

# SEWERAGE & WATER BOARD OF NEW ORLEANS

## GOVERNANCE COMMITTEE MEETING

TUESDAY, DECEMBER 10, 2019

9:00 AM

6 2 5 S T . J O S E P H S T R E E T  
2<sup>N</sup>D F L O O R B O A R D R O O M

Ralph Johnson, Chair • Robin Barnes  
Lynes Sloss • Jay. H. Banks • Janet Howard

---

### FINAL AGENDA

---

1. **ROLL CALL**

2. **DISCUSSION ITEMS**

- a. Ad Hoc Working Group Report
- b. Board By-law Amendments

3. **EXECUTIVE SESSION**

Executive Director Evaluation Criteria: Pursuant to La. R.S. 42:17(A)(1), the Sewerage and Water Board of New Orleans Governance Committee will meet in Executive Session to discuss the character, professional competence, or physical or mental health of its Executive Director.

4. **PUBLIC COMMENT**

5. **ADJOURNMENT**



## **Expectations of Myself and My Fellow SWBNO Board Members**

1. Lead with the organization's mission in mind.
2. Understand and commit to our roles as board and committee members; understand the purpose and importance of our committees.
3. Attend board and committee meetings; be punctual and judicious with each other's time.
4. Know, understand, and follow SWBNO bylaws and protocols.
5. Be present and engaged.
6. Encourage robust, meaningful discussion and consideration of diverse viewpoints.
7. Be forthcoming with pertinent and relevant information.
8. Be solution-oriented.
9. Avoid using board and committee meetings as opportunities for personal gain or attention.
10. Treat one another with respect.



## 2020 Action Items

### SHORT TERM (3-6 months)

1. Develop a process and mechanism for the Board to provide **input to the agenda**. Define, memorialize, and distribute to Board members.
2. Develop and implement an instrument and process, including timeline, for the **Executive Director's Performance Evaluation**. (In Progress)
3. Develop a Board member **online portal** for the collection and sharing of relevant information, including:
  - a. A new, **updated version of the S&WB reference book** (including Board contact information, important documents, etc.);
  - b. An **online library** for Board members to access reference materials, including a "SWBNO 101" presentation; and
  - c. A meeting and **training calendar**, reflecting Board requests for education on specific topics
4. Define **clear roles for Board committees** to ensure that committees wrestle purposefully with relevant Board issues; finalize committee changes in bylaws.
5. Create a **Board communications plan** that ensures timely information – *who* needs to know *what*, *when*. The Board needs to be informed with accurate information to act as ambassadors and answer questions on both vision and strategy and operations that rise to the level of public scrutiny (e.g. billing).
6. Reinstitute the annual **Board member retreat**.
7. Develop and adopt **Board-specific guiding principles**.

### MID-TERM (6-12 months)

8. Present a **set of industry standards** and **develop a dashboard of operating metrics** to track the performance of the S&WB, in conjunction with the Operations Committee.
9. Develop an instrument, methodology, and timeline for a **Board self-evaluation**.
10. Develop, plan, and institute Board member **orientation**.

Revisions to By-Laws of the Sewerage and Water Board of New Orleans  
(As of August 19, 2015)

Reference	Current By-Law	Proposed Amendment	If Amendment is Adopted
Article I Section 1	<p>Regular meetings of the Board shall be held on the third Wednesday of each month in the Board Room.</p> <p>In the event a regular meeting of the Board cannot be held on the third Wednesday of the month due to a legal holiday or other circumstances, or will not be held in the Sewerage and Water Board's Board Room, the President or President Pro Tem shall have the power to designate another day for the meeting either in the same week, in the week prior to, or in the week succeeding the week of the third Wednesday of that month and/or another location.</p> <p>The time and location of the meetings shall be promulgated by the Executive Director at least 24 hours in advance.</p>	<p>Regular meetings of the Board of Directors ("Board") shall be held on the third Wednesday of each month in the SWBNO Board Room.</p> <p>In the event a regular meeting of the Board cannot be held on the third Wednesday of the month due to a legal holiday or other circumstances, or will not be held in the <del>Sewerage and Water Board's</del> SWBNO Board Room, the President or President Pro Tempore shall have the power to designate another day for the meeting either in the same week, in the week prior to, or in the week succeeding the week of the third Wednesday of that month and/or another location.</p> <p>The time and location of the meetings shall be promulgated by the Executive Director's Office at least 24 hours in advance.</p>	<p>Regular meetings of the Board of Directors ("Board") shall be held on the third Wednesday of each month in the SWBNO Board Room.</p> <p>In the event a regular meeting of the Board cannot be held on the third Wednesday of the month due to a legal holiday or other circumstances, or will not be held in the SWBNO Board Room, the President or President Pro Tempore shall have the power to designate another day for the meeting either in the same week, in the week prior to, or in the week succeeding the week of the third Wednesday of that month and/or another location.</p> <p>The time and location of the meetings shall be promulgated by the Executive Director's Office at least 24 hours in advance.</p>
Article I Section 2	<p>Special meetings may be called by the President of the Board and shall be called by him when so requested in writing by four (4) members of the Board.</p> <p>Written notice stating agenda and the time and the place of the meeting shall be served by the Executive Director on each member and promulgated at least 24 hours in advance.</p>	<p><del>The President of the Board may call special meetings</del> <del>may be called by the President of the Board, and shall be called by him when so requested at any time, in writing upon written request signed by four (4) members of the Board.</del></p> <p><del>Written notice stating the agenda, and the time, and the place of any Board meeting shall be served by the Executive Director on each member and promulgated at least 24 hours in advance.</del></p>	<p>The President of the Board may call a special meeting at any time upon written request signed four (4) members of the Board.</p> <p>Written notice stating the agenda, time, and place of any Board meeting shall be served by the Executive Director on each member and promulgated at least 24 hours in advance.</p>
Article I Section 3	<p>No subject shall be considered at special meetings, except those embraced in the call. However, upon approval of 2/3 of the members present, a matter not on the agenda may be taken up.</p>	<p>No subject shall be considered <del>at any special meetings,</del> except those promulgated on the agenda. <del>embraced in the call.</del> However, upon approval of 2/3 of the members present, a matter not on the agenda may be taken up.</p>	<p>No subject shall be considered at any special meeting, except those promulgated on the agenda. However, upon approval of 2/3 of the members present, a matter not on the agenda may be taken up.</p>
Article I Section 4	<p>Six members shall constitute a quorum for the transaction of business at all Board meetings. Written notice stating the agenda and the time and the place of the meeting shall be served by the Executive Director on each Trustee, and promulgated at least 24 hours in advance.</p> <p>Eight members shall constitute a quorum for the transaction of any business by the Board of Trustees of the Employee's</p>	<p>Six members shall constitute a quorum for the transaction of business at all Board meetings. <del>Written notice stating the agenda and the time and the place of the meeting shall be served by the Executive Director on each Trustee, and promulgated at least 24 hours in advance.</del></p> <p>Eight members shall constitute a quorum for the transaction of any business by the Board of Trustees of the Employee's</p>	<p>Six members shall constitute a quorum for the transaction of business at all Board meetings.</p> <p>Eight members shall constitute a quorum for the transaction of any business by the Board of Trustees of the Employee's Retirement System of the Sewerage and Water Board of New Orleans.</p>

