

**THE WOODLANDS TOWNSHIP
BOARD OF DIRECTORS
SPECIAL BOARD MEETING
MARCH 23, 2011
MINUTES**

**THE STATE OF TEXAS §
COUNTIES OF HARRIS & MONTGOMERY §**

The Board of Directors of The Woodlands Township met in special session, open to the public, on March 23, 2011, posted to begin at 9:00 a.m. The meeting was held in a meeting room at the office of The Woodlands Township, Board Chambers, 10001 Woodloch Forest Drive, Suite 600, The Woodlands, Texas, within the boundaries of The Woodlands Township.

DIRECTORS PRESENT: Chairman Bruce Tough, Vice Chairman Lloyd Matthews, Secretary Claude Hunter, Treasurer Ed Robb, Director Nelda Blair, Director Tom Campbell, and Director Peggy Hausman

DIRECTORS ABSENT: None

STAFF/ADVISORS: Don Norrell, President/General Manager, John Powers, Assistant General Manager Community Services, Monique Sharp, Assistant General Manager of Finance & Administration, Susan Welbes, Director of Human Resources, Nick Wolda, Director of Community Relations/CVB President, Miles McKinney, Legislative Affairs & Transportation Manager, Karen Dempsey, Management Analyst, Mary Connell, Community Relations Manager, Mike Page, Legal Counsel

CALL TO ORDER:

Chairman Tough called the meeting to order at 9:00 a.m. and declared that notice of this meeting was posted 72 hours in advance at the Courthouses of Montgomery and Harris Counties and inside the boundaries of The Woodlands Township at the office building located at 10001 Woodloch Forest Drive, The Woodlands, Texas. As there was a quorum of members present, the Board proceeded to conduct business regarding the following matters.

CONSIDER AND ACT UPON ADOPTION OF MEETING AGENDA:

Chairman Tough called for a motion and second to adopt the meeting agenda.

MOTION: Motion by Director Blair; second by Vice Chairman Matthews

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VOTE: **Ayes:** Chairman Tough
 Vice Chairman Matthews
 Secretary Hunter
 Treasurer Robb
 Director Blair
 Director Campbell
 Director Hausman

Nays: None
Abstentions: None
Absent: None

ACTION: Motion passed unanimously.

RECOGNIZE PUBLIC OFFICIALS:

There were no public officials in attendance.

PUBLIC COMMENT:

There was no public comment.

OPENING REMARKS:

Chairman Tough provided background information on events leading up to today's discussions. The Board then entered into discussion about The Woodlands Governance Planning Process and the next steps that will be taken in planning for the community's future.

DISCUSSION OF MATTERS RELATING TO THE WOODLANDS GOVERNANCE PROCESS:

Chairman Tough called on Curt Dunham, Governance Planning consultant with Partners for Strategic Action, to lead the Board in discussions of matters relating to The Woodlands Governance Process. Mr. Dunham reviewed agenda items to be covered during today's Board of Directors Scoping Meeting.

The agenda for The Woodlands Governance Planning Process Board of Directors Scoping Meeting is attached hereto as Exhibit "A".

RECEIVE, CONSIDER AND ACT UPON SCOPE OF WORK AND SCHEDULE FOR 2011:

Mr. Dunham reviewed a draft version of Stage 1 Scope of Work and Schedule. Following Mr. Dunham's review, the Board was provided opportunities to make comments and offer additional feedback. Chairman Tough then called for a motion and second to act upon the Scope of Work and Schedule for 2011 as presented in a Draft Stage 1 Scope of Work. Board discussion followed.

MOTION: Motion by Secretary Hunter; there was no second. Motion died due to lack of a second.

Board discussion continued; revisions to the Draft Stage 1 Scope of Work were suggested. Mr. Dunham informed the Board that he would rework the Stage 1 Scope of Work with the changes discussed. Chairman Tough then called for a motion and second to consider and act upon Scope of Work for 2011 as amended. Board discussion followed.

MOTION: Motion by Secretary Hunter; second by Vice Chairman Matthews

VOTE: **Ayes:** Chairman Tough
 Vice Chairman Matthews
 Secretary Hunter

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Treasurer Robb
Director Blair
Director Campbell
Director Hausman

Nays: None
Abstentions: None
Absent: None

ACTION: Motion passed unanimously.

A draft copy of The Woodlands Governance Planning Process Stage 1 Scope of Work is attached hereto as Exhibit "B".

RECEIVE, CONSIDER AND ACT UPON BOARD INVOLVEMENT AND PROCEDURES STRATEGY:

Mr. Dunham presented the following list of recommended Board Involvement and Procedures Strategies:

- The Board will serve as a deliberative, decision-making body throughout the process;
- The Board will host public events and forums;
- The Board will collect data and input and take no action until defined project milestones are identified;
- The Board will take action as a Board; not as individuals
- Decisions will be made by the Board; not as individuals
- The Chairman will serve as the official spokesperson

Chairman Tough then called for a motion and second to approve the Board Involvement and Procedures Strategy. Board discussion followed. Minor revisions were made to the motion as previously stated. The Chair then called for a motion and second to approve The Woodlands Board Governance Planning Process preferred Board Involvement-Best Practices.

MOTION: Motion by Director Blair; second by Secretary Hunter

VOTE: **Ayes:** Chairman Tough
 Vice Chairman Matthews
 Secretary Hunter
 Treasurer Robb
 Director Blair
 Director Campbell
 Director Hausman

Nays: None
Abstentions: None
Absent: None

ACTION: Motion passed unanimously.

DISCUSSION OF NEXT STEPS; AND

Next steps in the Governance Planning Process will focus on:

- Finalizing the Scope of Work;
- Beginning Stage 1A tasks; and
- Developing a preliminary project calendar

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ADJOURNMENT:

As there was no further business to discuss, Chairman Tough called for a motion and second to adjourn the meeting at 10:46 a.m.

MOTION: Motion by Treasurer Robb; second by Director Campbell

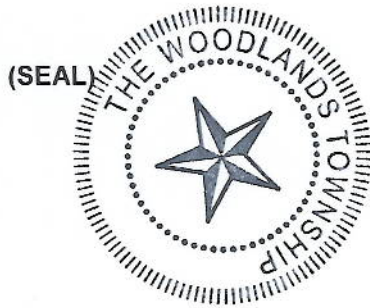
VOTE: **Ayes:** Chairman Tough
 Vice Chairman Matthews
 Secretary Hunter
 Treasurer Robb
 Director Blair
 Director Campbell
 Director Hausman

Nays: None

Abstentions: None

Absent: None

ACTION: Motion passed unanimously.




Claude Hunter
Secretary, Board of Directors

EXHIBIT OMISSIONS*

EXHIBIT "A"

EXHIBIT "B"

***To view Exhibits, please contact the Records Management Analyst at 281-210-3800.**

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