Orange Water and Sewer Authority
OWASA is Carrboro-Chapel Hill's not-for-profit public service agency
delivering high quality water, wastewater, and reclaimed water services.

MEMORANDUM

TO: Ray DuBose, Ex-Officio
Bruce Boehm, Vice Chair
Jody Eimers, Secretary

FROM: Todd Taylor, P.E., Executive Director

DATE: July 27, 2020

SUBJECT: **Virtual Executive Committee Meeting - Thursday, July 30, 2020, 3:00 p.m.**

The Executive Committee will meet virtually on Thursday, July 30, 2020 at 3:00 p.m., to discuss:

1. Overview of Executive Committee Roles and Responsibilities
2. Review and discuss Framework for OWASA Board and Committee Roles (attached and accepted by the Board on September 11, 2014)
3. Update on the Onboarding Program for OWASA's New Executive Director – tentative August 13, 2020 agenda item
4. General topics for Fiscal Year 2021
5. Orientation for New Board Members

We look forward to the discussion.

Todd Taylor, P.E.
Executive Director

Attachment
c: OWASA Board of Directors
Robert Epting, General Counsel

FRAMEWORK FOR OWASA BOARD AND COMMITTEE ROLES

Board Accepted on September 11, 2014

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 will 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 full Board can also review Board practices.)

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 will survey their respective committee members to identify additional Board topics related to the domain of the committee; 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.

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

Board members and OWASA staff are encouraged to maintain collaborative relationships each with the others, to share suggestions for problem solving, and to maintain positive working relationships.

Individual members of the Board, including members of the Executive Committee and committee chairs, are encouraged to make inquiries to or request information directly from the Executive Director or OWASA staff. Such requests should be made through the Executive Director if responding is likely to require substantial resources or staff time, in which case the Executive Director may ask that the request be made and coordinated through the Board Chair in order to assure it is consistent with the Board's adopted work plan and strategic goals.

Individual Board members including committee chairs should take care to be sure individual requests of the Executive Director or staff are necessary and appropriate to understanding or accomplishing the Board's adopted work plan.

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.