**Commented [GY1]:** Verbiage regarding notice was redundant.

Revisions to By-Laws of the Sewerage and Water Board of New Orleans  
(As of August 19, 2015)

	Retirement System of the Sewerage and Water Board of New Orleans.	Retirement System of the Sewerage and Water Board of New Orleans.	
Article I Section 5	In the absence of specific rules, policies, or procedures, Robert's Rules of Order, as newly revised, shall be used in conducting a meeting.		
Article I Section 6	In the absence of specific rules, policies, or procedures, Robert's Rules of Order, as newly revised, shall be used in conducting a meeting.		
Article II Section 1	Officers of the Board shall be the President and the President Pro Tem. The Mayor of the City of New Orleans is the Ex-Officio President of the Board. The President Pro Tem shall be elected by a majority of the members of the Board.	Officers of the Board shall be the President and the President Pro Tempore. The Mayor of the City of New Orleans is the Ex-Officio President of the Board. The President Pro Tempore shall be elected by a majority of the members of the Board.	Officers of the Board shall be the President and the President Pro Tempore. The Mayor of the City of New Orleans is the Ex-Officio President of the Board. The President Pro Tempore shall be elected by a majority of the members of the Board.
Article III Section 1	Voting shall be by viva voce, except if otherwise noted herein, a majority of all members present to prevail. Appropriations shall be by roll call vote.	Voting shall be by viva voce, except if otherwise noted herein, a majority of all members present to prevail. <b>On voice votes, the name of each voting "nay" shall be recorded in the minutes upon his/her request. Roll call votes shall be required for budget approval.</b>	Voting shall be by viva voce, except if otherwise noted herein, a majority of all members present to prevail. <b>On voice votes, the name of each voting "nay" shall be recorded in the minutes upon his/her request. Roll call votes shall be required for budget approval.</b>
Article IV Section 1	Appointments to the Board are made by the President as set forth in R.S. 33:4071. The President shall also make appointments to all Committees of the Board. The President shall preside at all meetings of the Board. He shall have authority to open all documents addressed to the Board. He shall have authority to sign all contracts, checks, warrants and other documents or papers in the name of the Board, and as directed by it. He has the right to vote at any meeting of the Board or any of the Board's committees. The President may also be authorized other duties as established by the Board.	<b>Board President. In addition to such duties as may be established by the Board, The President shall have the following duties:</b>  <b>Appointments. The President shall appoint members of the Board as set forth in R.S. 33:4071. The President shall also appoint all members of all committees of the Board.</b>  <b>Meetings. The President shall preside at all meetings of the Board, and has the right to vote at any meeting of the Board or any of the Board's committees.</b>  <b>Administrative Matters. The President He shall have authority to open all documents addressed to the Board, and to sign all contracts, checks, warrants, and other documents or papers in the name of the Board, and as directed by it. The President may also be authorized other duties as established by the Board.</b>	Board President. In addition to such duties as may be established by the Board, the President shall have the following duties:  Appointments. The President shall appoint members of the Board as set forth in R.S. 33:4071. The President shall also appoint all members of all committees of the Board.  Meetings. The President shall preside at all meetings of the Board, and has the right to vote at any meeting of the Board or any of the Board's committees.  Administrative Matters. <u>The President</u> shall have authority to open all documents addressed to the Board, and to sign all contracts, checks, warrants and other documents or papers in the name of the Board, and as directed by it. The President may also be authorized other duties as established by the Board.

Commented [GY2]: Gender Neutral

Revisions to By-Laws of the Sewerage and Water Board of New Orleans  
(As of August 19, 2015)

