



**DISTRICT OF COLUMBIA
WATER AND SEWER AUTHORITY**

BOARD OF DIRECTORS

Governance Committee

*Thursday, September 25, 2008
11:30 a.m.*

MEETING MINUTES

Committee Members Present

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

WASA Staff Present

Jerry N. Johnson, General Manager
Avis Marie Russell, General Counsel
Linda R. Manley, Board Secretary

Other Board Members Attending

David Lake

Keith Stone, Chairman, called the Governance Committee (the Committee) to order at 12:47 p.m. Chairman Stone stated that, in light of time constraints, the Committee would consider only items 2 and 3 on the agenda.

Chairman Stone requested the General Counsel to address the draft amendments to the By-Laws. The General Counsel noted that the amendments were in response to the memorandum given earlier to the Committee which identified the inconsistencies between the current By-Laws and Board practices. The Committee members discussed the amendments and recommended that the new standing committee to be created should be called the "District of Columbia Retail Services Committee" and it should be stated that only District members should serve on the committee. Chairman Stone suggested that the amendment offered by Board Chairman Martin to allow committee chairs to appoint acting chairs with the concurrence of the Board Chairman be included in the amendments. The Committee members concurred. The Committee members suggested additional language for the Environmental Quality and Operations Committee. After further discussion, Chairman Stone requested the General Counsel to include the additional amendments receiving Committee concurrence. The consensus of the Committee was to submit the amendments to the By-Laws, with a recommendation for approval, to the Board.

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Chairman Stone then requested the General Counsel to review the draft amendments concerning the definition of joint-use facilities. The Committee discussed the matter, made changes and agreed to language to recommend and move forward to the Board for approval.

Follow-up Items

Chairman Stone requested the Board Secretary to review potential dates for a November Governance Committee meeting. Chairman Stone adjourned the Committee meeting at 1:47 p.m.