



**“RE-BUILDING THE CITY’S WATER SYSTEMS FOR THE 21<sup>ST</sup> CENTURY”**

# **Sewerage & Water Board OF NEW ORLEANS**

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September 10, 2019

The Governance Committee met on Tuesday, September 10, 2019 in the Board Room located at 625 St. Joseph Street, New Orleans, LA. The meeting convened at approximately 10:35 A.M.

## **1. ROLL CALL**

### Present:

Director Ralph Johnson, Chair  
Director Robin Barnes  
Director Janet Howard  
Director Lynes Sloss

### Absent:

Director Jay H. Banks

## **2. DISCUSSION ITEMS**

### a. Bylaws Amendment – Initial Review

Director Sloss questioned the accuracy of Article 1 Section 1 within the Bylaws. Special Counsel Grinstead stated that the Bylaws require change since the organizational structure has been re-structured. It has not been kept up during the years, and Special Counsel Grinstead asked the Committee review to the current Bylaws and make a redlined version with proposed changes/comments to discuss next meeting. It was also mentioned that Staff recommends a change within the Bylaws that details how financial documents are executed.

Director Johnson proposed that a two-week deadline, September 24, 2019, be set for Committee members to submit proposed changes/comments to Board Relations to collect and forward to Special Counsel in preparation for November’s meeting. Director Barnes asked that Staff also submit their change recommendations as well.

b. Ad Hoc Committee – Creation and Charge

Christy Harowski explained the role of the Ad Hoc Committee which is to review the notes from the Governance Committee Workshop held on May 17, 2019 and develop governance tools and processes to assist the Board in carrying out its role as fiduciaries of the Sewerage and Water Board of New Orleans. The output of this committee will also assist the Board and staff to work more efficiently and effectively together to accomplish the strategic objectives of the organization.

The specific tasks of the Ad Hoc Committee include:

- Review and finalize the “Expectations of Myself and My Fellow Sewerage and Water Board of New Orleans Members” document that was drafted in the Governance Workshop
- Review and prioritize the list of “Action Items”
  - Categorize each item in terms of short term/long term/active/inactive
  - Assign the responsibility for completion of each item to a Board Committee or Board Officer and the appropriate staff member
- Refine and finalize the “Guiding Principles” document and the “Long Standing Guiding Principles” document

Director Sloss proposed that a vote be called to approve the creation of the Ad Hoc Committee. Special Counsel Grinstead advised that a vote must first be called to add the Ad Hoc Committee to this meeting’s agenda as an action item. Director Johnson moved to place the Ad Hoc Committee on the agenda as an action item on the agenda. Director Barnes seconded. The motion carried.

Special Counsel Grinstead then advised the Committee that a vote must be called to approve the creation of the Ad Hoc Committee per the outline within the Ad Hoc Committee Charter. Director Sloss moved to approve the creation of the Ad Hoc Committee. Director Howard seconded. The motion carried.

### 3. **EXECUTIVE SESSION**

#### Executive Director Evaluation Criteria

Director Johnson motioned to move into Executive Session to discuss the Executive Director Evaluation Criteria. Director Barnes moved to go into Executive Session. Director Sloss seconded. The motion carried.

Director Sloss moved to go into Regular Session. Director Barnes seconded. The motion carried.

**4. PUBLIC COMMENT**

None

There being no further business to come before the Governance Committee, Director Sloss moved to adjourn. Director Barnes seconded. The motion carried. The meeting adjourned at approximately 11:10 AM.

Respectfully submitted,

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Ralph Johnson, Chair