

**DISTRICT OF COLUMBIA**

**WATER AND SEWER AUTHORITY**

**BOARD OF DIRECTORS**

**GOVERNANCE COMMITTEE**

**MEETING MINUTES**

 **March 9, 2016**

**Committee Members** **D.C. Water Staff**

Ellen O. Boardman, Chairperson Biju George, Chief Operating Officer

Rachna Butani Bhatt Meena Gowda, Acting General Counsel

 Jennifer Harper, Office of General Counsel

 Linda Manley, Board Secretary

Chairperson Boardman convened the meeting at 9:00 a.m. Korey Gray, Compliance Officer, addressed Agenda Item # 2– DC Water Works! Employment Programs Update.

DC Water’s goods and services employment data through January 31, 2016 reflected an increase of thirteen (13) workers since November, 2015. This includes six (6) new hires, four (4) of whom are residents of DC Water’s User Jurisdiction. One (1) new project became active over the same period. In total, goods and service projects show 554 job positions, 351 of which were filled by residents within the user jurisdictions, including 115 of which were District residents. Since the beginning of FY 2016, there were 6 new hires, 4 of whom were from the User Jurisdiction, including 1 who is a District resident.

Four (4) new non major projects became active since the last report. The non-major construction projects data showed an increase of 156 positions since November, including three (3) new hires. Of the new hires, all three were residents of DC Water’s User Jurisdiction, including one who is a District resident. In total, non-major construction projects show 1,317positions, 973 of which were filled by user jurisdiction residents, including 202 of whom were District residents. Since the beginning of FY 2016, there were 3 new hires, all of whom were from the User Jurisdiction.

Although no new major projects became active this reporting period, the major construction projects data showed an increase of 489 positions since November. This includes ten (10) new hires, two (2) of whom are residents of the District of Columbia. Also included were 221 union transfers. Of the union transfers, 104 are residents of the user jurisdiction, including 37 who are District residents.

In total, major construction projects show a total of 3,462 positions, 1,568 of which were filled by residents of the User Jurisdiction, including 391 of whom were District residents. There have been ten (10) new hires on major projects, all of whom are residents of the User Jurisdiction. Of the new hires, 50 were residents of the user jurisdiction, including 2 who are District residents.

Mr. Gray then provided a status update on the permanent Water Works program development. A draft of the program has been developed and DC Water is holding a number of stakeholder meetings to review the draft and get feedback. As of the March Governance Committee meeting, DC Water has already met with seven organizations, including the District Department of Employment Services, LiUna, and the Washington Interfaith Network. Conversations concerning the program will continue over the next several weeks.

Next, Acting General Counsel Meena Gowda introduced Jennifer A. Harper, Principal Counsel for Employment Law & Litigation, to address Agenda Item # 3– The Standards of Conduct Policy and Conflicts of Interest. Ms. Harper presented the Authority’s proposed revisions to the Standards of Conduct Policy regarding speaking engagements.

Section 1.3.9.5 of the Policy allows an employee who is speaking at a conference or similar event on behalf of the Authority to accept an offer of free attendance at the event, when provided by the sponsor of the event, if authorized by management as applicable. However, the Authority deems it a conflict of interest for a vendor or prospective vendor to pay for an employee’s travel and attendance to speak at a conference on behalf of the Authority. Therefore, while the Policy allows an organizing sponsor to pay for an employee’s travel and attendance to speak at a conference, it excludes any sponsor who is a DC Water vendor or prospective vendor. Accordingly, Section 1.3.9.5 was expanded to include the following language:

1.3.9.5 When an employee participates as a speaker to present information on behalf of the Authority at a conference or similar event, the employee may accept an offer of free attendance at the event on the day of the employee’s appearance, including reimbursement or payment for transportation, lodging, meals, and related expenses, if made by the sponsor of the event and the benefit is not in any manner, directly or indirectly, provided or paid by any vendor conducting business or seeking to conduct business with the Authority. Except for the General Manager, the employee’s participation shall be authorized in writing and in advance of the event by the employee’s supervisor.

(*Revisions in blueline*.)

Ms. Harper stated that the revised provision was first presented to the Committee at its meeting on January 13, 2016. At that meeting, several Committee members inquired about the phrases “in any manner” and “directly or indirectly.” Chairperson Boardman recalled that the concern was the language could potentially encompass the benign situation where a vendor had paid sponsorship or registration fees in order to participate in a conference. This attenuated situation could be construed as a prohibited “indirect” payment.

Ms. Harper concurred with Ms. Boardman’s assessment. To address this concern, the language “in any manner, directly or indirectly” was removed to make the payment relationship between the vendor and employee more clear and concise. The new provision, so revised, will read as follows:

1.3.9.5 When an employee participates as a speaker to present information on behalf of the Authority at a conference or similar event, the employee may accept an offer of free attendance at the event on the day of the employee’s appearance, including reimbursement or payment for transportation, lodging, meals, and related expenses, if made by the sponsor of the event, and the benefit is not provided or paid by any vendor conducting business or seeking to conduct business with the Authority. Except for the General Manager, the employee’s participation shall be authorized in writing and in advance of the event by the employee’s supervisor.

(*Revisions in blueline*.)

Ms. Harper explained that this exception should be read in conjunction with the general rule prohibiting the offer and acceptance of gifts by vendors and prospective vendors. In addition, the Authority recognizes the policy as a whole is intended to provide general guidance. There may be specific circumstances requiring a determination by management. In such cases, management will evaluate the matter on a case by case basis and make a decision in collaboration with the Office of General Counsel.

Chairperson Boardman asked whether the provision must be further reviewed by the Board of Directors or submitted for final approval by the General Manager. Ms. Gowda answered that the provision will be submitted for approval by the General Manager. No additional review from the Board is necessary.

There being no further business, the meeting was adjourned at approximately 9:20 a.m.