625 St. Joseph Street
New Orleans, LA 70165
504.529.2837 or 52.WATER

June 9, 2026

The Governance Committee met on Tuesday, June 9, 2026, in the Executive Board Room. The meeting convened at approximately 9:04 a.m.

Members Present:
Director Courtney Scrubbs – Chair
Director H. Davis Cole – Vice Chair
Director Kimberly Thomas
Director Jonathan Stewart

Members Absent:
Director Chadrick Kennerdy

Non-members Present:
Director Ariane Greenidge

DISCUSSION ITEMS:

A. General Superintendent Compensation Framework and Employment Contract.

The committee reviewed a compensation framework and proposed key performance indicators for Kaitlin Tymrak, as shown in the attached Executive Summary for the General Superintendent Employment Agreement. The committee discussed how professional certifications should be managed as part of total compensation and expressed a desire for future discussions regarding compensation to be connected to an annual cadence of performance review.

- **Director Scrubbs made a motion to recommend that the terms of the Executive Summary for the General Superintendent Employment Agreement be provided to the Board of Directors for review and approval. Director Stewart moved. Director Thomas seconded. The motion carried.**

B. Executive Leadership Emergency Succession Plan

The committee continued its discussion and development of an emergency succession plan for the executive director, general superintendent, and special counsel positions. Mr. Hayman provided the committee with an overview of the revised emergency succession plan, which incorporated comments and feedback from the directors during the last committee meeting. The committee provided additional feedback, requesting clarity on communications protocols and for the inclusion of time-based actions.

625 St. Joseph Street
New Orleans, LA 70165
504.529.2837 or 52.WATER

- **Director Scrubbs made a motion to recommend the review, approval, and adoption of the emergency succession plan by the Board of Directors, pending any revisions based on the questions and comments provided by the directors during the committee meeting. Director Thomas moved. Director Cole seconded. The motion carried.**

PRESENTATION ITEMS:

A. 2026 Legislative Session Review, Jamie Parker, Chief of Staff

Ms. Parker provided an overview of the legislative session. Prior to the session, SWBNO staff, with guidance from the Governance Committee, developed a legislative agenda focusing on key initiatives. The utility was successful in getting legislation passed on all initiatives, including a bill to keep SWBNO employees in City Civil Service (House Bill 441), two bills that ensure a legal path forward for the utility's lead service line replacement program (Senate Bill 228 and Senate Bill 268), and a bill to streamline the utility's procurement processes (House Bill 893).

The utility was also successful in securing capital outlay dollars: $9.5 million in new funding for water treatment plant improvements, $3 million in reauthorized funding to support Power Complex projects, and $750,000 in reauthorized funding to support the Monticello Canal Culverts project.

B. Governance Transition Assessment (House Bill 1243), Office of Special Counsel

Ms. Mary Beth Arceneaux and Mr. Theron Levi-Baquet provided the committee with a presentation on the potential impact of House Bill 1243, which passed during the legislative session, and Executive Order HM 26-04A. In the near term, the bill could affect the appointment process and composition of the Board of Directors. In the long term, the executive order creates a standing working subgroup of the Infrastructure Coordinating Council to evaluate a local-control governance model for SWBNO.

Non-impairment language included in the bill indicates that existing contract obligations, bond covenants, funding agreements, and pension management and funding are protected and cannot be impaired by City Council ordinance. Contract obligations include contracts for emergency preparedness that the utility secured ahead of hurricane season.

Areas of future analysis by staff may include rates, fees, and charges; operating budgets; capital budgets and capital improvement plans; billing, finance, operations, and governance policies; contracts; and employment. The committee asked for future updates on these areas, as well as areas of ambiguity that may have a high impact on the utility.

625 St. Joseph Street
New Orleans, LA 70165
504.529.2837 or 52.WATER

PUBLIC COMMENT:

- None

ADJOURNMENT

There being no further business to come before the Governance Committee, Director Scrubbs made a motion to adjourn. Director Stewart moved. Director Cole seconded. The motion carried. The meeting was adjourned at approximately 10:11 a.m.

625 St. Joseph Street
New Orleans, LA 70165
504.529.2837 or 52.WATER

EXECUTIVE SUMMARY – For Governance Committee Review
General Superintendent Employment Agreement

Purpose: This agreement memorializes the appointment of Kaitlin Tymrak, P.E. as General Superintendent and implements the Board-approved executive compensation and performance evaluation framework.

Key Terms

- Position: General Superintendent; reports directly to the Board of Directors.
- Term: Three-year initial term, with the ability to extend by mutual agreement and continue month-to-month by mutual agreement thereafter.
- Base Salary: $235,000 annually.
- Current Total Compensation: $246,750 annually, inclusive of the currently applicable longevity adjustment.
- Compensation Range: $235,000–$275,000. The Board may periodically review and adjust the range based on objective compensation data and organizational needs. Material downward adjustments require employee consent or amendment of the agreement.

Performance Evaluation Framework

- Annual evaluation conducted by the Board.
- Performance evaluated pursuant to Exhibit A (Executive Compensation and Performance Evaluation Framework).
- Annual goals and KPIs reflected in Exhibit B and developed by the General Superintendent in consultation with the Board.
- Future Board-approved goals and KPIs automatically replace prior goals and KPIs without requiring amendment of the agreement.
- Material changes to performance ratings, compensation adjustment methodology, compensation range structure, or other core framework elements require amendment of the agreement or employee consent.

Performance-Based Compensation Adjustments

- Below Expectations: 0.0%; Meets Expectations: 1.5%; Exceeds Expectations: 3.0%
- Adjustments remain subject to the approved compensation range.

Benefits and Compensation Opportunities

- Continued eligibility for longevity adjustments, retirement benefits, leave programs, and other generally available employee programs.

625 St. Joseph Street
New Orleans, LA 70165
504.529.2837 or 52.WATER

- Participation in pension, medical, dental, vision, life insurance, deferred compensation, and other applicable benefit programs.
- Framework permits deferred compensation, executive retirement, Section 162, and similar executive compensation opportunities, including allocation of future compensation adjustments to such programs where appropriate.

Termination and Transition

- Board termination without cause: 30 days written notice.
- Employee resignation: 90 days written notice.
- Immediate termination permitted for Cause.
- Professional development repayment may apply if the employee resigns without required notice or is terminated for Cause, subject to Board policy.
- Fiduciary carveout permits immediate resignation without repayment obligation where the employee is directed to take unlawful actions, violate fiduciary duties, or take actions reasonably expected to materially harm the Utility or its ratepayers, subject to notice and opportunity to cure.

Other Provisions

- Mutual non-disparagement.
- Indemnification to the fullest extent permitted by law.
- Expense reimbursement pursuant to Board policy.
- Vehicle access pursuant to Board policy.