Minutes of the AlexRenew Governance Committee Meeting
Monday, April 7, 2025
5:30 p.m.

On Monday, April 7, 2025, 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 Ms. Rebecca Hammer, Committee Member Mr. John Hill, Board Chair, Ex Officio Mr. Mark Jinks, Board Member Dr. Moussa Wone, Board Member
Staff:	Mr. Justin Carl, General Manager and CEO Ms. Amanda Waters, General Counsel and Deputy GM Mr. Mel Leon, IT Systems Manager Ms. Lorna Huff, Executive Assistant to the Board and CEO

1. Call to Order

   The Committee Chair called the meeting to order at 5:31 p.m.

2. Approval of Agenda

   The Committee 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 Committee Chair closed the public comment period.

4. Consent Agenda

   The Committee Chair requested that members review the October 28, 2024 minutes. There being no edits or comments, Ms. Hammer moved to approve the minutes. Mr. Beall seconded. The Committee unanimously approved.

5. Unfinished Business

   a. Status Update on October 28 Action Items
      Mr. Carl provided updates:
      - Board recruitment and succession planning to begin in 2027
      - CEO oversight plan discussed and executed
      - Boardroom layout approved; awaiting furniture delivery
      - Team-building exercise to be included in 2026 Board Retreat
      - Dr. Wone's CliftonStrengths profile added to Board Composition Matrix
      - Legislative tracking and Monthly Report dashboard reviews ongoing
      - Paperless meeting postponed
      - Climate Change presentation scheduled for April; Sustainability update in May; Payment Assistance Program updates ongoing
      - Board Composition Matrix; Review of top 5 CliftonStrengths at current meeting;expansion to top 14 in October
      - Staff incorporating Board recommendations into memos; members encouraged to provide feedback

- Staff introductions added to Board meetings; take opportunities to celebrate wins

b. Board Composition Matrix
Ms. Hammer reported full Board representation in the Board Composition Matrix. Recommended additions include:
- Community engagement/communications messaging skills
- Sustainability experience
- Affordability expertise

Staff will update the matrix for review at the October 2025 Governance Committee meeting.

6. Board Governance Training

Ms. Waters provided annual governance training covering;
- AlexRenew's purpose, creation, and governance framework
- Roles and Responsibilities of Board members; Duty of Care, Loyalty, Obedience
- Roles of Board Committees: Finance & Audit, Governance
- Legislation Governing AlexRenew
  - Virginia Water and Waste Authorities (VWWA)
  - Virginia Freedom of Information Act (VFOIA)
  - Virginia Conflict of Interest Act (COIA)
  - Virginia Public Records Act (VPRA)
- Upcoming proposal for modernizing board meeting procedures
- Review of the Ethics and Communications policies
- Clarification: CEO/GM is official spokesperson
- Feedback requested for future training topics

Mr. Jinks noted Board members cannot direct staff interactions.

7. Board Administrative Items

a. 2026 Board Retreat Themes
Ms. Hammer outlined the agenda:
- Day 1: Icebreaker (AlexRenew Jeopardy), CliftonStrengths Refresh, Team-Building exercise at Building Momentum
- Day 2: Classroom session and RiverRenew system tour

b. Continuing Education Ideas
Mr. Beall reported an $8,000 Board education budget and noted:
- Prior attendance: Utility Management Conference (2024)
- Suggested opportunities:
  - Virginia Municipal League Conference
  - National Resources Leadership Institute

Mr. Hill proposed rotating annual attendance at the Utility Management Conference and discussed a resolution to memorialize. Members discussed speaker opportunities for future meetings. Mr. Jonathan Rak from the Virginia Department of Environmental Quality will give a presentation at the September Board meeting.

c. October Governance Committee Agenda
Ongoing

8. Board Policies

a. Rate-Setting Policy
   Mr. Carl presented a newly structured policy that includes a Policy Statement, Purpose, References and Definitions. The new Policy covers rate-setting processes and quarterly averages.
   - Clarifications requested:
     - Define “equity’ and “equitable”
     - Note winter quarter average only applies to residential customers
     - Replace "household”" with “customers’ on Page 1, Item E

Mr. Beall moved to recommend the revised Rate-Setting Policy to the full Board for approval. Ms. Hammer seconded. The Committee unanimously approved

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

The meeting adjourned at 7:52 p.m.

APPROVED

Committee Chair, James Beall