



**DISTRICT OF COLUMBIA
WATER AND SEWER AUTHORITY**

Board of Directors

Governance Committee

Tuesday, September 13, 2022

9:00 a.m.

Microsoft Teams meeting
Join on your computer or mobile app

[Click here to join the meeting](#)

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Meeting ID: 275 031 746 120

Or call in (audio only)

[+1 202-753-6714,,678151274#](#)

Phone Conference ID: 678 151 274#

AGENDA

- 1. Call to Order **Joe Leonard, Jr., Ph.D., Chairperson**
- 2. Roll Call **Linda Manley, Board Secretary**
- 3. **Management’s Recommendation to Wayne Griffith, Chief Update Strategic Planning Committee’s title,..... Strategy & Performance Officer charge, and composition**
- 4. Executive Session * **Joe Leonard, Jr., Ph.D., Chairperson**
- 5. Adjournment **Joe Leonard, Jr., Ph.D., Chairperson**

¹The DC Water Board of Directors may go into executive session at this meeting pursuant to the District of Columbia Open Meetings Act of 2010, if such action is approved by a majority vote of the Board members who constitute a quorum to discuss certain matters, including but not limited to: matters prohibited from public disclosure pursuant to a court order or law under D.C. Official Code § 2-575(b)(1); terms for negotiating a contract, including an employment contract, under D.C. Official Code § 2-575(b)(2); obtain legal advice and preserve attorney-client privilege or settlement terms under D.C. Official Code § 2-575(b)(4)(A); collective bargaining negotiations under D.C. Official Code § 2-575(b)(5); facility security matters under D.C. Official Code § 2-575(b)(8); disciplinary matters under D.C. Official Code § 2-575(b)(9); personnel matters under D.C. Official Code § 2-575(b)(10); third-party proprietary matters under D.C. Official Code § 2-575(b)(11); train and develop Board members and staff under D.C. Official Codes § 2-575(b)(12); adjudication action under D.C. Official Code § 2-575(b)(13); civil or criminal matters or violations of laws or regulations where disclosure to the public may harm the investigation under D.C. Official Code § 2-575(b)(14); and other matters provided under the Act.



Strategy & Performance

DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY

Wayne Griffith, EVP Strategy & Performance

Management Recommendation to the Governance Committee

Based upon input received at the July 2022 Joint Board Meeting:

1. Rename the **Strategic Planning Committee** to the proposed **Strategic Management Committee**.
2. Change membership from a "committee of the whole" to a smaller committee with a Chair, Vice-Chair, and members as appointed by the Chairperson of the Board.
3. Convene the Strategic Management Committee biannually (in 1st and 3rd quarter of the FY).

Background

Problem

The Board of Directors currently has a **Strategic Planning Committee** which is composed of **all 22 Board members** and has provided input during periodic strategic planning and, in more recent years, received quarterly briefings on progress on the Strategic Programs of the Blueprint, the previous strategic plan. DC Water completed the strategic planning for the current strategic plan, Blueprint 2.0 in FY21, launching the new plan in FY22. **The Strategic Planning Committee has been dormant for several years** due to the strategic planning phase of work, COVID disruptions, and the intention of using the Joint Board Meeting as the venue to advance strategy. DC Water is now in a 5-year **Strategic Management** phase where the Board of Directors desires engagement early in strategic issues and should receive periodic updates on advancing the strategic goals.

Solution

Feedback received at the July 2022 Joint Board meeting confirmed staff's recommendation to **shift the focus** of the Committee **from Strategic Planning to Strategic Management**. Board input also confirmed a recommendation to decrease the committee size from a committee with all the Board members to a smaller committee. This committee would **meet bi-annually**, after the FYQ2 close and after the FYQ4 close when it would **receive an annual report on strategic progress**. Additionally, the realigned committee could serve as the primary venue to **receive and provide input on early-stage, strategic issues**.

Benefits

- Smaller, more nimble committee
- Bi-annual cadence appropriate for level and urgency of committee topics
- Timing of meeting synchronized with staff quarterly "Stat" (status) meetings on strategic progress
- Reflects current state of strategic management at DC Water
- Provides structured forum for discussion of early-stage strategic issues

Implementation Status

Key Milestones

- March Initial input from Board at Joint Board Meeting
- July Staff proposal on refreshed committee and concurrence from Board
- September Governance Committee presentation of proposed bylaw changes
- October Full Committee adoption of proposed bylaw changes
- October Staff Strategic Management Q4 “Stat” (Status) Meeting
- November Completion of FY22 Strategic Plan Progress Report
- November First meeting of Strategic Management Committee

Action Item:

- **§ 5.01 (a)(viii) shall be amended to read:**

(viii) Strategic ~~Planning~~ Management Committee: Shall meet bi-annually during the First and Third Quarter of the Fiscal Year and ~~be composed of all Board members and shall~~ make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to: strategic matters requiring input and/or oversight and the advancement of strategic goals. ~~both long and short term strategic planning.~~

Next Step: Recommendation

Recommend to the Board of Directors amendments to the Board's By-Laws as provided in the Action Item.

Action Item 1: Amend By-Laws to Revise the Name, ~~and Scope,~~ and Membership of the Strategic Planning Committee

**BY-LAWS
DISTRICT OF COLUMBIA WATER AND SEWER AUTHORITY**

**Adopted – October 17, 1996; Resolution 96-11
Amended – February 4, 1999; Resolution 99-10
Amended – February 1, 2001; Resolution 01-16
Amended – September 12, 2002; Resolution 02-75
Amended – December 4, 2003; Resolution 03-86
Amended – July 5, 2007; Resolution 07-64
Amended – October 2, 2008; Resolution 08-87
Amended – April 1, 2010; Resolution 10-42
Amended – October 7, 2010; Resolution 10-100
Amended – December 2, 2010; Resolution 10-115
Amended – April 7, 2011; Resolution 11-49
Amended – December 5, 2013; Resolution 13-112
Amended – February 2, 2017; Resolution 17-11
Amended – September 5, 2019; Resolution 19-47
Amended – April 2, 2020; Resolution 20-30
Amended – October 7, 2021; Resolution 21-78
Amended – December 2, 2021; Resolution 21-111
Proposed Amendments – October 6, 2022; Resolution 22-XX**

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**ARTICLE V
Committees**

§ 5.01 Establishment

(a) The following shall be standing Committees of the Board, with such other responsibilities as are specified by the Chairperson or appropriate resolution of the Board, including but not limited to the review of contracts that are material to the Committee's assigned duties. The Board may create additional standing Committees as it deems necessary. The Committees shall receive detailed information in their areas of responsibility and make recommendations to the Board. Only formal actions of the Board through resolution can bind the Authority. The chairperson of a standing or ad-hoc Committee, with the concurrence of the Chairperson of the Board, may designate an acting chairperson for the purposes of chairing a particular standing or ad-hoc Committee meeting.

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(viii) Strategic Planning Management Committee: Shall meet bi-annually during the First and Third Quarter of the Fiscal Year and be composed of all Board members and shall make recommendations to the Board regarding actions required of or desired by the Board of Directors with respect to: strategic matters requiring input and/or oversight and the advancement of strategic goals. both long and short term strategic planning.

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§ 8.06 Captions

The captions of the articles and sections of these By-Laws are provided solely for convenience of reference and shall not affect the meaning thereof.

Secretary, Board of Directors