<p>Article IV Section 2</p>	<p>The President Pro Tem shall assume all the duties of the President in the President's absence, or at the President's direction, and any other duties and privileges as may be established by the Board. The President Pro Tem has the right to vote at any meeting of the Board or any of the Board's committees. When both the President and President Pro Tem are in attendance at any committee or Board meeting and the President is presiding, the President Pro Tem shall have the same right to vote as any other member of the Board.</p> <p>The President Pro Tem shall serve for a two (2) year period with an option for the Board to re-elect him for another two (2) year term should the Board so desire, it being the intention of this section that the above reference to terms shall constitute a full, complete and consecutive term and should any President Pro Tem who is removed as such by his removal from the Board through causes beyond his control, who returns to the Board and is reinstated to the position of President Pro Tem, he shall be entitled to serve, if elected by the Board, two (2) full and consecutive two (2) year terms.</p>	<p>The President Pro Tempore shall assume all the duties of the President in the President's absence, or at the President's direction, and any other duties and privileges as may be established by the Board. The President Pro Tempore has the right to vote at any meeting of the Board or any of the Board's committees. When both the President and President Pro Tempore are in attendance at any committee or Board meeting and the President is presiding, the President Pro Tempore shall have the same right to vote as any other member of such committee or the Board in each such meeting.</p> <p>The President Pro Tempore shall serve for a term of two (2) years <del>period with an option for the Board to re-elect him.</del> The Board shall have the option to re-elect the same President Pro Tempore for another two (2) year term should the Board so desire, it being the intention of this section that the above-referenced to terms shall constitute a full, complete, and consecutive term and. sShould any President Pro Tempore who is be removed as such his removal from the Board through causes beyond his or her control, who and thereafter returns to the Board and is reinstated to the position of President Pro Tempore, s/he shall be entitled to serve, if elected by the Board, two (2) full and consecutive two (2) year terms as set forth above.</p>	<p>The President Pro Tempore shall assume all the duties of the President in the President's absence, or at the President's direction, and any other duties and privileges as may be established by the Board. The President Pro Tempore has the right to vote at any meeting of the Board or any of the Board's committees. When both the President and President Pro Tempore are in attendance at any committee or Board meeting and the President is presiding, the President Pro Tempore shall have the same right to vote as any other member of such committee or the Board in each such meeting. The President Pro Tempore shall serve for a term of two (2) years. The Board shall have the option to re-elect the same President Pro Tempore for another two (2) year term should the Board so desire, it being the intention of this section that the above-referenced terms shall constitute a full, complete, and consecutive term. Should any President Pro Tempore be removed, as such through causes beyond his or her control, and thereafter returns to the Board and is reinstated to the position of President Pro Tempore, s/he shall be entitled to serve, if elected by the Board, two (2) full and consecutive two (2) year terms as set forth above.</p>
<p>Article V Section 1</p>	<p>The Board shall elect an Executive Director whose salary shall be fixed by the Board. The Executive Director shall hold office at the pleasure of the Board. The election or removal of the Executive Director, and the amount of his salary, shall be determined by a majority vote of the entire Board at one of its regular monthly meetings. The duties of the Executive Director shall be fixed by the Board. The Executive Director is responsible for the daily operations of the organization.</p>	<p>The Board shall elect an Executive Director whose salary shall be fixed by the Board. The Executive Director shall hold office at the pleasure of the Board. The election or removal of the Executive Director, and the amount of his/her salary, shall be determined by a majority vote of the entire Board at one of its regular monthly meetings. The duties of the Executive Director shall be fixed by the Board. The Executive Director is responsible for the daily operations of the organization. The Sewerage and Water Board employees' indemnity bond is considered as satisfying the statutory requirement for the Executive Director's indemnity bond.</p>	<p>The Board shall elect an Executive Director whose salary shall be fixed by the Board. The Executive Director shall hold office at the pleasure of the Board. The election or removal of the Executive Director, and the amount of his/her salary, shall be determined by a majority vote of the entire Board at one of its regular monthly meetings. The duties of the Executive Director shall be fixed by the Board. The Executive Director is responsible for the daily operations of the organization. The Sewerage and Water Board employees' indemnity bond is considered as satisfying the statutory requirement for the Executive Director's indemnity bond.</p>

Revisions to By-Laws of the Sewerage and Water Board of New Orleans  
(As of August 19, 2015)

Article V Section 2	The Executive Director shall be present at all meetings of the Board and its Committees. He shall keep full and accurate written records of the proceedings at all such meetings	The Executive Director shall be present at all meetings of the Board and its Committees. <del>He</del> <b>The Executive Director</b> shall keep full and accurate written records of the proceedings at all such meetings	The Executive Director shall be present at all meetings of the Board and its Committees. The Executive Director shall keep full and accurate written records of the proceedings at all such meetings
Article V Section 3	The Executive Director shall be custodian and hold in safekeeping all records and papers belonging to the Board.		
Article V Section 4	All motions and resolutions passed by the Board shall be recorded by the Executive Director in a book or books to be kept for that purpose. He shall attend to the publication of motions and resolutions and other notices as required.	All motions and resolutions passed by the Board shall be recorded by the Executive Director in a book or books to be kept for that purpose. <b>The Executive Director</b> <del>He</del> shall attend to the publication of motions and resolutions and other notices as required.	All motions and resolutions passed by the Board shall be recorded by the Executive Director in a book or books to be kept for that purpose. The Executive Director shall attend to the publication of motions and resolutions and other notices as required.
Article V Section 5	<p>The Executive Director shall keep all the accounts of the Board, relating to the receipt and disbursement of funds. He shall keep an inventory of all property acquired or disposed of by the Board, and is required to make written report at each regular meeting of all transactions named in this section.</p> <p>The Executive Director shall submit a written annual report for the Board to present to the City Council in accordance with R.S. 33:4091. The report shall be prepared in a timely fashion so that it may be submitted to the City Council on or prior to the first day of May of each year.</p> <p>At least one day in advance of its regular monthly meeting or of any committee meetings, the Executive Director shall deliver to each member of the Board or Committee the meeting notice, agenda, and copies of all reports being presented to the Board or Committee.</p>	<p>The Executive Director shall keep all the accounts of the Board, relating to the receipt and disbursement of funds. <b>The Executive Director</b> <del>He</del> shall keep an inventory of all property acquired or disposed of by the Board, and is required to make written report at each regular meeting of all transactions named in this section.</p> <p>The Executive Director shall submit a written annual report for the Board to present to the City Council in accordance with R.S. 33:4091. The report shall be prepared in a timely fashion so that it may be submitted to the City Council on or prior to the first day of May of each year.</p> <p>At least one day in advance of its regular monthly meeting or of any committee meetings, the Executive Director shall deliver to each member of the Board or Committee the meeting notice, agenda, and copies of all reports being presented to the Board or Committee.</p>	<p>The Executive Director shall keep all the accounts of the Board, relating to the receipt and disbursement of funds. The Executive Director shall keep an inventory of all property acquired or disposed of by the Board, and is required to make written report at each regular meeting of all transactions named in this section.</p> <p>The Executive Director shall submit a written annual report for the Board to present to the City Council in accordance with R.S. 33:4091. The report shall be prepared in a timely fashion so that it may be submitted to the City Council on or prior to the first day of May of each year.</p> <p>At least one day in advance of its regular monthly meeting or of any committee meetings, the Executive Director shall deliver to each member of the Board or Committee the meeting notice, agenda, and copies of all reports being presented to the Board or Committee.</p>
Article V Section 6	The Executive Director shall also perform such other duties germane to such office, as may be required of him by direction of the Board. The Sewerage and Water Board employees' indemnity bond is considered as satisfying the statutory requirement for the Executive Director's indemnity bond.	The Executive Director shall also perform such other duties germane to such office, as may be required of him by direction of the Board. <del>The Sewerage and Water Board employees' indemnity bond is considered as satisfying the statutory requirement for the Executive Director's indemnity bond.</del>	The Executive Director shall also perform such other duties germane to such office, as may be required of him by direction of the Board.

