Mr. Jones asked what the firm's experience was in having success recruiting executive leadership similar to this position. Mr. Stuart said the firm was primarily a maritime recruitment firm, and the principals all come from a maritime background. One of the things the firm does best is recruiting "from the top down," meaning it places executives who usually come back to Flagship to fill in the rest of their pipeline. The firm has experience both in the private sector and the public sector, including Staten Island Ferry.
6. Mr. Jones asked if Mr. Stuart understood the working group had to work within the bounds of the Open Meeting Law, noting that the initial interviewing of candidates will be done in an executive session, but finalists will be interviewed in public. Mr. Stuart indicated he understood those parameters.
7. Mr. Munier asked Mr. Stuart for his assessment of the current market for senior leaders in the maritime sector. Mr. Stuart said geography and the cost of living have changed everyone's review of where they would potentially move. He said the Authority's search is "highly attractive" and the market is strong. Mr. Munier asked if that meant it would be harder or easier to find someone; Mr. Stuart said it was hot in a good way. Mr. Munier asked if this was an attractive position to market; Mr. Stuart said it "absolutely" was. He said he has watched the search committee meetings on YouTube and has a good feeling of what they are looking for, and he said the Steamship Authority is an attractive name, as is the location. While there will be challenges to the search and to the company, he said he thinks it will be an attractive prospect. Mr. Munier asked how long the search will take; Mr. Stuart said the average is forty-five (45) days, although he's seen it as short as thirty (30) and as long as ninety (90). Mr. Munier asked if, given the high cost of living and the housing challenges, the Authority would be able to attract someone; Mr. Stuart said he believed it would, although you have to find people who are coming "for the right reasons."
8. Mr. Lowell asked what Mr. Stuart's perception was of the key challenges facing the Authority. Mr. Stuart said vessel staffing was a challenge; others would be changing some of the structure of the finances of the company, and then the geography with regard to attracting candidates. He said the right candidate has to be a good cultural fit for the Authority. Mr. Lowell said the right candidate has to have flexibility not only to relocate but within their personal life as well.
9. Mr. Lowell asked if the company had a system in place for ensuring the confidentiality of the search; Mr. Stuart said it ensures the candidate and client alike are as discreet as possible.
10. Mr. Malkin said one of his personal concerns was to find a candidate who is good at change management, who can understand the details of the multiple things that make the Authority work, as well as the impact the Authority has on the lives of its customers. A candidate must have a record of executing process management and change management. He asked what the field would be for candidates in that regard; Mr. Stuart said they have to find someone who has done those things before or shown they can do them right. He said his goal would be to have three (3) to five (5) candidates and that he's been thinking about focusing on some quasi-regional competitors, as well as shipping companies, for a start.

The vetting process will be developed based on conversations with the working group. Mr. Malkin asked if he thought they would be able to find a candidate who would be willing to come and be successful in this area; Mr. Stuart said he did.

11. Mr. Jones asked Mr. Stuart to offer more detail on the search process itself; Mr. Stuart said there is a six-step process: identification, research, public search, assessment, interviewing, and placement, and he offered additional detail for each item. Mr. Jones asked if the firm would, along the way, advise the committee as to how to handle each step, and Mr. Stuart said it did. He added he would share candidates' feedback on the process to determine if adjustments needed to be made. He added Flagship has six (6) recruiters in the United States, but he would be the direct contact to the Authority. Mr. Munier asked if there was some sort of online portal to track that progress; Mr. Stuart said he would ask the rest of the partners and determine the best way to do that.
12. Mr. Malkin said, in his years of experience, search firms tend to have a list of "superstars" they've helped be placed over the years, and he asked what rubric the firm has to find fresh candidates beyond those individuals. Mr. Stuart said the firm has a rubric and its focus is on how many of the so-called boxes each candidate checks. He said the firm has contacts from other fields to see if any interest may be had there, but ultimately it comes down to the direct relationship with the firm and the working group.
13. Mr. Munier asked when a reference check would be done; Mr. Stuart said there would be some discretion on that front, but typically three to five personal reference checks were done.
14. Mr. Munier asked about chemistry with the candidates and developing that relationship to help elicit the right individuals to apply for the job. Mr. Stuart said that's where Flagship shines. He said the industry is a small one and built on personal relationships.
15. Mr. Lowell asked if he could tell the working group of a successful search that would be relevant to this search; he relayed a search from the northeast that was looking for a challenging position with very specific criteria, and they were able to place that person and he is still in the position twelve (12) years later. Mr. Lowell asked if they had ever had an unsuccessful search; Mr. Stuart said it does happen, and noted an instance where the search got canceled and another where an internal candidate was chosen over his external candidate.
16. Mr. Malkin asked what consideration would be given to internal candidates who may be brought into the process by the Authority. Mr. Stuart said, if that was the successful candidate, the third and final payment would not be made because he did not procure the successful candidate. Mr. Malkin asked what would happen if, two months later, the candidate backed out or left; Mr. Stuart said he would return to the short list to find another candidate who was qualified and attractive to the position.

