

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

On Tuesday, October 7, 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)  
                                 Ms. Rebecca Hammer, Committee Member  
                                 Mr. John Hill, 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. Matt Robertson, Director of Communications  
                                 Ms. Lorna Huff, Executive Assistant to the Board and CEO

1. Call to Order

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

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 requested that members review the April 7, 2025, meeting 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. Updates to Board Communications Policy

Mr. Robertson reviewed the revisions to the Board Communications Policy including the general principals, internal and external drivers and relationships with Affinity Groups and others.

The Chair Ex Officio requested that a preamble be added that included AlexRenew Board of Directors be knowledgeable. The Chair and Ms. Hammer agreed with the additional language. Ms. Hammer moved to recommend the revised Communications Policy with Mr. Hill's amendments to the full Board for approval. Mr. Beall seconded. The Committee unanimously approved.

6. Board Administrative Items

a. Board Retreat – February 20-21, 2026

Nothing to report

- b. UMC Conference – March 24-27  
Dr. Wone and Mr. Hill anticipate that they will attend this year’s UMC Conference in Charlotte, NC. Staff has submitted an abstract on AlexRenew’s Job Order Contract program.
- c. Board Self-Assessment- October 2026  
The next Board Self-Assessment is anticipated for the Fall 2026 Governance Meeting.
- d. Board Composition Matrix  
Mr. Carl reported that additional areas of expertise had been added to the Board Composition Matrix as request by the Board. Ahead of the next Governance Meeting, staff will send the Board Composition Matrix to get updates from the Board.
- e. Board Annual Retreat Themes  
Mr. Carl reviewed the proposed topics for upcoming Board Retreats in the coming years, including succession planning in 2027, resiliency strengthening (climate change, economic, cyber and disaster recovery) in 2028, and a Strategic Plan update in 2029. Additional potential subjects could include a PhaseForward tour and overview, circular water economy, and regulatory compliance and environmental standards

#### 7. Board Policies Overview

The Committee considered proposed amendments to several governance documents. Following discussion, the Committee requested a few targeted edits to the Bylaws and the Board Committees Policy. Ms. Hammer made a motion, seconded by Mr. Beall, to recommend that the Board approve: (1) a resolution amending the Bylaws; (2) a resolution designating the CEO as Official Custodian of Funds; (3) a resolution delegating signatory authority to the CEO (revised); (4) the updated Board Roles & Responsibilities Policy, and (5) the updated Board Committees Policy (as amended). Collectively, the actions align with Virginia law and public-sector best practices to improve transparency and operational efficiency.

There being no additional business, Ms. Hammer moved to adjourn. Mr. Beall seconded. The Committee unanimously approved.

The meeting adjourned at 6:20 p.m.

**APPROVED**



Committee Chair, James Beall