

**Motion for a WCA Governance Review of and vote to Proceed with Governance Analysis
August 16, 2020**

A WCA Governance Review is proposed to assess options for enhanced effectiveness and transparency of the Waterford Citizens' Association (WCA) organizational structure, its relationships with County, State and private utilities and other service providers, as well as other local and regional non-profit organizations.

A proximal reason for this review is increased activity of these service providers in the Waterford Area (e.g., VDOT, Dominion, Loudoun Water) due to growth in Loudoun County, as well as new service needs in the village (e.g., traffic management, water supply). The broader context is Waterford's dual nature as both a residential village and a national historic landmark (NHL). A further factor is the ongoing Covid-19 pandemic, as well as protests in support of greater racial equality, which have created societal disruptions and challenges, but also opportunities and possibilities (e.g., increased number of visitors to the village to enjoy Phillips Farm; Second Street School & John Wesley Church education opportunities; new ways of interacting online; potential interest in Waterford's unique history in the NHL's 50th year). These factors suggest that exploring modernization of WCA governance is timely.

The Review would examine:

- (i) the range of services in the common interest now provided, or needed, in the Village;
- (ii) the most appropriate, effective role for the WCA as a public counterpart for each service;
- (iii) how short-term mandates of WCA Officers and many Committees can best address longer term challenges and the need for long-term relationships;
- (iv) ability of WCA membership (or residents) to vote for all board members;
- (v) capacity of WCA to represent the views of Village residents, not just WCA members; and
- (vi) what if any changes might be needed to the WCA's organizing structure, including its Bylaws, to address these issues. The review should make specific recommendations.
- (vii) are other structures (eg incorporation of the Village) better suited address these challenges.

The overall goal is to ensure that the WCA lives up to its mandate to "to foster community action, to further the common good and general welfare of the community, to secure improvements, and to maintain the Waterford Area as a desirable and attractive community in which to live" (Preamble to WCA Bylaws).

This is envisioned as a desk review to be augmented by interviews. The time-frame for carrying out the review would be approximately three months, with recommendations presented to the WCA Board and discussed by the membership and residents before the end of 2020.

WCA STANDING COMMITTEES STATUS, REVIEW AND RECOMMENDATIONS 9/29/20

CURRENT STATUS:

The list of WCA Standing Committees specified in the Bylaws, Article 5 and the list of Standing Committees actually in existence and reported on the WCA Website differ.

ACTION STEP:

The Governance Committee should review the chart below and make recommendations for the consideration of the Executive Committee

BYLAWS: ARTICLE FIVE

STANDING COMMITTEES

There shall be ten (10) standing committees of the Association, the chairperson of each shall be appointed by the President.

BYLAWS, ARTICLE FIVE COMMITTEES	WEBSITE LIST OF COMMITTEES	WEBSITE STATED COMMITTEE MISSIONS	CHAIR
Audit			
Beautification	Beautification/ <i><u>Environmental</u></i>	Beautification Committee - organizes village cleanups, tree/bulb planting, signage, etc.	Nick Ratcliffe
Cemetery	Cemetery	Cemetery Committee - helps maintain the <u>Waterford Union of Churches Cemetery</u>	Paul Rose
Cooperative			
Environmental		Environmental Committee - looks at issues <i><u>involving our water</u></i> and sewage	
Fund Raising		Fundraising Committee - raises much-needed funds to support all of our other efforts	
Membership	Membership	Membership Committee - recruits new members and organizes membership activities	Ed Lehmann
Preservation	Preservation	Preservation Committee - ensures the preservation of our historic community	Vacant
	Social		Jill Kadish
Special Events	Special Events		Ann Belland
Streets (including maintenance, signs, lights & traffic)			
	Traffic	Traffic Committee - organizes our	Meredith

WCA STANDING COMMITTEES STATUS, REVIEW AND RECOMMENDATIONS 9/29/20

		street and traffic plans	Imwalle
	Water		Mark Sullivan

DECISION POINTS:

