



**DISTRICT OF COLUMBIA
WATER AND SEWER AUTHORITY**

BOARD OF DIRECTORS

*Governance Committee
September 23, 2009*

MEETING MINUTES

Committee Members Present

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

WASA Staff

Avis Marie Russell, Interim General Manager
Katherine Cahill, Principal Attorney
Linda R. Manley, Board Secretary

Keith Stone, Chairman, called the Governance Committee (the Committee) to order at 9:20 a.m.

Chairman Stone turned the Committee's attention to Item # 2 on the Agenda – Board of Directors' Responsibilities Regarding the Annual Report. The Interim General Manager discussed both the Boards' legal obligations regarding the Annual Report established under the Authority's enabling statute and the Board's prior practice of delegating these responsibilities to the Board Chairman. The Interim General Manager also discussed the 2009 Annual Report Schedule that had been prepared by the Office of Public Affairs.

The Committee discussed the prior practice of delegating such responsibilities to the Board Chairman. Chairman Stone stated that he would talk to the current Chairman to see if he would agree to continue this practice. The Committee concluded that a recommendation to delegate these responsibilities of the Board to the Chairman, would be forwarded to the Board for further review and comment.

Chairman Stone then turned the Board's attention to item # three on the Agenda – Government Affairs: Update. Gordon Fry, Director Governmental Relations, reported that District Councilmember Jim Graham's Committee on Public Works and Transportation heard testimony from the Authority and the District Fire and Emergency Medical Services Department on the status of the District fire hydrant upgrade effort as well as the status of the District water supply for firefighting purposes. Mr. Fry also reported that District Councilmember Phil Mendelson's Committee on Public Safety and the Judiciary would be hearing similar testimony on Friday September 25, 2009.

Mr. Fry further informed the Committee that the District Council passed both emergency and temporary legislation prohibiting District officials from granting permits for development which included private fire hydrants without the prior recordation in the Recorder of Deeds of an agreement naming the person or entity responsible for the maintenance and repair of the private fire hydrants. Councilmember Bowser's Committee on Public Services and Consumer Affairs, as noted by Mr. Fry, initiated legislation which the Board had recommended to the District, to ban lead in plumbing. Mr. Fry concluded his report to the Committee by stating that the \$ 20 million dollars earmarked by legislation passed on the Hill for the Long Term Control Plan, was still viable.

Chairman Stone then asked the Committee members if they had any emerging issues to discuss. Committee member Bardin raised two issues that he believed could be appropriately addressed in the bylaws. Firstly, Mr. Bardin proposed that the appointment or removal of a General Counsel should be confirmed by the Board. Secondly, Mr. Bardin proposed that the Board establish a process to determine when executive staff should recuse themselves from handling a matter. This process should also set out how and to whom authority would be delegated during the recusal period. The Interim General Manager stated that the newly drafted personnel policies and procedures address conflict of interest issues and that the District's rules also address such issues. The Committee discussed Mr. Bardin's items and a consensus was reached to bring the items to the Chairman's attention for discussion by the Board.

The Interim General Manager reminded the Committee that a training class on parliamentary procedure had been attended by both Board members and staff. Committee members who were not able to attend the first class asked if a second class would be made available. The Interim General Manager stated that a second training class could be scheduled.

Chairman Stone adjourned the meeting at 10:24 a.m.