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May 13, 2026

The Governance Committee met on Wednesday, May 13, 2026, in the Executive Board Room. The meeting convened at approximately 11:03 a.m.

Members Present:
Director Courtney Scrubbs – Chair
Director H. Davis Cole – Vice Chair
Director Chadrick Kennedy
Director Kimberly Thomas

Non-members Present:
Director Ariane Greenidge
Director Joseph Peychaud
Director Tyler Antrup

DISCUSSION ITEMS:

Before moving into the discussion items, Director Scrubbs asked for a motion to move the legislative session to the first item on the agenda.

Director Thomas moved. Director Kennedy seconded. The motion carried unanimously.

A. 2026 Legislative Session – Jamie Parker, Chief of Staff, SWBNO

Ms. Parker shared updates on the 2026 Legislative Session, including House Bill 441(civil service), House Bill 1273 (governance and other issues), and House Bill 893 (procurement), all of which passed the House of Representatives and are now awaiting approval by the Senate. An update was also shared on Senate Bill 228 (constitutional amendment) and Senate Bill 268 (statute), which relate to the utility's lead service line program. Both passed the Senate and are awaiting approval from the House.

During the committee's discussion, Executive Director Hayman shared comments regarding the impact of House Bill 1243 on employees. He noted that the bill's uncertainty is raising concerns among employees about positions, pay, and pensions. He further noted that decisions made about the future of the utility should keep employees and employee retention in mind and expressed a desire for the utility to

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participate in any discussions about the utility's future, whether that is representation at the staff or director level.

Following the discussion, Director Scrubbs called for a motion that staff provide ongoing periodic updates to the Governance Committee regarding legislation, policy initiatives, and governance-related developments with potential operational or governance implications for the utility. The goal is to have this as a standing agenda item moving forward.

Director Thomas moved. Director Kennedy seconded. The motion carried.

Director Scrubbs also called for a motion for Special Counsel and executive leadership to provide the committee with an assessment of the operational, governance, emergency management, and implementation implications associated with pending governance legislation, including any immediate changes, areas of ambiguity, operational continuity risk, and hurricane season preparedness considerations. Director Antrup noted that the City of Portland has undergone a complex, multi-year effort to merge their water and wastewater units together and encouraged staff to use this as a potential model.

Director Thomas moved. Director Cole seconded. The motion carried.

B. Governance Alignment and Related Processes – Retreat Follow-Up

The committee reviewed key workstreams that were developed from the Board Retreat, including Governance Framework Modernization, Board Performance & Development, and Continuity & Governance Transition Preparedness (as reflected in detail on the presentation slide). The committee also discussed next steps following the retreat, including transition preparedness (immediate), a governance workplan (summer 2026), communications deep dive (summer 2026), retreat planning (fall 2026), and succession planning (in progress and ongoing).

The discussion noted that executive compensation may need to have a dedicated committee. The committee also discussed revisiting the Board's schedule to allow for more time in between committee meetings and the regular, monthly meeting of the full Board. It was also noted that more time to review materials would be helpful for directors in preparation for meetings. Moving forward, the committee agreed that the communications component will be handled by either the Strategic Planning or Operations committee.

Director Scrubbs called for a motion for staff, Special Counsel, and appropriate advisors to support the development and implementation planning related to the governance retreat action items including Governance Framework Modernization, Board Performance & Development, and Continuity & Governance Transition Preparedness. The process envisioned by the committee is for staff to develop a workplan to

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implement these workstreams, engage with directors individually, bring the plans back to the committee, and then eventually present recommendations to the full Board.

Director Kennedy moved. Director Cole seconded. The motion carried.

C. Executive Key Performance Indicator (KPI) Development and Alignment

The committee continued its work on establishing key performance indicators for executive positions. The intention is to establish clear alignment around priorities, measurable outcomes that indicate success and forward movement, operational leadership and clarity, and organizational objectives. Collaboration and alignment between executives and the committee was noted to be expected and appropriate.

The Executive Director, Interim General Superintendent, and Interim Special Counsel shared their goals and KPIs. The committee provided feedback that, when possible, KPIs should be SMART (Specific, Measurable, Achievable, Relevant, and Time-bound) and linked to some measure of progress. The committee provided feedback to the executives as the group continues to work towards alignment.

Director Scrubbs called for a motion to adopt the goals and KPIs as prepared by executive staff, subject to incorporating the feedback and comments provided by directors, and for the revised goals and KPIs to be presented to the full Board for adoption at the next monthly meeting.

Director Cole moved. Director Kennedy seconded. The motion carried.

D. Executive Succession Planning

Draft succession plans for the Executive Director, General Superintendent, and Special Counsel positions were shared with the committee. Additional discussion revealed that the committee is desiring one emergency succession plan/playbook that covers the top layer of the organization if an executive appointed by the Board is unable to serve due to an unforeseen event. The committee also asked the executives to continue developing and refining their planned succession protocols, which include transition planning and knowledge transfers, for their respective functions and departments.

The committee suggested that the executives provide a progress update to the Board at the next regular meeting and to request more time to complete plans.

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E. Appointment of General Superintendent (Compensation and Committee Recommendation)

The committee noted significant turnover in executive positions in past years and discussed its Executive Compensation and Continuity Framework, which includes base compensation, professional development support, continuity and transition stability provisions, KPI-linked compensation adjustment opportunities, and an optional retirement allocation mechanism (as reflected in detail on the presentation slide). SWBNO CAO, David Callahan, provided the existing compensation structure and related information regarding the Interim General Superintendent, as the salary for this position must be set by the Board.

EXECUTIVE SESSION:

- **Director Scrubbs asked for a motion to enter executive session. Director Kennedy moved. Director Thomas moved. The motion carried.**

A. Pursuant to La. R.S. 42:17(A)(1), the Governance Committee of the Sewerage and Water Board of New Orleans will meet in executive session to discuss the character, professional competence, and fitness of its Interim General Superintendent.

- **Director Scrubbs presented a motion to exit executive session. Director Thomas moved. Director Kennedy seconded. The motion carried.**

Director Scrubbs moved to recommend appointment of the Interim General Superintendent to General Superintendent subject to Board approval and finalization of employment terms.

Director Kennedy moved. Director Cole seconded. The motion carried.

Director Scrubbs moved to recommend approval of a compensation and employment framework for the General Superintendent position, incorporating base compensation, KPI-linked evaluation and compensation methodology, optional retirement allocation mechanisms related to earned compensation adjustments, continuity and transition planning provisions, and executive development support considerations subject to final legal review and Board approval.

Director Kennedy moved. Director Thomas seconded. The motion carried.

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PUBLIC COMMENT:

- None

ADJOURNMENT

There being no further business to come before the Governance Committee, Director Scrubbs made a motion to adjourn. Director Cole moved. Director Thomas seconded. The motion carried. The meeting was adjourned at approximately 1:43 p.m.

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