1. Audit Committee:

Remove from Bylaws?	Yes	No
Create a Standing Committee and Mission Statement	Yes	No

2. Beautification/ *Environmental* Website Committee

Remove " <i>Environmental</i> " from Website title	Yes	No
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3. Cooperative Committee is in Bylaws but without actual committee or Mission

Create a Cooperative Committee and Mission Statement	Yes	No
Remove Cooperative Committee from Bylaws	Yes	No

4. Environmental Committee "looks at issues *involving our water* and sewage"

Remove website listing of a "Water Committee"	Yes	No
Move activities of the "Water Committee" into Environmental	Yes	No
Update identification of Chairs	Yes	No

5. Fundraising Committee is in Bylaws but without actual committee or Mission

Create a Cooperative Committee and Mission Statement	Yes	No
Remove Cooperative Committee from Bylaws	Yes	No

6. Preservation Committee: Identify Chair on Website

7. Social Committee is identified on the Website but not in Bylaws

Add Social Committee to Bylaws	Yes	No
If yes, create Mission Statement and add to Website		

8. Special Events: Create and post a Mission Statement on Website

9. Streets (including maintenance, signs, lights & traffic) Committee is in the Bylaws

Create a Streets Committee and Mission Statement	Yes	No
If yes, fold existing "Traffic Committee" into "Streets"	Yes	No
If no, remove Streets Committee from Bylaws	Yes	No

Respectfully submitted: Cate Magennis Wyatt

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If no, remove Streets Committee from Bylaws	Yes	No

Respectfully submitted: Cate Magennis Wyatt

WCA - AD HOC GOVERNANCE REVIEW COMMITTEE
ORGANIZATIONAL MEETING
OCTOBER 1, 2020
3:00PM
VIA ZOOM

AGENDA

- I. Review Governing Motion for Ad Hoc Committee and Scope of Task
- II. Governance Hygiene:
 - Review of Current Bylaws
 - Review WCA Standing Committees Status and Decision Point Memo
- III. Other/New Business
- IV. Dates/Times for Regular Meetings
- V. Adjourn

Attachments:

- I. Governing Motion for Ad Hoc Committee
- II. Bylaws with tracked items to discuss
- III. Decision Point Memo re: WCA Standing Committees Status, Review and Recommendations for the Executive Committee

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WCA STANDING COMMITTEES STATUS, REVIEW AND RECOMMENDATIONS 9/29/20

		street and traffic plans	Imwalle
	Ad Hoc Water		Mark Sullivan

DECISION POINTS:

1. Audit Committee:

- Remove from Bylaws? Yes **No**
- Create a Standing Committee and Mission Statement **Yes** No
- 2 Officers to select the Auditor

2. Beautification/ *Environmental* Website Committee

- Remove "*Environmental*" from Website title **Yes** No

3. Cooperative Committee is in Bylaws but without actual committee or Mission

- What is the relevance of the current and future structure**
- Create a Cooperative Committee and Mission Statement Yes No
- Remove Cooperative Committee from Bylaws Yes No

4. Environmental Committee "looks at issues *involving our water* and sewage"

- Remove website listing of a "Water Committee" Yes No
- Move activities of the "Water Committee" into Environmental Yes No
- Update identification of Chairs Yes No

5. Fundraising Committee is in Bylaws but without actual committee or Mission

- Create a Fundraising Committee and Mission Statement **Yes** No
- Remove Fundraising Committee from Bylaws Yes **No**

6. Preservation Committee: **Identify Chair on Website**

7. Social Committee is identified on the Website but not in Bylaws

- Add Social Committee to Bylaws Yes No
- If yes, create Mission Statement and add to Website

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- Create a Streets Committee and Mission Statement Yes No
- If yes, fold existing "Traffic Committee" into "Streets" Yes No
- If no, remove Streets Committee from Bylaws Yes No

