

Minutes of the AlexRenew Governance Committee Meeting
Monday, September 18, 2023
5:30 p.m.

On Monday, September 18, 2023, at 5:30 p.m., the AlexRenew Board of Directors held a Governance Committee meeting in the Ed Semonian Board Room at 1800 Limerick Street and broadcast via Microsoft Teams with the following present:

Members: Mr. James Beall, Committee Chair (Chair)
Mr. John Hill, Board Chair, Ex Officio
Ms. Rebecca Hammer, Committee Member
Ms. Adriana Caldarelli, Secretary-Treasurer
Mr. Mark Jinks, Board Member

Staff: Mr. Justin Carl, General Manager and CEO
Ms. Caitlin Feehan, Chief Administrative Officer
Ms. Lorna Huff, Executive Assistant to the Board and CEO

Counsel: Ms. Amanda Waters, McGuireWoods, LLP

Consultant: Ms. Sally Magee, Magee Leadership Consulting,

1. Call to Order

The Chair called the meeting to order at 5:32 p.m.

Ms. Waters reported that while the Board Chair in his ex-officio capacity and other members are in attendance, only Committee members - Mr. Beall and Ms. Hammer - can vote to advance items to the full Board. Mr. Beall noted that despite the limitations on voting, he wanted participation from all members in attendance.

2. Approval of Agenda

The Chair requested a motion to approve the Agenda as mailed. Ms. Hammer moved and Mr. Beall seconded. The Committee unanimously approved.

3. Public Comment

There being no members of the public in attendance, the Chair closed the public comment period.

4. Consent Agenda

The Chair directed members to the minutes from the April 18, 2023 meeting and inquired if they had questions or comments. Ms. Hammer was not a member of the Board at that time. The Chair had no comments on the minutes and moved approval of the Consent Agenda. Ms. Hammer seconded. The Committee unanimously approved.

5. Unfinished Business

None

6. New Business

a. Board Self-Assessment Summary

The Chair reviewed the results of the Board Self-Assessment and focused the discussion on areas

where members were not in alignment. Members discussed AlexRenew's role in the community currently and in the future given the near-term completion of RiverRenew, and City issues such as housing affordability, storm water, and flooding. Members debated whether and how such issues affect how the Board sets AlexRenew's vision and strategic outcomes.

Ms. Caldarelli noted over the past few years, the Board had to focus on the RiverRenew project and how to keep rates affordable, which hampered the Board's ability to fully focus on long-term priorities.

Members additionally discussed whether the organization was reaching all citizens in Alexandria equally. Mr. Hill reported that the citizens that he interacts with at Stakeholder Advisory Group (SAG) meetings and other meetings may not be representative of the average citizen in the City of Alexandria and members should explore ways to reach the "average Alexandria resident".

Ms. Hammer discussed the section in the Assessment about the Board's composition. There was agreement among members about mutual respect and trust as well as size, diversity, and succession planning. Ms. Hammer reported that some of the comments and feedback are being addressed in the update to the Board Roles & Responsibilities especially in the area of succession planning.

The final section was on the Board making sound financial policies with which there was strong agreement.

b. Review and Approve Policy Updates

c. Review and Approve New Policies

The Chair recognized Mr. Carl who referenced Items 6b and 6c of the Agenda noting that staff reviewed and updated the Board Roles and Responsibilities, Overview of Board Committees, Financial, and Ethics Policies in addition to introducing two new policies: Environmental Justice and Board Orientation.

Ms. Waters reviewed the major changes to the various policies and requested feedback from members.

Mr. Carl provided an overview of the Financial Policy updates noting annual audit requirements, the annual audit process, and incorporation of the Write-off Policy with minor updates to the write-off requirements. Members discussed changes and clarifying language to the Financial Policy and Ethics Policy. Members requested a definition of "active" vs. "inactive" accounts in the write-off section of the Financial Policy. Mr. Carl reported that staff will work with the Finance and Audit Chair to finalize the Financial Policy.

Mr. Hill drafted a preamble and requested it be added to the Board Roles and Responsibilities Policy stating the "Why" for the AlexRenew Board: "*The Board is responsible for the success of AlexRenew in achieving its mission of effective and compliant wastewater treatment.*" Ms. Caldarelli requested a citation from the Virginia Code be incorporated as well. After adding Board member edits to the Board Roles and Responsibilities and Ethics Policies, the Chair moved approval to present the policies to the full Board for approval. Ms. Hammer seconded. The Committee unanimously approved.

Mr. Carl discussed two additional policies: Board Member Orientation Policy and the Environmental Justice Policy. Mr. Jinks suggested that the new Board Manual be provided in a three-ring binder so policies can be easily inserted when updated.

The Environmental Justice Policy was first drafted in 2021. Staff wanted to update the policy to

ensure that it reflected what the organization does and can do in this area. Ms. Hammer requested a statement of what the affirmative goal is around the Environmental Justice Policy. Mr. Beall requested that the Policy be tabled. There was no additional discussion, the Chair requested a motion to approve the Board Orientation Policy. Ms. Hammer moved and Mr. Beall seconded. The Committee unanimously approved.

The Chair thanked Ms. Hammer for her work on the policies.

Ms. Waters provided a flow chart to explain to members what a public meeting is as defined by the Virginia Freedom of Information Act (VFOIA) and how members may interact via email to avoid VFOIA violations.

7. Introduction of Board Retreat Facilitator, Sally Magee

Mr. Carl provided the schedule for the January Board Retreat including a team building session at Building Momentum.

Mr. Carl introduced Ms. Magee who reviewed AlexRenew's existing 2040 mission, vision, and strategic outcomes. At the retreat work session, members will refresh the existing mission, vision, and strategic outcomes to look beyond 2040.

In advance of the Board Retreat, Ms. Magee requested that members complete the CliftonStrengths assessment by October 31, 2023.

There being no additional business, the Chair requested a motion to adjourn. Ms. Hammer moved, Mr. Beall seconded. The Committee unanimously approved.

The meeting adjourned at 7:32 p.m.

APPROVED

Committee Chair