



DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

BOARD OF DIRECTORS

*Governance Committee
January 19, 2011
9:00 a. m.*

MEETING MINUTES

Committee Members

Alethia Nancoo, Chairperson
David J. Bardin
Kathleen Boucher
Anthony Griffin
Paivi Spoon

DC Water Staff

George S. Hawkins, General Manager
Randy Hayman, General Counsel
Linda R. Manley, Board Secretary
Kim Turner, Director of
Policy and Government Relations
Omer Siddiqui
Acting Chief Information Officer

Board Member Attending

Howard Croft

In the absence of the Chairperson and the Vice Chairperson, Committee Member Anthony Griffin called the Governance Committee (the Committee) to order at 9:25 a.m. Committee Member Griffin then turned the Committee's attention to Item # 2 on the Agenda – Posting Committee and Board Materials on the Website. Committee Member Griffin requested that the Acting Chief Information Officer address DC Water's technical capability to post matters on the website. The Acting Chief Information Officer stated that there were no technical impediments to posting Committee and Board materials on DC Water's website. Committee Member Griffin then asked the General Counsel to address any legal issues with regards to the posting of the materials. At this time Chairperson Nancoo joined the meeting and Committee Member Griffin turned the meeting over to the Chairperson. Chairperson Nancoo asked the General Counsel to continue his presentation. The General Counsel discussed three types of materials -the General Manager's Report, draft resolutions and fact sheets which accompany contracts. The General Counsel noted that the posting of facts sheets was the only category of materials that could be problematic. A conversation among the Committee members ensued. The Chairperson requested that the General Counsel present templates of the fact sheets at the next Committee meeting illustrating what information contained therein should or should not be redacted prior to posting on the website. A

more general discussion of the placement of other categories of materials on the website as well as the efficacy of the Board books was undertaken by the Committee. The staff was informed that these items could be addressed at a later time.

The Chairperson then turned the Committee's attention to Agenda Item # 3 – Discoverability of Electronic Notes on DC Water's Computer System Including E-Chatting. The General Counsel gave a presentation on the matter and emphasized to the Committee the discoverability of electronic notes. Such notes are discoverable unless they fall within a legal exception. The General Counsel also noted that if a quorum of the Board e-mailed among themselves, such activity could be a violation of the Open Meetings Act.

The Chairperson then requested the Director for Policy and Government Relations to address Agenda Item # 4 – Government Affairs: Update. The Director first addressed federal legislation and regulations, specifically the following: (i) legislation requiring the federal payment of local stormwater fees; (ii) the Long Term Control Plan (LTCP) 2011 Appropriation; (iii) the Reduction of Lead in Drinking Water Act; and (iv) the Securities and Exchange Commission Proposal. The General Counsel noted that the Securities and Exchange Commission (SEC) Proposal would require appointed members of boards and commissions of public agencies offering advice on fiscal transactions, to register with the SEC. The General Counsel further noted that DC Water would be coordinating with other agencies to provide comments to the Proposal. The Director then addressed District of Columbia legislation, specifically: (i) private fire hydrant legislation; and (ii) the Open Meetings Amendment Act of 2010. The General Counsel gave the Committee a briefing on the content of the Open Meetings Amendment Act, highlighting the requirements for additional notice. A discussion of the Committee ensued and the General Counsel was requested to address at the next Governance meeting whether the existence of a quorum of the Board during a Committee meeting would constitute a violation of the notice requirements.

Prior to taking up the next agenda item, the Chairperson established the meeting schedule for the Governance Committee for 2011 – the Governance Committee would meet the second Wednesday at 9:00 a.m., every other month.

The Chairperson then turned the Committee's attention to Agenda Item # 5 – Emerging Issues. Committee Member Bardin noted that the District of Columbia was considering a policy to have its outside contractor's hire more DC residents and that DC Water may wish to examine how this would affect DC Water.

The Chairperson then announced that, pursuant to Agenda Item # 6, the Committee would go into executive session.

The Committee came out of executive session at 11:15 a.m. and the Chairperson announced the Committee was once again in open session. There being no further business before the Committee, the Chairperson adjourned the meeting at 11:16 a.m.