Create a Utilities and General Management Committee

Respectfully submitted: Cate Magennis Wyatt, Mary Sheehan and Mike Stups

WCA - AD HOC GOVERNANCE REVIEW COMMITTEE
OCTOBER 1, 2020 MEETING
MINUTES

ATTENDEES: MARY SHEEHAN, MIKE STUP AND CATE MAGENNIS WYATT
TIME: 4PM-5PM

The Members discussed the Governing Motion for Ad Hoc Committee, to create a Scope of Task and determined the following:

Governance Committee Scope of Task

1. Review the current Waterford Citizens' Association (WCA) Governance Hygiene to assess options for enhanced effectiveness and transparency of the WCA organizational structure. Report findings and recommendations to the WCA Executive Committee.
2. Review the issues, frustrations, needs, and opportunities the WCA has and will face as a community non-profit, operating in the vacuum of a "municipal" governing body. Report findings and recommendations to the WCA Executive Committee.
3. Analysis of potential governing structures, i.e.; HOA, Municipal, Alignment with other Western Villages/ Loudoun Historic Village Associations to provide a framework for determining the best governance structure for the WCA. Report findings and recommendations to the WCA Executive Committee.
4. Once the WCA governing structure is selected, recommend to the Executive Committee the tools to "formalize" relationships and communications with the WFL, County, State, Federal partners; public, private utilities and other service providers; other local and regional non-profit organizations.

Governance Committee Scope of Task

The Members then reviewed the current Waterford Citizens' Association (WCA) Bylaws and Standing Committees and found the Standing Committees listed on the WCA website, and the descriptions of those committees, are not consistent with Standing Committees established by the Bylaws.

To assist the Executive Committee's efforts to ensure the actual Standing Committees reflect those authorized by the Bylaws a draft Decision Point document (attached) was created, reviewed and subsequently shared with the President of the WCA.

The entire Bylaws were reviewed. During discussion the members determined it would behoove the Committee to analyze analogous organizations, i.e.; HOA's and municipalities, because the WCA's responsibilities have changed over the years and an alternative governance structure may be warranted. Mary Sheehan offered to research HOA Governance documents.

The Members agreed to meet weekly and there being no further business the Meeting was adjourned.

Governance Committee Scope of Task

1. Review the current Waterford Citizens' Association (WCA) Governance Hygiene to assess options for enhanced effectiveness and transparency of the WCA organizational structure. Report findings and recommendations to the WCA Executive Committee.
2. Review the issues, frustrations, needs, and opportunities the WCA has and will face as a community non-profit, operating in the vacuum of a "municipal" governing body. Report findings and recommendations to the WCA Executive Committee.
3. Analysis of potential governing structures, i.e.; HOA, Municipal, Alignment with other Western Villages/ Loudoun Historic Village Associations to provide a framework for determining the best governance structure for the WCA. Report findings and recommendations to the WCA Executive Committee.
4. Once the WCA governing structure is selected, recommend to the Executive Committee the tools to "formalize" relationships and communications with the WFI, County, State, Federal partners; public, private utilities and other service providers; other local and regional non-profit organizations.

October 8, 2020: Attachment to the Agenda of the WCA Ad Hoc Governance Committee Meeting, HOA Analysis

HOA resources:

Sample HOA bylaws from Homeowners' Protection Bureau:

<https://www.hopb.co/sample-hoa-bylaws#general>

The Homeowners' Protection Bureau website (hopb.co) has additional information and resources.

A number of HOA management companies have put together FAQs, one of them below for illustration (there are others):

<https://www.kppm.com/community-management-3-things-need-know/>

The Loudoun County Preservation & Conservation Coalition has established an HOA Coalition, with Gem Bingol (Piedmont Environmental Council, lives in Broadlands) as its Chair. Their work is just getting started and they are focused primarily on existing sub-division HOAs. But this group is a potential resource.

The Loudoun Historic Villages Association is another resource on collaborative governance, as we've discussed; it includes non-incorporated villages of Lincoln, Aldie, Taylorstown, Philomont, Bluemont and others experiencing some issues similar to those of Waterford. Chair is Madeleine Skinner (Philomont). Our Waterford representative is Richard Rogers.

