



**DISTRICT OF COLUMBIA
WATER AND SEWER AUTHORITY**

BOARD OF DIRECTORS

*Governance Committee
March 18, 2009*

MEETING MINUTES

Committee Members

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

WASA Staff

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

Keith Stone, Chairman, called the Governance Committee (the Committee) to order at 9:07 a.m.

Chairman Stone requested that Item 2-Board Member Travel Policy- and Item 3-Board Member Training Policy be considered together. Mr. Byrd lead the discussion on the two draft policies before the Committee which, when adopted, will assist Board members in more effectively performing their duties. Mr. Byrd approved of the two policies under review and requested that they be moved to the full Board for consideration. The Committee members requested clarification from the General Counsel if the Board could agree with the policies without a rulemaking. The General Counsel responded that rulemaking is not required. Chairman Stone inquired of staff whether it would be necessary to revisit the current budget with the Board to appropriate money for Board training and travel for this year as no monies are earmarked at this time. The General Manager stated that such action is not necessary because funding is currently available in the Authority's budget and can be utilized for Board training and travel.

Chairman Stone then requested Mr. Terry Gilmore, the Authority's Training Manager, to discuss opportunities for the Board to receive training in *Robert's Rules of Order*. Mr. Gilmore mentioned two professional parliamentarian organizations located within the Washington, D. C. region that can provide 2 to 3 hour workshops at a reasonable cost. The training can be provided at Blue Plains. The earliest training sessions can take place in April and/or May. The General Manager requested that Mr. Gilmore work with the Board Secretary to poll the Board members for their availability. Mr. Gilmore was also requested to see that the training

included information on rules governing small bodies as those rules allowed for greater flexibility.

Chairman Stone turned the Committee's attention to Item 5. – Board Member Evaluation Update. Mr. Stone stated that the evaluation was undertaken at the request of the Board Chairman to assist him in gaining a greater insight into the Board's needs and to improve Board communication at all levels. Mr. Stone noted the changes he recommended to the evaluation form. The consensus of the Committee members is that the revised evaluation form is a useful tool. The General Manager indicated that the form should be sent to the Board Chairman and that Board action is not necessary. A discussion ensued in which the Committee members believe that the value of the evaluation tool will be increased with 100% Board participation. The General Manager requested the Board Secretary to follow up with the Board members regarding the need to fill out the form. There was a discussion of next steps and it was decided to get clarification from the Chairman of the Board whether the form should indicate on its face that it is not intended to be anonymous.

Chairman Stone turned the Board's attention to Item 6 and requested Gordon Fry, Director of Governmental Relations to brief the Board on current legislative activities. Mr. Fry informed the Board that the Impervious Area Charge legislation is on tract and that the legislative layover period should be completed April 1st, 2009. Mr. Fry also discussed upcoming budget hearings before the District of Columbia's Public Works and Transportation Committee as well as a public hearing on road closures before the District Council that will impact the Authority's Main Street pumping station. Mr. Fry also discussed the stimulus package and how the Authority will be impacted.

Chairman Stone requested Avis Russell, General Counsel, to address Item 7. – the Washington Aqueduct. The General Counsel gave a PowerPoint presentation covering background information about the Washington Aqueduct as well as the key issues to explore when considering the possible transfer of the operation of the Washington Aqueduct to the Authority. A discussion of the potential transfer of the Washington Aqueduct ensued during which the Committee members considered the key issues which would impact such a transfer. The Committee members concluded that the issue is one to be addressed by the Board. The Committee members suggested that the General Counsel make a similar presentation before the Board. The Committee discussed their need for guidance as to which Committee or Committees should further review the issue.

Chairman Stone polled the Committee members for any emerging issues. As no emerging issues were identified, the Chairman adjourned the meeting at 10:34 a.m.