ORANGE WATER AND SEWER AUTHORITY

A public, non-profit agency providing water, sewer and reclaimed water services to the Carrboro-Chapel Hill community.

Meeting Summary
Executive Committee and Committee Chairs
August 25, 2014 - 5:00 PM
OWASA Board Room

Executive Committee and Committee Chairs:	John Young (Board Chair), Terri Buckner (Natural Resources and Technical Systems Chair), Steve Dear (Community Engagement Chair), Michael Hughes (Human Resources Chair) and Heather Payne (Finance Chair)
Other Board Members:	Quinton Harper, Dave Moreau and Amy Witsil
Staff:	Ed Kerwin and Robert Epting
Public:	None

The Executive Committee and Committee Chairs met to discuss **Work Session Purpose and Format** and the **Framework for OWASA Board and Committee Roles**. For discussion purposes, John Young distributed draft documents on each item.

Work Session Purpose and Format

Following discussion, Board Members agreed with the **Work Session Purpose and Format** (Attachment 1) with the following changes:

1) Public comments will be received for items on the Work Session agenda that are relevant and in accordance with the Board's standing requirements for public comments at Board meetings. Public petitions will not be received during a Work Session.

2) An audio recording will be made of all Board Work Sessions (and committee meetings) and will be posted on the OWASA website.

3) While Work Sessions will normally start at 7:00 PM in the OWASA Community Room, the Board Chair may set an alternate start time (no earlier than 5:30 PM) depending on the expected length of the meeting.

Framework for OWASA Board and Committee Roles

Following discussion, Board Members agreed with the **Framework for OWASA Board and Committee Roles** (Attachment 2) with the following changes:

1) The fourth paragraph under Role of Board committee chairs be modified as noted:

   Committee chairs will survey their respective committee members to identify additional Board topics related to the domain of the committee and committee members may also

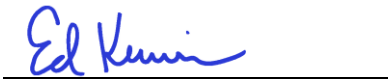
recommend topics for consideration. Before investing Board, committee, or staff resources, the committee chair will review proposed topics with the full Board.

2) The first paragraph under Relationship between individual Board Members and staff members be reworded.

Next Steps

John Young will amend both documents (Attachments 1 and 2) as summarized above for further Board discussion and possible action at a future Board meeting.

Meeting summary prepared by:



Ed Kerwin
Executive Director

Attachments:
1 - Work Session Purpose and Format
2 - Framework for OWASA Board and Committee Roles

Attachment 1

WORK SESSION PURPOSE AND FORMAT

Draft – August 25, 2014

Introduction

On July 10, 2014, the Board agreed to change the structure of the first Board meeting of the month to a work session to facilitate open discussions about matters of importance. The work session format provides an efficient means to share information and for the Board to engage in meaningful dialogue on matters the full Board determines appropriate. The second Board meeting of the month will continue to be a business meeting where the Board considers an action item agenda for such things as approval of plans, awarding contracts, approving policies, receiving petitions and feedback from stakeholders, etc.

It is understood that the Board and staff will periodically evaluate the effectiveness of this approach and will consider further changes to ensure the Board has the information and time it needs to effectively govern the organization.

Purpose

Purposes of the work sessions may include:

1) Review the 12 month schedule of agenda items for the Board work sessions and business meetings.
2) Review in detail the agenda items scheduled for the next business meeting and the next work session to ensure expectations for information are clear.
3) Discussion by the Board and staff of issues (opportunities) on which there may be decision(s) in a future business meeting.
4) Information and/or status reports on initiatives, events, and projects.
5) Assignment of action items/tasks for Board Committee(s) and/or staff.
6) A forum for Board Members and staff to suggest new initiatives for the Board's consideration.
7) Discussion and setting of priorities. Discussion of process and timetable for a given issue.
8) Evaluation and feedback on matters as may be determined by the Board.
9) Other as determined by the Chair or majority of the Board.

Date, Time and Location

Second Thursday of the month starting at 7:00 PM in the OWASA Community Room. The meeting start time may be adjusted.

Public Attendance and Comments

Work sessions are open to the public. Public notice of the work session will be provided at least two business days in advance.

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The Board will normally not receive comments from citizens in a work session, but may decide to do so by majority vote. The usual limit on public comments will apply unless the Board waives them.

Work Session Summary and Recordings

A brief summary of the work session will be prepared by staff and will include the Board's direction to Committee(s) and/or staff, decisions about future meeting agendas, etc. The work session summary will be on the consent agenda for Board approval at a business meeting.

Video recordings of work sessions will not be made. Audio recording will not be made unless the Chair or Board so decides.

Agenda Preparation

Staff will provide the Executive Committee the draft agenda for the work session for their review and approval 10 days in advance.