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WCA - AD HOC GOVERNANCE REVIEW COMMITTEE
ORGANIZATIONAL MEETING
OCTOBER 8, 2020
4:00PM
VIA ZOOM

AGENDA

- I. Review Minutes of October 1st Meeting
- II. Amendments to the Agenda
- III. Discussion on the merits of alternative organizational structures: HOA
- IV. Other/New Business
- V.
- VI. Adjourn

WCA - AD HOC GOVERNANCE REVIEW COMMITTEE
OCTOBER 8, 2020
MINUTES

ATTENDEES: MARY SHEEHAN, MIKE STUP AND CATE MAGENNIS WYATT
TIME: 4PM-4:40PM

Cate Magennis Wyatt offered a motion, seconded by Mary Sheehan, to approve the Minutes of October 1st Meeting. The motion passed unanimously.

There were no Amendments to the Agenda

Discussion on the merits of alternative organizational structures: HOAs

Mary Sheehan circulated and then presented her research on the governance structure of Home Owner Associations (HOA), which is attached. The members then discussed elements of the HOA governance structure that parallel the WCA Bylaws, for example the Loudoun Historic Review Committee acts very much like an HOA's Covenants, Conditions and Restrictions Committee.

The members then discussed elements of the HOA governance structure the WCA could benefit from, for example: a clear definition of Membership, establishment of voting rights, determination of whether minimum dues are suggested or required and the setting of terms for all officers to enhance succession planning.

To further research analogous governing structures Mary Sheehan offered to reach out to the Chair of the Loudoun Historic Villages Association, Madeleine Skinner and our Waterford representative Richard Rogers to glean their insights and invite them to one of our meetings.

Additionally, Cate Magennis Wyatt offered to reach out to Al Van Huyck to discuss small municipal entity models we might study.

Discussion then focused on the process of identifying the actual and the aspirational responsibilities of the WCA. A summary of these will be studied and presented during the next meeting. Importantly, in addition to the "functional duties" of typical municipalities, this exercise will consider the means of creating a governance structure to ensure the citizens of Waterford have an underlining vision for our future and the means to control our destiny as we move into it. In this, the governance structure may include such committees as an "Idea Exchange", or a "WCA/WFI Innovations Committee" which could embrace the 1987 Waterford Area Management Plan and expand upon it to create future cultural/educational/social enterprises, or even a "What Unites Us and Excites Us" annual visioning, etc.

There being not further business the meeting was adjourned.

Respectfully submitted, Cate Magennis Wyatt
Attachment: HOA Overview

WCA - AD HOC GOVERNANCE REVIEW COMMITTEE
OCTOBER 15, 2020
MINUTES

ATTENDEES: MARY SHEEHAN, MIKE STUP AND CATE MAGENNIS WYATT
VIA EMAIL EXCHANGE

Cate Magennis Wyatt offered a motion, seconded by Mary Sheehan, to approve the Minutes of October 8th Meeting. The motion passed unanimously.

The Following Actions Steps were decided upon:

Bylaws:

Cate will create a redline/decision point copy of the Bylaws for collective review. Cate will reach out to Christy Hertel to obtain copies of standard HOA governing documents.

WCA Functions:

Mary will flesh out thoughts on the WCA Functions and recommend structuring the Standing Committees to reflect these Functions. In this effort Mary will identify which “tools” and potential Partners are available to each Standing Committee.

The Vision:

Mike Stup’s recommendation to structurally incorporate into the WCA’s governance and ongoing operations the means to envision what the citizens want Waterford to be in twenty years, was discussed. Cate suggested bringing all past plans together to both ensure the WCA has an archive of studies done, but also to use as a basis for planning a series of meetings open to all citizens and in conjunction with the WFI, to ask “What do We Want Waterford to be in 20 Years?”