**Commented [GY3]:** Moved to Article V Section 1

Revisions to By-Laws of the Sewerage and Water Board of New Orleans  
(As of August 19, 2015)

<p>Article V Section 7</p>	<p>Neither the Executive Director, nor any unclassified employee, shall engage in any other occupation or employment that would interfere or conflict with their Sewerage and Water Board duties. The unclassified employees shall not engage in any other occupation or employment unless certified by the Executive Director as not interfering or in conflict with their Sewerage and Water Board duties.</p> <p>The Executive Director shall receive such certification from the President Pro Tem before engaging in any other occupation or employment as described above.</p>	<p>Neither the Executive Director, nor any unclassified employee shall engage in any other occupation or employment that would interfere or conflict with their <del>Sewerage and Water Board</del> SWBNO duties. <del>The</del> <del>Unclassified</del> employees shall not engage in any other occupation or employment unless certified by the Executive Director as not interfering or in conflict with their <del>Sewerage and Water Board</del> SWBNO duties.</p> <p>The Executive Director shall receive such certification from the President Pro Tempore before engaging in any other occupation or employment as described above.</p>	<p>Neither the Executive Director, nor any unclassified employee shall engage in any other occupation or employment that would interfere or conflict with their SWBNO duties. Unclassified employees shall not engage in any other occupation or employment unless certified by the Executive Director as not interfering or in conflict with their SWBNO duties.</p> <p>The Executive Director shall receive such certification from the President Pro Tempore before engaging in any other occupation or employment as described above.</p>
<p>Article V Section 8</p>	<p>A Deputy Director shall act in the absence of the Executive Director in carrying out the duties prescribed by these By-Laws, as well as any other duties that are assigned by the Executive Director or by the Board.</p>	<p><del>A Deputy Director shall act in the absence of</del> The Executive Director, <del>if absent, may name a designee(s) to carry out</del> <del>the</del> his/<del>her</del> duties as prescribed by these By-Laws, as well as any other duties that are assigned by the Executive Director of by the Board.</p>	<p>The Executive Director, if absent, may name a designee(s) to carry out his/her duties as prescribed by these By-Laws, as well as any other duties that are assigned by the Executive Director of by the Board.</p>
<p>Article VI Section 1</p>	<p>There shall be four (4) standing Committees, to be named respectively: the Audit Committee, the Finance and Administration Committee, the Governance Committee, and the Strategy Committee.</p> <p>In addition, a Pension Committee is established in accordance with the "Rules and Regulations of the Employees Retirement System of the Sewerage and Water Board of New Orleans."</p> <p>A Plumbing Conference Committee is established in accordance with the Plumbing Code of the City of New Orleans.</p> <p>Other Ad Hoc Committees may be established by the Board or the President of the Board.</p>	<p>There shall be <del>four (4)</del> five (5) standing <del>C</del>ommittees, <del>to be named respectively</del> named as follows: <del>the</del> Audit Committee, <del>the</del> Finance and Administration Committee, <del>the</del> Operations Committee, <del>the</del> Governance Committee, and <del>the</del> Strategy Strategic Planning Committee.</p> <p>In addition, a Pension Committee is established in accordance with the "Rules and Regulations of the Employees Retirement System of the Sewerage and Water Board of New Orleans."</p> <p>A Plumbing <del>Conference</del> Committee is established in accordance with the Plumbing Code of the City of New Orleans.</p> <p>Other Ad Hoc Committees may be established by the Board or the President of the Board.</p>	<p>There shall be five (5) standing committees, named as follows: Audit Committee, Finance and Administration Committee, Operations Committee, Governance Committee, and Strategic Planning Committee.</p> <p>In addition, a Pension Committee is established in accordance with the "Rules and Regulations of the Employees Retirement System of the Sewerage and Water Board of New Orleans."</p> <p>A Plumbing Committee is established in accordance with the Plumbing Code of the City of New Orleans.</p> <p>Other Ad Hoc Committees may be established by the Board or the President of the Board.</p>
<p>Article VI Section 2</p>	<p>The President of the Board shall appoint the Chairpersons and all members of the foregoing Committees. The President of The Board may appoint the Vice Chairpersons of the four (4) standing Committees. The make-up of the Committees may be re-examined periodically and new appointments made so that all</p>	<p>The President of the Board shall appoint <del>each the</del> <del>C</del>hairpersons and all members of the <del>foregoing</del> committees, <del>named in Article VI, Section 1</del>. The President of The Board may appoint the Vice Chairpersons of the five (5) standing <del>C</del>ommittees. The <del>make-up</del> <del>composition</del> of the <del>C</del>ommittees may be re-examined</p>	<p>The President of the Board shall appoint each chairperson and all members of the committees, named in Article VI, Section 1. The President may appoint the Vice Chairpersons of the four (4) standing Committees. The composition of the committees may be re-examined periodically and new appointments may be made</p>



Revisions to By-Laws of the Sewerage and Water Board of New Orleans  
(As of August 19, 2015)