17. Mr. Jones thanked Mr. Stuart for listening to the Authority’s meetings ahead of this discussion. Mr. Lowell said he had to find “a listener” due to the unique nature of the Authority.
18. Mr. Munier asked about other challenges that are facing this search; Mr. Stuart said the biggest are a combination of geography, relocation costs, and the unique nature of the role and the company. Mr. Malkin asked him to be more specific as to the specific challenges faced once the new general manager is hired; he said that person would have to be ready “to be thrown in the fire” and be answerable to the board and the public would be the largest one, along with staffing, capacity, and safety issues.
19. Mr. Jones noted the new general manager would have to be level-headed and have a thick skin due to the numerous projects and competing interests in the company; Mr. Stuart agreed, but he said any attractive candidate would have those qualities. Mr. Malkin noted criticism the Authority faces, some warranted, others not, and asked if there would be candidates who were ready to handle that; Mr. Stuart said there would be based both on his experience and his knowledge of the candidates he had in mind.
20. Mr. Malkin asked Mr. Stuart if he had any questions; they then clarified the process for interviewing the candidates in a closed session versus an open session.
21. At 10:59 a.m., Mr. Malkin declared the meeting in recess until 1 p.m.
22. At 1:02 p.m., the meeting was reconvened. Committee members present were Messrs. Malkin, Jones, Lowell, and Munier, all of whom participated via Zoom. Staff members present were Messrs. Davis, Kenneally, and Driscoll, and Ms. Kennefick. Mr. Davis participated via Zoom; the other staff members were in Room 103 at the Authority’s headquarters.
23. Mr. Driscoll announced Mr. Driscoll was making a video and audio recording of the meeting. No other participants recorded the meeting.
24. Mr. Driscoll announced that, pursuant to Section 20 of Chapter 20 of the Acts of 2021, as amended, some committee members were participating remotely in the meeting because their physical attendance would be unreasonably difficult. Those members were participating via Zoom videoconferencing and were clearly audible to one another. As a result of the members’ remote participation, all votes taken were to be by roll call vote.
25. Mr. Malkin introduced Steve Jay and Frank Jay from Frank Jay Associates, both of whom participated via Zoom.
26. Mr. Jones asked what the firm’s experience was in having success recruiting executive leadership similar to this position. Frank Jay said the company has never done maritime searches as it specializes in major airlines and airports. The company has been in business since the mid-1980s and has strong relationships worldwide. He said, while they are not knowledgeable about maritime searches, they perform their searches across industry lines, and he knows a considerable number of individuals who would be qualified and capable of

doing this work. He said he felt the firm could produce quality candidates, and if he did not then he would not have been interested in the search. He said this industry is not that different from others and the search basis would be the same as it was for their other clients.