Mary offered to reach out to Stephanie Thompson, Executive Director of the WFI, and WCA member Nick Ratcliffe for past studies. Cate will ask Meredith Imwalle for the most recent VDOT studies as well.

Cate offered to set up a meeting with the President of the Waterford Foundation and Ray Daffner, President of the Waterford Citizen’s Association to determine if both organizations are interested in pursuing this collective visioning effort, and if so, what type of standing committee would they envision within their governing documents.

Finally, Mary offered to ask around to see if we could obtain pro-bono services of a land planner to assist this effort.

Also, I had a rather long and productive meeting with Al earlier this week. **Great!** While he wasn’t able to give us a comparable governing structure, he did encourage us to participate in the current effort to update the Loudoun Zoning code. To that end I have a note to Maura Welsh Copeland, who serves on that committee, to chat. I’d like to invite her to our next meeting if you all agree. **Yes, I agree. Maura will be a truly excellent resource. She is**

extremely knowledgeable, and may likely get into the details. So we may end up having time only for that topic...?

I have also reached out to the WFI to see if they have ever exercised their review and consultation authority under Section 106 when VDOT makes plans to “improve” the streets of Waterford. This could be an excellent tool for a joint WCA/WFI committee. **This is a superb and useful insight. Potentially very helpful to pursue this. We in Traffic Committee have had such difficulty convincing VDOT of special historic status of NHL and need for historic-specific solutions (consultants themselves are more aware). I am curious, what legal grounding gives WFI their Section 106 review and consultation authority? Is there a legal way WCA (or some partnership between the two organizations) could share in that authority? I ask because the WCA, representing residents who are each also NHL stewards of the private homes, has substantial interest in the potential modern intrusion of infrastructure such as traffic and power poles.**

Incorporation Option: Mike offered to get the 2016 **summary documents from Sharyn for our discussion**

5. Loudoun Villages: I did have an opportunity to have an impromptu conversation with Richard Rogers. His observations regarding the Loudoun Villages very much mirror Al’s observations; evidently, we are the leaders of the pack as the others are only now filing for Non-Profit status so they can create a more structured governing system. Having said that, Richard is very open to participating in one of our meetings to see how we might further support this effort and vice-versa. **Super, I’ll follow up also.**

6. NHL: SPOT ON!!! We (WCA and WFI) needs to create and institutionalize a committee, to educate all citizens, committee members, elected officials, utility companies and governmental agencies (VDOT, Loudoun Water, etc) that the NHL status elevates the assets within its boundaries to an entirely different set of rules and to enforce those rules rigorously. Brown Morton (who wrote them) would be the perfect place to start. **Yes!! Great, look forward to talking further on this.**

Needless to say, we can connect over the phone anytime to brainstorm these further, i simply want to keep this amazing momentum moving forward! **Wonderful, Cate, thanks so much!**

Cheers,
Cate

Cate Magennis Wyatt

President

Remington International

O: 540.882.4505
C: 703.244.3347

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There being not further business the meeting was adjourned.

Respectfully submitted, Cate Magennis Wyatt
Attachment: HOA Overview

MEMO Draft

To: Ray Daffner, President of the Waterford Citizen Association (WCA)

From: WCA Ad Hoc Governance Committee: Members, Mary Sheehan, Mike Stup and Cate Magennis Wyatt

RE: Recommendation for a "Waterford 2040" vision and planning exercise, and creation of a Joint WCA/WFI Waterford 2040 Committee.

Date: November 5, 2020

Background:

Over the course of many years, the citizens of Waterford (through the Waterford Citizens' Association, WCA), and the Waterford Foundation, Inc. (WFI), in conjunction with other partnering organizations (the National Park Service, NTHP, VA DHR, etc.) have created visionary plans to chart the future *desired for the betterment and protection* of the village and the National Historic Landmark

These plans have allowed the two organizations to be in the position to increasingly manage and plan **our collective future.**

Attached a Summary of all Visionary and Site Specific plans conducted to date.