	<p>members of the Board may participate in all phases of Sewerage and Water Board operations and administration. Each Board member must be assigned to serve on at least one (1) Committee.</p> <p>Each committee shall consist of five (5) members of the Board, to be appointed by the President. Three (3) members of any standing committee shall constitute a quorum.</p>	<p>periodically and new appointments made so that all members of the Board may participate in all phases of SWBNO's operation and administration. Each Board member must be assigned to serve on at least one (1) <del>C</del>committee.</p> <p>Each committee shall consist of five (5) members of the Board, to be appointed by the President. Three (3) members of any standing committee shall constitute a quorum.</p>	<p>so that all members of the Board may participate in all phases of SWBNO's operation and administration. Each Board member must be assigned to serve on at least one (1) committee.</p> <p>Each committee shall consist of five (5) members of the Board. Each Board member must be assigned to serve on a at least one (1) committee. Three (3) members of any standing committee shall constitute a quorum.</p>
Article VI Section 3	<p>The Audit Committee shall monitor compliance with federal, state, and local laws and regulations and have charge of the affairs of the Board relating to the internal control and risk management framework.</p> <p>The following matters are illustrative of those brought before the Audit Committee for consideration: review of all contracts awarded by the Executive Director; regulatory compliance; internal controls assessment; internal and external audit reports compliance; and recommendations from external consultants.</p>	<p>The Audit Committee shall monitor compliance with federal, state, and local laws and regulations and have charge of the affairs of the Board relating to the internal control and risk management framework.</p> <p>The following matters are illustrative of those brought before the Audit Committee for consideration: review of all contracts awarded by the Executive Director; regulatory compliance; internal controls assessment; internal and external audit reports compliance; and recommendations from external consultants.</p> <p><b>The Audit Committee shall meet quarterly.</b></p>	<p>The Audit Committee shall monitor compliance with federal, state, and local laws and regulations and have charge of the affairs of the Board relating to the internal control and risk management framework.</p> <p>The following matters are illustrative of those brought before the Audit Committee for consideration: review of all contracts awarded by the Executive Director; regulatory compliance; internal controls assessment; internal and external audit reports compliance; and recommendations from external consultants.</p> <p>The Audit Committee shall meet quarterly.</p>
Article VI Section 4	<p>The Finance and Administration Committee shall monitor operational performance and align financial resources to achieve the objectives of the Board.</p> <p>The following matters are illustrative of those brought before the Finance and Administration Committee for consideration: organizational performance metrics; operating and capital budgets; and financial reporting.</p>	<p>The Finance and Administration Committee shall monitor operational performance and align financial resources to achieve the objectives of the Board.</p> <p>The following matters are illustrative of those brought before the Finance and Administration Committee for consideration: organizational performance metrics; operating and capital budgets; and financial reporting.</p> <p><b>The Finance and Administration Committee shall meet monthly.</b></p>	<p>The Finance and Administration Committee shall monitor operational performance and align financial resources to achieve the objectives of the Board.</p> <p>The following matters are illustrative of those brought before the Finance and Administration Committee for consideration: organizational performance metrics; operating and capital budgets; and financial reporting.</p> <p>The Finance and Administration Committee shall meet monthly.</p>
Article VI Section 5	<p>The Governance Committee shall manage the business of the Board of Directors.</p> <p>The following matters are illustrative of those brought before the Governance Committee for consideration: perform orientation and training of new Board members; conduct evaluation and improvement of Board performance; oversee Board compliance</p>	<p>The Governance Committee shall manage the business of the Board of Directors.</p> <p>The following matters are illustrative of those brought before the Governance Committee for consideration: perform orientation and training of new Board members; conduct evaluation and improvement of Board performance; oversee Board compliance</p>	<p>The Governance Committee shall manage the business of the Board of Directors.</p> <p>The following matters are illustrative of those brought before the Governance Committee for consideration: perform orientation and training of new Board members; conduct evaluation and improvement of Board performance; oversee Board compliance</p>

Revisions to By-Laws of the Sewerage and Water Board of New Orleans  
(As of August 19, 2015)

	with requirements for written financial disclosure statements; and consideration of Bylaw changes.	with requirements for written financial disclosure statements; and consideration of Bylaw changes.  <u>The Operations Committee shall meet biannually.</u>	with requirements for written financial disclosure statements; and consideration of Bylaw changes.  The Operations Committee shall meet biannually.
Article VI Section 6	The Strategy Committee shall have charge of the affairs of the Board relating to long-term planning for the capabilities of the organization.  The following matters are illustrative of those brought before the Strategy Committee for consideration: strategic planning; facilities planning; personnel planning; financial planning; and information technology planning.	The <del>Strategy</del> <u>Strategic Planning</u> Committee shall have charge of the affairs of the Board <u>and the organization</u> relating to long-term planning for the capabilities of <del>the organization</del> SWBNO.  The following matters are illustrative of those brought before the <del>Strategy</del> <u>Strategic Planning</u> Committee for consideration: strategic planning; facilities planning; personnel planning; financial planning; and information technology planning.  <u>The Operations Committee shall meet biannually.</u>	The Strategic Planning Committee shall have charge of the affairs of the Board and the organization relating to long-term planning for the capabilities of SWBNO.  The following matters are illustrative of those brought before the Strategic Planning Committee for consideration: strategic planning; facilities planning; personnel planning; financial planning; and information technology planning.  The Operations Committee shall meet biannually.
Article VI Section 7		<u>The Operations Committee shall have charge of the affairs of the Board relating to the Board's systems of sewerage, water, and drainage; the Board's Economically Disadvantaged Business Enterprise Program; and the Board's customer relations policies and procedures.</u>  <u>The following matters are illustrative of those brought before the Operations Committee: a review of EDBE policies and procedures; customer billing and collections, meter reading, meter installation and removal, customer inquiries, work order management, power and technology upgrades.</u>  <u>The Operations Committee shall meet biannually.</u>	The Operations Committee shall have charge of the affairs of the Board relating to the Board's systems of sewerage, water, and drainage; the Board's Economically Disadvantaged Business Enterprise Program; and the Board's customer relations policies and procedures.  The following matters are illustrative of those brought before the Operations Committee: a review of EDBE policies and procedures; customer billing and collections, meter reading, meter installation and removal, customer inquiries, work order management, and technology upgrades.  The Operations Committee shall meet biannually.
Article VI Section 7  Redesignated as Article VI Section 8	The Pension Committee is established by Section (3) of the "Rules and Regulations of the Employee Retirement System of the Sewerage and Water Board of New Orleans." This Committee consists of the Chairperson – President Pro Tem; four (4) members appointed by the President, at least one of which shall be a member of the Finance Committee; Three (3) employee members elected by the employees and one (1) retiree representative elected by Board retirees. Five members shall constitute a quorum.	The Pension Committee is established by Section (3) of the "Rules and Regulations of the Employee Retirement System of the Sewerage and Water Board of New Orleans." This Committee consists of the Chairperson – President Pro Tempore; four (4) members appointed by the President <u>of the Board</u> , at least one of which shall be a member of the Finance Committee; <del>Three</del> <u>three</u> (3) employee members, elected by the employees of <u>SWBNO</u> ; and one (1) retiree representative, elected by <u>SWBNO Board</u> retirees. Five <u>(5)</u> members shall constitute a quorum.	The Pension Committee is established by Section (3) of the "Rules and Regulations of the Employee Retirement System of the Sewerage and Water Board of New Orleans." This Committee consists of the Chairperson – President Pro Tempore; four (4) members appointed by the President of the Board, at least one of which shall be a member of the Finance Committee; three (3) employee members, elected by the employees of SWBNO; and one (1) retiree representative, elected by SWBNO retirees. Five (5) members shall constitute a quorum.

