



***DISTRICT OF COLUMBIA
WATER AND SEWER AUTHORITY***

BOARD OF DIRECTORS

*Governance Committee
January 20, 2010*

MEETING MINUTES

Committee Members

Keith Stone, Chairman
David J. Bardin
Kathleen Boucher
David Byrd
Anthony Griffin

WASA Staff

George S. Hawkins, General Manager
Avis Marie Russell, General Counsel
Linda R. Manley, Board Secretary

Keith Stone, Chairman, called the Governance Committee (the Committee) to order at 9:18 a.m.

Chairman Stone requested the General Counsel, Avis Marie Russell, to discuss Agenda Item # 2 – Change in Frequency of Board Meetings. The Committee asked the General Counsel whether there were any impediments to the Board meeting every other month. The General Counsel explained that there was nothing in the laws of the District of Columbia including the Authority's enabling legislation to preclude the Board from meeting every other month. However, such a change would require an amendment to the Board's by-laws. The General Counsel further commented that such a change to the Board's meeting schedule would trigger operational considerations such as holding open construction contract pricing, submitting comments for permits within the requisite period of time and reviewing whether the schedule for committee meetings would be impacted. The Committee then engaged in a discussion of the pros and cons of meeting every other month as well as a discussion of other alternative approaches to the current Board meeting schedule. These discussions led the Committee to consider whether board meetings could be held telephonically if an emergency matter arose between meetings. A discussion followed on this issue. The Committee concluded that additional research was required on these matters. Chairman Stone requested the General Counsel to research the ability of the Board to meet and make

decisions by telephone or videoconferencing beyond what is currently allowed in the by-laws. Committee member Griffin suggested the use of an adopted annual Board calendar and the General Manager stated that a draft annual calendar would be prepared for the Committee to review.

Chairman Stone then requested that the Committee take up Agenda Item # 5 – Revision of the Board's Current Committee Structure, out of order. The Chairman listed the Board's current committees: (i) Finance and Budget; (ii) District of Columbia Retail Rates; (iii) Environmental Quality and Operations; (iv) Human Resources and Labor Relations; (v) Audit; (vi) Customer and Community Service; (vii) Governance; and (viii) District of Columbia Retail Services. The Chairman stated that the Board Chairman had proposed a new structure for the Board's Committees at the January 7, 2010 Board meeting. This new structure would consist of the following committees: (i) Water Quality and Public Health; (ii) Operations; (iii) Customer and Community Services, Retail Rates and Retail Services; (iv) Finance, Budget and Audit; (v) Human Resources and Labor Relations; (vi) Governance; and (vii) Long Term Plan and Capital Expenditures. The Committee then engaged in a detailed discussion of the proposal. This discussion touched on the Board's earlier actions to add "Environmental Quality/" to the name of the Operations Committee and subsequently to create committees that dealt solely with District only issues; the practicality of combining the current Audit Committee with the Finance and Budget Committee; the necessity for creating a Long Term Plan and Capital Expenditures Committee as this function is currently addressed by the Finance and Budget and the Environmental Quality and Operations Committees; and the possibility of creating subcommittees of the proposed committees to further streamline the number of committees, such as a "Joint Use Sewerage Facilities" committee or subcommittee. Committee members representing suburban jurisdictions requested an opportunity to discuss the proposal with their fellow suburban jurisdiction representatives on the Board. The General Manager stated that the staff would further review the proposal and offer a staff recommendation.

Chairman Stone then requested that the Committee take up Agenda Item # 4 – Hiring of General Counsel: Follow-up, out of order. The Chairman requested the General Counsel to brief the Committee on the survey results of methods employed by other agencies in the region to hire general counsels. A Committee discussion ensued. The observation was made that the agencies appeared to be evenly split in their hiring practices. The Committee concluded that the item would be tabled for the foreseeable future.

Chairman Stone then turned the Committee's attention to Agenda Item # 3 – Requirements for DC WASA's Use of Another Name, and requested the General Counsel to address any legal issues regarding the item. The General Counsel stated that her office had researched the matter and if the Board wished to change the actual name of the Authority, the Authority's

enabling statute would need to be amended. If, however, the Board simply wished to refer to the Authority in an abbreviated manner, as is currently practiced when the terms, DC WASA and WASA are used, there are no legal impediments preventing the Board from doing so. The General Manager stated that this item was triggered by the idea to introduce a contest to create a new name and logo for the Authority. The Committee discussed whether the contest should be open to Authority employees only.

The Chairman then turned the Committee's attention to Agenda Item # 6 – Government Affairs: Update. Gordon Fry, Director of Governmental Relations, briefed the Committee on the Safe Plumbing Act bill which is before the District of Columbia Council's Committee of Public Safety and Consumer Affairs chaired by Councilmember Muriel Bowser. The purpose of the bill is to reduce the amount of lead in the plumbing found in homes. Mr. Fry also briefed the Committee on District Councilmember Phil Mendelson's bill, the Private Fire Hydrant Amendment bill, which requires persons installing new private fire hydrants to record a document stating the person responsible for maintaining and repairing the private fire hydrant. Mr. Fry mentioned that Board Member Joseph Cotruvo had been confirmed to continue his position as an alternate board member. Mr. Fry further stated that his appropriation discussions on the Hill, thus far, had been positive. The General Manager noted that an interesting debate on the reauthorization of the Clean Water Act was taking place on the Hill, including Chesapeake Bay provisions for Section 117.

The Chairman then turned the Committee's attention to Item # 7 on the Agenda – Emerging Issues, and polled the Committee members for their input. The Committee members did not have any emerging issues to discuss.

The Chairman adjourned the meeting at 10:50 a.m.