Staff will provide the agenda materials electronically to the Board six days in advance. Staff will notify the public that the agenda materials are on OWASA's website at least three days in advance.

Work Session Agenda

1) Welcome and call to order by Chair

2) Announcements by the Chair and other Board Members and staff

3) Specific agenda item(s) for discussion:
   a. Presentation of information
   b. Open discussion
   c. Board direction to Committee(s) and/or staff about issue scope; process; information needed; next steps; etc. (if applicable)

4) Request(s) to the full Board by Board Members and staff for information, guidance, and/or to suggest initiatives for consideration by the Board. These requests will be discussed at current or future work sessions (or business meeting) as determined by the Chair or a majority of the Board.

5) Review the 12 month schedule of agenda items for Board work sessions and business meetings. Discuss in detail the expectations and information needed from staff, etc. for the agenda items for the next business meeting and the next work session.

6) (Optional) Discussion by Board and staff about the effectiveness of the work session.

7) Chair or Executive Director summarizes work session and resulting action items.

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NOTE:

Occasionally, the Board will hold only one meeting during the month, and it may occur on the date for the standing work session meeting (such as during November and December, when the second meeting of the month is cancelled due to the holidays). In such cases, the Board work sessions may be preceded by a brief business meeting (7:00 PM) to allow petitions from the public and to obtain Board decisions on action items that are time sensitive.

Should a closed session of the Board be needed at such meetings, it will be held following the work session.

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Attachment 2

Framework for OWASA Board and Committee Roles

August 25, 2014, Draft for Discussion Only

Purpose of the document

This document describes the boundaries between the roles of the full Board, Board committees, committee chairs, and individual Board members. Its intent is to complement the current OWASA bylaws, rather than alter or duplicate them. The document is intended as clarification of the select boundary areas only, not a complete description of roles and responsibilities.

Relationship between full Board and standing Board Committees

The OWASA Board determines which topics it wants to explore as a full Board (potentially in a work session format) and which topics it wants to assign to Board Committees or committee chairs for further analysis and development of recommendations. Board also determines priorities and desired timeframes for addressing topics.

Implementation:

1. Full Board regularly reviews proposed agenda topics for both Board work sessions and regular meetings

2. Board Committees and committee chairs may propose additional topics for analysis and development of recommendations; Board determines (1) whether to invest Board, committee, and staff resources, and (2) which topics it prefers to explore as a full board

3. To facilitate Board decision-making, Board chair may propose how and when the Board and Board Committees will address a particular topic

Relationship between full Board and the Executive Committee

The Executive Committee provides input to Board chair and Executive Director concerning draft agendas and 12-month calendar for the Board work sessions and regular meetings. With such input, Board chair approves the agenda for near-term Board meetings. The goal is to achieve alignment with Board consensus on the desired long-term agenda and to incorporate actions and discussion topics proposed by staff members.

The Executive Committee may also review Board practices, and opportunities for improving them, and provide relevant advice or recommendations for consideration by the chair or the full Board.

The Executive Committee also acts as a proxy for the full Board in situations where urgent and significant policy or operating decisions must be made AND when it is not feasible to convene a quorum of the Board.

Role of Board committee chairs

Committee chairs facilitate deliberation by their respective committees on topics referred to committees by the full Board. The chairs communicate committee analysis, meeting summaries, and recommendations to the full Board.

Committee chairs approve agendas for committee meetings. The goal is to achieve alignment with Board consensus on the desired long-term committee agenda and to incorporate discussion topics proposed by staff members. The committee chairs also consult with the Executive Director and members of staff to ensure satisfactory preparation of information and analysis for committee deliberations.

The Board chair may assign responsibility to a committee chair to consult directly with the Executive Director and members of staff to ensure satisfactory preparation for a full Board work session on a topic that is consistent with the committee's domain. The Board chair may also assign responsibility to a committee chair to guide and facilitate deliberation of the topic at the full Board's work session.

Committee chairs may survey their respective committee members to identify additional Board topics related to the domain of the committee. Before investing Board, committee, or staff resources, the committee chair will review proposed topics with the full Board.

The Board chair may also establish an ad hoc committee of Board members to address a topic that does not fit the domain of standing Board committees.

Relationship between individual Board members and staff members

Individual members of the Board, including members of the Executive Committee and committee chairs, may provide informal coaching, advice, and requests to the Executive Director and other staff members. Executive Director and other staff members may seek such input from individual Board members.

However, no individual Board member or committee chair may unilaterally impose actions on the Executive Director or members of staff, or expect to impose such actions (i.e., actions not voluntarily accepted by the Executive Director or members of staff).

The Board chair may assign responsibility to an individual Board member to address a particular topic that lies outside the domain of the standing committees. Example: partnering with Executive Director on facilitating development of a Board-approved strategic plan