Revisions to By-Laws of the Sewerage and Water Board of New Orleans  
(As of August 19, 2015)

	The Committee shall be in charge of matters relating to the management of the Employee Retirement System, including establishment of the rules and regulations and management of the pension fund.	The Pension Committee shall <b>have charge of the affairs of the Board</b> <del>be in charge of matters</del> relating to the management of the Employee Retirement System, including establishment of the rules and regulations and management of the pension fund.  <b>The Pension Committee shall meet quarterly.</b>	The Pension Committee shall have charge of the affairs of the Board <del>be in charge of matters</del> relating to the management of the Employee Retirement System, including establishment of the rules and regulations and management of the pension fund.  The Pension Committee shall meet quarterly.
Article VI Section 8  Redesignated as Article VI Section 9	A. The Board of Trustees, as defined in the Rules and Regulations of the Employees' Retirement System of the Sewerage and Water Board of New Orleans, shall have full and final authority to make all decisions concerning the investment of assets of said retirement system, to include recommendations of the Pension Committee made to the Board, and which involve the exercise of the Trustees' Investment Authority, as set forth in Section 8.6 of the Rules and Regulations of the Retirement System. These matters shall include, but not limited to, the following: <ul style="list-style-type: none"> <li>a. Selection, hiring, and termination of various investment managers, custodial banks and financial consulting firms.</li> <li>b. The establishment of an Investment Policy, Asset Allocation Policy and Rebalancing Policy.</li> <li>c. Deciding what portion of the Retirement System assets a particular investment manager shall invest.</li> <li>d. Evaluating the performance of a particular investment manager, including placing that investment manager on probation.</li> <li>e. Receipt and review of actuarial reports and annual investment reports prepared by the investment consultant.</li> </ul>		

Revisions to By-Laws of the Sewerage and Water Board of New Orleans  
(As of August 19, 2015)

<p>B. Because the Pension Committee will be called upon to review matters which the Board of Trustees of the Employees' Retirement System will be required to approve in order to be effective:</p> <ul style="list-style-type: none"><li>a. The Pension Committee, in making its written report to the Board of Directors of the Sewerage and Water Board of New Orleans, shall designate three (3) types of agendas for consideration by the Board of Directors. These three (3) agendas shall consist of consent items, non-consent items and items to be considered by the full Board of Trustees.</li><li>b. At the time that the Pension Committee report is received by the Board of Directors, and such report has on its agenda 'Board of Trustees Items,' the four (4) employee-elected Trustees, if present, shall be invited by the chairperson to join the Board of Directors' Trustees in considering the specific items of that agenda. A roll call shall be made by the Secretary to establish a quorum of the Board of Trustees, which quorum shall be no less than eight(8) Trustees. At this time, it is recognized that this is an official meeting of the Board of Trustees of the Employees' Retirement System of the Sewerage and Water Board of New Orleans and all Trustees present shall have the right to make motions, enter into discussions, vote and otherwise fully participate in the matters at hand. Each Trustee shall have one vote. All actions of the Trustees shall be by voice vote, unless a roll call is requested and a majority of all Trustees present shall prevail.</li></ul> <p>Upon conclusion of the specific items of the Board of Trustees agenda, to include that specified on the agenda of the Pension Committee, the chairman shall call for a motion to end the</p>		
---	--	--

Revisions to By-Laws of the Sewerage and Water Board of New Orleans  
(As of August 19, 2015)

	Board of Trustees meeting. Upon such affirmative vote to end, the employee-elected Trustees shall withdraw and the Board of Directors shall continue its regular business.		
Article VI Section 9  Redesignated as Article VI Section 10	The Plumbing Conference Committee is established by the Plumbing Code of the City of New Orleans. Matters relating to the Plumbing Code shall be brought before the Plumbing Conference Committee for consideration. This Committee consists of: the General Superintendent, the Supervisor of Plumbing; four members of the Sewerage and Water Board appointed by the President, one licensed master plumber, one licensed journeyman plumber, and one member of any allied plumbing or engineering trade or profession. Except for the first two above, all shall be appointed to two (2) year terms by the President of the Board. Five members constitute a quorum.	The Plumbing <del>Conference</del> Committee is established by the Plumbing Code of the City of New Orleans. Matters relating to the Plumbing Code shall be brought before the Plumbing <del>Conference</del> Committee for consideration. This Committee consists of: the General Superintendent, the Supervisor of SWBNO Plumbing Department; and seven (7) members, appointed by the President of the Board as follows:  four (4) members of the Sewerage and Water Board appointed by the President; one (1) licensed master plumber, one (1) licensed journeyman plumber, and one (1) member of any allied plumbing or engineering trade or profession.  Except for the first two above, all shall be appointed to two (2) year terms by the President of the Board.  Five members constitute a quorum.  The Plumbing Committee shall meet biannually.	The Plumbing Committee is established by the Plumbing Code of the City of New Orleans. Matters relating to the Plumbing Code shall be brought before the Plumbing Committee for consideration. This committee consists of: the General Superintendent, the Supervisor of SWBNO Plumbing Department; and seven (7) members, appointed by the President of the Board as follows:  four (4) members of the Board of Directors of SWBNO; one (1) licensed master plumber; one licensed journeyman plumber; and one (1) member of any allied plumbing or engineering trade or profession.  Except for the first two above, all shall be appointed to two (2) year terms by the President of the Board.  Five members constitute a quorum.  The Plumbing Committee shall meet biannually.
Article VI Section 10  Redesignated as Article VI Section 11	Any of the Committees may meet upon regular call of the Chairperson and shall meet upon ruling to that effect by the Board.	<del>Any of the Committees may meet upon regular call of the Chairperson and shall meet upon ruling to that effect by the Board.</del>  All committees shall meet as called for by the committee chairperson except as otherwise stated herein.	All committees shall meet as called for by the committee chairperson except as otherwise stated herein.
Article VI Section 11  Redesignated as Article VI Section 12	All reports of Committees for submission at the regular meeting of the Board shall be in writing and action thereon may be deferred to the subsequent regular meeting of the Board.	All reports of Committees for submission at the regular meeting of the Board shall be in writing and action thereon may be deferred to the subsequent regular meeting of the Board.	All reports of committees for submission at the regular meeting of the Board shall be in writing and action thereon may be deferred to the subsequent regular meeting of the Board.