27. Mr. Jones asked if they have experience in performing searches that have a public face, given the Authority's status as a public entity. He noted the initial interviews would be done in closed sessions, but the final candidates would be interviewed in open session. Frank Jay said they have dealt with port authorities before and, while they have not had a search specifically like the Authority's, they've come "fairly close to it."
28. Mr. Malkin noted the committee was interested in talking with them because, as a transportation entity, the Authority shares a number of characteristics with airlines and other transport firms, especially regarding logistics, scheduling, equipment, maintenance, personnel, and culture.
29. Mr. Munier asked if the firm had any experience in the maritime space; Frank Jay noted the firm did not, except for a search for a firm owned by Paul Allen to oversee his yachts. Steve Jay noted they talked to people in the cruise industry for that search, in addition to airline-based candidates. They both noted that it had been a successful search.
30. Mr. Munier asked for an assessment of the market the Authority is in in regard to its ability to find someone to take the position. Frank Jay said cost of living would be their biggest impacting factor, and the wider the search is, the more likely it will find good candidates. Frank Jay noted the posted salary of \$215,000-\$225,000 may impact the quality of the candidates given the cost of living on the Cape.
31. Mr. Lowell asked what their perception was of the challenges facing the Authority. Frank Jay said the biggest challenge was to find the right type of individual for the position. He said, while he doesn't know the specific challenges facing the industry, the candidates will be able to tell them that based on their own knowledge. Management and leadership are likely among the biggest challenges, because they are for every industry, he said.
32. Mr. Lowell asked how they would then tailor the search to the challenges facing the Authority; Steve Jay said they would take an approach of looking at multiple industries and starting with local candidates and then expanding the search from there. He said he felt the Authority could attract both "up-and-comers" who are operational leaders and candidates who are a little older and could make a lateral move to be able to move to this community.
33. Mr. Malkin asked for their assessment of the needs or requirements the Authority has for a solid, successful candidate. Frank Jay said they go by the Authority's own job description in that regard. Mr. Malkin asked if there was anything they had learned about the Authority that would impact their view of the type of individual they're looking to hire. Frank Jay said there were not items that were specific to this industry as they felt there are qualities that are universal across industries. Mr. Malkin noted companies in different stages of development need different qualities. Frank Jay said they did not see the Authority as a company in transition.

34. Mr. Jones asked about the company's approach to finding and vetting candidates, and if there was some sort of portal that the working group members could use to view materials related to the search. Frank Jay reviewed the payment structure and then said they source candidates from their own files and then use their relationships to find other candidates. From there they would perform a prescreening before coming down to a list of approximately five candidates to present to the committee. They would then perform the interview process before the working group selects a candidate, or they would return to their list of candidates if the working group did not want to move forward with any of them.
35. Mr. Munier asked about the chemistry the firm establishes with candidates and with the working group and their ability to convince someone to be interested in the position. Frank Jay said both he and Steve Jay are very good with people and the more they talk with the working group the better an idea they will have as to the type of person they want to hire. He said the firm is good at matching that style and values to the candidates that come forth. He said they are able to explain and portray the Authority's capabilities to the point the candidates will be interested in the job. He said he sees the position as one that will be easy to sell without having to sacrifice any honesty. Steve Jay noted that the individual has to be the face of the organization but also manage the operation, and the firm will filter out people who cannot do both.
36. Mr. Lowell asked if they had any searches similar to this one they could share. Frank Jay said their search for the CEO of Cape Air would be one that is very pertinent, as well as one they did for the executive director of a terminal at Kennedy Airport in New York City. Mr. Lowell asked if there were any unsuccessful searches; Mr. Jay relayed a story about a company that did not have a specific enough job description or vision of who they wanted to hire, and it led to a prolonged and tense search.

Mr. Munier said he was not sure the job description would be the tool they need to attract a candidate. Frank Jay said the job description is paramount, but they will do additional work to develop a candidate profile by talking with the working group. ‘
37. Mr. Malkin asked what consideration would be brought to local or internal candidates. Frank Jay said he would recommend the members compare those individuals to the candidates being brought by the firm as they are doing their review.
38. In response to a question from Mr. Malkin, Frank Jay briefly reviewed the payment structure and other terms and conditions.
39. Mr. Malkin asked if there were any questions Messrs. Jay or Jay wanted to ask; Frank Jay asked if the members cared if the candidates came from their area or not, and if not, then what they would be prepared to do regarding relocation costs. Mr. Malkin said, speaking for himself, he did not care where the person came from as long as it was the right person. He said the committee recognized there would be relocation costs, but he was not prepared to say how they would be handled.
40. Steve Jay asked about the prior holder of the position; Mr. Malkin reviewed that Mr. Davis had announced he would be retiring at the end of October 2025 and transitioning into a

consultant's role. Steve Jay asked if there were issues that the Board had with Mr. Davis that might come up as they interviewed candidates. Mr. Malkin said the biggest thing was that the organization needed to focus on things it hadn't in the past, including technology, culture, and change management from the point of view of a mature organization.

At 2:03 p.m., upon a motion by Mr. Lowell and a second by Mr. Jones, the working group **voted** 4-0 to adjourn the meeting.

A TRUE RECORD

Terence Kenneally, Clerk of the Authority

Documents and Exhibits Used at the Committee's February 10, 2025, Meeting

1. Agenda for the Committee's February 10, 2025, meeting, posted February 6, 2025.
2. Recording announcement.
3. Statement regarding remote participation.