Due to the nature of non-profits and volunteer organizations, the good work of one era can unfortunately be duplicated by a following era due to the lack of an organizational governing structure, with a centralize archive and dedicated Joint WFI/WCA Standing Committee to ensure the plans we want are implemented.

Existing Conditions:

The WCA is in the process of examining and updating its governing documents to address the shifting roles and responsibilities it has assumed, in particular regarding village infrastructure such as traffic and water, in addition to its historically Social and Beautification initiatives.

Recommendation:

The WCA Ad Hoc Governance Committee recommends: (i) pursuit of a visioning exercise that would result in development of a unified 20-year "Waterford 2040" plan ; (ii) creation of a Joint WCA/WFI Waterford 2040 Working Group to plan Visioning Session(s); and (iii) eventual creation a Joint Standing Committee to develop the completed vision and follow up steps toward a unified Waterford 2040 plan.

The Benefits presented for consideration include but are not limited to:

- The opportunity to discuss, plan and determine in a participatory way our collective vision for what Waterford will be in 2040.

Commented [MS1]: Ha! I don't think we will be able to "control" much of anything! But perhaps manage and plan...??

Commented [MS2]: My thought would be that we should further develop this and complete a draft of the matrix, and discuss the implications and broad lines of the work; this would allow is to make a more compelling case when we submit the memo in my view.

I think there is no particular rush, right? We have another several weeks to complete the matrix and talk it over further, along with the other work of the governance committee. My suggestion would be to further develop the idea and submit the memorandum (as duly reviewed with Ray and Stephanie) as one among other recommendations in the package our group submits prior to year-end.

- With a unified plan the probability of securing County, State, NVTA, Federal and philanthropic funding increases exponentially.
- With a unified vision the recognition of the importance of the National Historic Landmark designation can no longer be ignored. Indeed, a unified vision will define roles and responsibilities for interaction with each level of elected officials (Local, State and Federal), multiple divisions within State agencies (e.g., VDOT), and all privately-run utilities (e.g., Dominion Energy, Loudoun Water) and each of our many statewide and national partners.
- With a unified vision and plan the WFI and the WCA will be able to utilize and enforce all tools available to it under Section 106, the National Heritage Area designation, State Scenic Byway programs, to name a few of the strategic policy tools for historic patrimony and open space protection.

Recommended Next Steps:

The WCA President and Officers present this concept to its Board of Directors and if accepted it would be brought before an upcoming WCA Meeting for consideration.

The WCA President and Officers coordinate with the WFI Executive Director to encourage her to present this concept to the WFI Board of Directors.

If accepted by both the WCA and the WFI a joint organizational meeting will be held early in 2021.

Commented [MS3]: I think approval of the WF board should be sufficient?

WCA - AD HOC GOVERNANCE REVIEW COMMITTEE
OCTOBER 29, 2020
AGENDA

ATTENDEES: MARY SHEEHAN AND CATE MAGENNIS WYATT

WCA Functions:

Review Analysis

Mary

Joint WFI/WCA 2040 Envisioning Meeting

Discuss process

Draft Committee Memo to WFI/WCA

Review Draft Analysis of Studies over time with common issues

Next: Mary and Mike will review

2. Study Analysis on Google Docs for additional input

Invite Stephanie, Meredith, Nick R? ~ Mary will add in the 2004 study

1. Mary edit Draft Letter then send

Extend our Committee to help flesh out ideas associated with the Visioning.

**Marry the WCA Social Services
with the existing WCA Standing Committees**

Reach out to other villages

ask the Preservation Committee Members Edith and Mimi to help flesh out the studies.

CMW to reach out to:

Milt Herd?

Maura Copeland Walsh

Bylaws:

Cate will create a redline/decision point copy of the Bylaws for collective review.

Cate will reach out to Christy Hertel to obtain copies of standard HOA governing documents.