Revisions to By-Laws of the Sewerage and Water Board of New Orleans  
(As of August 19, 2015)

<p>Article VI Section 12</p> <p>Redesignated as Article VI Section 13</p>	<p>Both the President of the Board and the President Pro Tem shall be ex-officio members of each and all committees, both with the right to vote the same as any other member of said committees. Both the President of the Board, and the President Pro Tem, when acting as ex-officio members of a Committee in accordance with the foregoing, shall be true members in every sense and shall be counted towards the establishment of a quorum for the meeting.</p>	<p>Both the President of the Board and the President Pro Tempore shall be ex-officio members of each and all committees, both with the right to vote the same as any other member of said committees. Both the President of the Board, and the President Pro Tempore, when acting as ex-officio members of a <del>C</del>committee, in accordance with <del>these By-Laws the foregoing</del>, shall be true members in every sense and shall be counted towards the establishment of a quorum for the meeting.</p>	<p>Both the President of the Board and the President Pro Tempore shall be ex-officio members of each and all committees, both with the right to vote the same as any other member of said committees. Both the President of the Board, and the President Pro Tempore, when acting as ex-officio members of a committee, in accordance with these By-Laws, shall be true members in every sense and shall be counted towards the establishment of a quorum for the meeting.</p>
<p>Article VI Section 13</p> <p>Redesignated as Article VI Section 14</p>	<p>Action taken by a Committee of the Board shall be by a majority of those present.</p>	<p>Action taken by a <del>C</del>committee of the Board shall be by a majority of those present.</p>	<p>Action taken by a <del>C</del>committee of the Board shall be by a majority of those present.</p>
<p>Article VI Section 14</p> <p>Redesignated as Article VI Section 15</p>	<p>Whenever there is an absence of a quorum required for a Committee of the Board to meet, the Executive Director shall reschedule the Committee Meeting to the next available date and time at which a quorum can be reasonably anticipated. Absent a quorum, there shall be no meeting of the Committee, however, the members present may, if they so desire, receive information or reports pertaining to matters on the agenda for such meeting.</p>	<p>Whenever there is an absence of a quorum required for a <del>C</del>committee of the Board to meet, the Executive Director shall reschedule the Committee Meeting to the next available date and time at which a quorum can be reasonably anticipated. Absent a quorum, there shall be no meeting of the <del>C</del>committee, however, the members present may, if they so desire, receive information or reports pertaining to matters on the agenda for such meeting.</p>	<p>Whenever there is an absence of a quorum required for a committee of the Board to meet, the Executive Director shall reschedule the Committee Meeting to the next available date and time at which a quorum can be reasonably anticipated. Absent a quorum, there shall be no meeting of the committee, however, the members present may, if they so desire, receive information or reports pertaining to matters on the agenda for such meeting.</p>
<p>Article VII Section 1</p>	<p>All warrants for payment of money administered by the Board of Liquidation, City Debt, for account of the Sewerage and Water Board of New Orleans, shall be drawn as provided in Article XIV of the Constitution of 1921, as amended by Sections 23.1 through 23.12 and 23.28 through 23.43, which has subsequently been reenacted as LRS 33:4094 through 33:4136, and all said warrants except those for contracts require two (2) signatures, one of which must be provided by the Executive Director. Said warrants shall be listed on audit sheet(s), setting forth, the number of the warrant date of warrant, and number of appropriation; and said audit sheet or sheets require the same signatory authorization, as stated above.</p>	<p>All warrants for payment of money administered by the Board of Liquidation, City Debt, for account of the Sewerage and Water Board of New Orleans, shall be drawn as provided in Article XIV of the Constitution of 1921, as amended by Sections 23.1 through 23.12 and 23.28 through 23.43, which has subsequently been reenacted as LRS 33:4094 through 33:4136, and all said warrants except those for contracts require two (2) signatures, one of which must be provided by the Executive Director, <del>General Superintendent, or the Executive Director's designee</del>. Said warrants shall be listed on audit sheet(s), setting forth, the number of the warrant date of warrant, and number of appropriations; and said audit sheet or sheets require the same signatory authorization, as stated above.</p>	<p>All warrants for payment of money administered by the Board of Liquidation, City Debt, for account of the Sewerage and Water Board of New Orleans, shall be drawn as provided in Article XIV of the Constitution of 1921, as amended by Sections 23.1 through 23.12 and 23.28 through 23.43, which has subsequently been reenacted as LRS 33:4094 through 33:4136, and all said warrants except those for contracts require two (2) signatures, one of which must be provided by the Executive Director, General Superintendent, or the Executive Director's designee. The second signature must be provided by staff designated in writing by the Executive Director. Said warrants shall be listed on audit sheet(s), setting forth the number of the warrant, date of warrant, and number of appropriations; and said</p>

Revisions to By-Laws of the Sewerage and Water Board of New Orleans  
(As of August 19, 2015)

