



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

BOARD OF DIRECTORS

***Governance Committee
February 4, 2009***

MEETING MINUTES

Committee Members

Keith Stone, Chairman
David Bardin
Kathleen Boucher
David Byrd

WASA Staff

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

Other Board Members

Joseph Cotruvo

Keith Stone, Chairman, called the Governance Committee (the Committee) to order at 9:10 a.m.

Chairman Stone addressed item 2 on the agenda - Board Member Training and Travel. A discussion ensued during which the Committee members stated their desire to receive training on various topics including Robert's Rules of Order and water quality standards. The Committee members expressed their desire for the Authority to make use of both internal and external training resources, especially the numerous training resources available in the District of Columbia. In response to Chairman Stone's request, the General Manager gave the Committee an overview of the training and travel regulations for Authority employees. The General Counsel noted that currently the Board's budget does not include funding for training and travel and that this would need to be addressed. Chairman Stone discussed next steps. Committee member Byrd offered to work with the General Counsel to draft a policy for Board member training and travel.

Chairman Stone then turned the Committee's attention to item 3 on the agenda – Board Member Self Evaluation Process. Mr. Emry Robinson, a consultant with the Infrastructure Management Group (IMG) discussed the self evaluation handout provided to the Committee and mentioned various issues that should be addressed in developing the self evaluation process. The presentation was followed by a general discussion by the Committee regarding

the purpose of the self evaluation process and whether previous Authority Boards had ever undertaken such an evaluation. The discussion concluded with a consensus that Chairman Stone would seek greater clarity from Board Chairman Walker concerning the purpose and uses for the individual self evaluation.

The Committee then turned to item four on the agenda – Frequency of Board and Committee Meetings. The Committee reviewed a Work Plan covering this item. The Committee inquired whether this issue had been reviewed in the past. The General Manager responded that the issue had been reviewed intermittently in the past but no change was made. During the course of the discussion, the question was raised concerning the scheduling of joint use and non-joint use matters at the Board meetings. Chairman Stone requested that this matter be discussed at the next regularly scheduled Committee meeting.

Chairman Stone then directed the Committee's attention to item 5 – Board Oversight and Strategic Direction. Mr. Emry Robinson made a presentation to the Committee on this item. Mr. Emry first discussed the basics of the Carver "Policy Governance" Model. Mr. Emry also detailed the results of the Board' strategic planning retreat. Mr. Robinson noted that the Board had earlier indicated their desire to review the strategic plan annually.

The Committee then considered item 6 – Washington Aqueduct. The General Manager gave the Committee an historical overview of issues related to the ownership of the Washington Aqueduct. This overview was followed by a Committee discussion of the issues involved in the potential acquisition of the Washington Aqueduct by the Authority. The General Counsel indicated that the General Counsel's Office had been examining the issues involved in such an acquisition. The Committee requested the General Counsel to begin providing the Committee information on the issues at the next regularly scheduled Governance Committee meeting.

Chairman Stone then turned the Committee's attention to item 7- Governmental Affairs Update. Mr. Gordon Fry, the Director of Governmental Relations briefed the Committee on the status of various legislation impacting the Authority including the Stimulus bill and the Impervious Area Charge bill.

Chairman Stone then took up item 8 – Emerging Issues and polled the Committee members. No items were brought up for discussion.

Chairman Stone stated that the next regularly scheduled meeting of the Governance Committee would be March 18, 2009. Chairman Stone adjourned the meeting at 11:17 a.m.