	<p>All checks for transfer of money for clearing accounts (i.e., payroll, voucher, etc.) of the Sewerage and Water Board of New Orleans, shall be drawn on the master accounts of the Board and require two (2) signatures, one of which must be provided by the Executive Director, a Deputy Director, General Superintendent, or Deputy General Superintendent. The second signature must be provided by staff designated in writing by the Executive Director. Said checks shall be listed audit sheet(s), and said audit sheet or sheets require the same signatory authorization, as stated above.</p> <p>All checks for payment of construction contracts shall be handled in the same manner, as stated above.</p>	<p><del>All checks for transfer of money for clearing accounts (i.e., payroll, voucher, etc.) of the Sewerage and Water Board of New Orleans, shall be drawn on the master accounts of the Board and require two (2) signatures, one of which must be provided by the Executive Director, a Deputy Director, General Superintendent, or Deputy General Superintendent. The second signature must be provided by staff designated in writing by the Executive Director. Said checks shall be listed audit sheet(s), and said audit sheet or sheets require the same signatory authorization, as stated above.</del></p> <p><del>All checks for payment of construction contracts shall be handled in the same manner, as stated above.</del></p> <p>The persons holding the following positions shall be authorized to act with respect to the bank deposit accounts of the Board including merchant credit, operational expense, and pension trust accounts:</p> <p>The Executive Director, Chief Financial Officer, and Chief Administrative Officer are hereby designated as authorized to sign on behalf of the Board, documents related to the management of such deposit accounts held in the name of the Board.</p> <p>Any transfers of money from, between or among accounts of the Board shall require two (2) signatures, one of which must be provided by the Executive Director, Chief Financial Officer, or Chief Administrative Officer. The second signature must be provided by staff designated by two of the following, in writing: the Executive Director, Chief Financial Officer, or Chief Administrative Officer.</p>	<p>audit sheet or sheets require the same signatory authorization, as stated above.</p> <p>The persons holding the following positions shall be authorized to act with respect to the bank deposit accounts of the Board including merchant credit, operational expense, and pension trust accounts:</p> <p>The Executive Director, Chief Financial Officer, and Chief Administrative Officer are hereby designated as authorized to sign on behalf of the Board, documents related to the management of such deposit accounts held in the name of the Board.</p> <p>Any transfers of money from, between or among accounts of the Board shall require two (2) signatures, one of which must be provided by the Executive Director, Chief Financial Officer, or Chief Administrative Officer. The second signature must be provided by staff designated by two of the following, in writing: the Executive Director, Chief Financial Officer, or Chief Administrative Officer.</p>
Article VII Section 2	There shall be no disbursement of the monies of this Board without the direct order of resolution of the Board, made and entered of record at a meeting thereof, except as provided in R.S. 33:4084.		

Revisions to By-Laws of the Sewerage and Water Board of New Orleans  
(As of August 19, 2015)

Article VIII Section 1	The appointment, suspension and removal of employees shall be in accordance with the provisions of R.S. 33:4076 of Louisiana Revised Statutes. All payment of wage or salaries shall cease on dismissal of employees.		
Article IX Section 1	All funds of Sewerage and Water Board of New Orleans, subject to its control, shall be deposited with any bank or banks located in the City of New Orleans selected by the Board. Such banks shall furnish acceptable collateral in accordance with applicable law.		
Article X Section 1	Any amendments to these by-laws shall be adopted only after approved by a quorum of the board (R.S. 33:4071E), provided that notice of the proposed amendment shall be given at a regular monthly meeting preceding final action upon such amendment. The amendment to be filed in writing at this meeting and entered upon the Minutes of the Board; further providing that the Executive Director of the Board shall have filed a copy of the amendment with a notice of the meeting for final action, upon every member of the Board not less than a week prior to said meeting.	Any amendments or changes to these <del>By-Laws</del> shall be adopted only after approved by a quorum of the <del>Board</del> , provided that notice of the proposed amendment <del>or change</del> shall be given at a regular monthly meeting preceding final action upon such amendment <del>or change</del> , the amendment to be filed in writing at this meeting and entered upon the Minutes of the Board; further provided that the Executive Director of the Board shall have <del>delivered</del> a copy of the <del>proposed amendment or change</del> with a notice of the meeting for final action, to every member of the Board not less than a week prior to said meeting.	Any amendments or changes to these By-Laws shall be adopted only after approved by a quorum of the Board, provided that notice of the proposed amendment or change shall be given at a regular monthly meeting preceding final action upon such amendment or change, the amendment to be filed in writing at this meeting and entered upon the Minutes of the Board; further provided that the Executive Director of the Board shall have delivered a copy of the proposed amendment or change with a notice of the meeting for final action, to every member of the Board not less than a week prior to said meeting.
Article XI Section 1	Executive Director shall distribute an agenda for the regular monthly meeting of the Board at least 24 hours in advance of the meeting with an Order of Business. Contained within the Order of Business may be a consent agenda which can be adopted at the Board meeting in globo by voice vote of the majority members present. Only matters receiving a unanimous vote of the members present at a meeting of the Committee before which it has been brought shall be placed upon a consent agenda for consideration by the Board at its regular or special meeting. Should any Board member at the Board meeting object to any item(s) contained in the consent agenda, that item(s) shall be removed, not voted upon as part of the consent agenda and the item(s) placed appropriately in the Order of Business for discussion.  The Board may, by a vote of two-thirds (2/3) of the members present at a meeting, alter the order of business for that meeting.	<del>The</del> Executive Director shall distribute an agenda for the regular monthly meeting of the Board at least 24 hours in advance of the meeting, <del>together</del> with an Order of Business. Contained within the Order of Business may be a consent agenda which can be adopted at the Board meeting in globo by voice vote of the majority members present. Only matters receiving a unanimous vote of the members present at a meeting of the Committee before which it has been brought shall be placed upon a consent agenda for consideration by the Board at its regular or special meeting. Should any Board member at the Board meeting object to any item(s) contained in the consent agenda, that item(s) shall be removed, not voted upon as part of the consent agenda and the item(s) placed appropriately in the Order of Business for discussion.  The Board may, by a vote of two-thirds (2/3) of the members present at a meeting, alter the order of business for that meeting.	The Executive Director shall distribute an agenda for the regular monthly meeting of the Board at least 24 hours in advance of the meeting, together with an Order of Business. Contained within the Order of Business may be a consent agenda which can be adopted at the Board meeting in globo by voice vote of the majority members present. Only matters receiving a unanimous vote of the members present at a meeting of the Committee before which it has been brought shall be placed upon a consent agenda for consideration by the Board at its regular or special meeting. Should any Board member at the Board meeting object to any item(s) contained in the consent agenda, that item(s) shall be removed, not voted upon as part of the consent agenda and the item(s) placed appropriately in the Order of Business for discussion.  The Board may, by a vote of two-thirds (2/3) of the members present at a meeting, alter the order of business for that meeting.



Revisions to By-Laws of the Sewerage and Water Board of New Orleans  
(As of August 19, 2015)

Article XII Section 1	In accordance with the provisions of R.S. 42:5(D), the public is invited to attend and give comment on any matter listed on the agenda of a regular or special meeting of the Board or any of its committees. The time and length of such comments shall be determined by the Chair of the meeting.		
--------------------------	---	--	--