The Vision:

Mike Stup's recommendation to structurally incorporate into the WCA's governance and ongoing operations the means to envision what the citizens want Waterford to be in twenty years, was discussed. Cate suggested bringing all past plans together to

both ensure the WCA has an archive of studies done, but also to use as a basis for planning a series of meetings open to all citizens and in conjunction with the WFI, to ask “What do We Want Waterford to be in 20 Years?”

Mary offered to reach out to Stephanie Thompson, Executive Director of the WFI, and WCA member Nick Ratcliffe for past studies. Cate will ask Meredith Imwalle for the most recent VDOT studies as well.

Cate offered to set up a meeting with the President of the Waterford Foundation and Ray Daffner, President of the Waterford Citizen’s Association to determine if both organizations are interested in pursuing this collective visioning effort, and if so, what type of standing committee would they envision within their governing documents.

Finally, Mary offered to ask around to see if we could obtain pro-bono services of a land planner to assist this effort.

Also, i had a rather long an productive meeting with Al earlier this week. **Great!** While he wasn’t able to give us a comparable governing structure, he did encourage us to participate in the current effort to update the Loudoun Zoning code. To that end i have a note to Maura Welsh Copeland, who serves on that committee, to chat. I’d like to invite her to our next meeting if you all agree. **Yes, I agree. Maura will be a truly excellent resource. She is extremely knowledgeable, and may likely get into the details. So we may end up having time only for that topic...?**

I have also reached out to the WFI to see if they have ever exercised their review and consultation authority under Section 106 when VDOT makes plans to “improve” the streets of Waterford. This could be an excellent tool for a joint WCA/WFI committee. **This is a superb and useful insight. Potentially very helpful to pursue this. We in Traffic Committee have had such difficulty convincing VDOT of special historic status of NHL and need for historic-specific solutions (consultants themselves are more aware). I am curious, what legal grounding gives WFI their Section 106 review and consultation authority? Is there a legal way WCA (or some partnership between the two organizations) could share in that authority? I ask because the WCA, representing residents who are each also NHL stewards of the private homes, has substantial interest in the potential modern intrusion of infrastructure such as traffic and power poles.**

Incorporation Option: Mike offered to get the 2016 **summary documents from Sharyn for our discussion**

5. Loudoun Villages: I did have an opportunity to have an impromptu conversation with Richard Rogers. His observations regarding the Loudoun Villages very much mirror Al’s observations; evidently, we are the leaders of the pack as the others are only now filing for Non-Profit status so they can create a more structured governing system. Having said that, Richard is very open to participating in one of our meetings to see how we might further support this effort and vice-versa. **Super, I’ll follow up also.**

6. It was agreed that both the WCA and WFI need to create and institutionalize a committee, to educate all citizens, committee members, elected officials, utility companies and governmental agencies (VDOT, Loudoun Water, etc) that the National Historic Landmark status elevates the assets within its boundaries to an entirely different set of rules and to enforce those rules rigorously. Brown Morton (who wrote them) would be the perfect place to start. **Yes!! Great, look forward to talking further on this.**

Needless to say, we can connect over the phone anytime to brainstorm these further, i simply want to keep this amazing momentum moving forward! **Wonderful, Cate, thanks so much!**

Cheers,
Cate

Cate Magennis Wyatt

President

Remington International

O: 540.882.4505

C: 703.244.3347

Discussion on the merits of alternative organizational structures: HOAs

Mary Sheehan circulated and then presented her research on the governance structure of Home Owner Associations (HOA), which is attached.

The members then discussed elements of the HOA governance structure that parallel the WCA Bylaws, for example the Loudoun Historic Review Committee acts very much like an HOA's Covenants, Conditions and Restrictions Committee.

The members then discussed elements of the HOA governance structure the WCA could benefit from, for example: a clear definition of Membership, establishment of voting rights, determination of whether minimum dues are suggested or required and the setting of terms for all officers to enhance succession planning.

To further research analogous governing structures Mary Sheehan offered to reach out to the Chair of the Loudoun Historic Villages Association, Madeleine Skinner and our Waterford representative Richard Rogers to glean their insights and invite them to one of our meetings.

Additionally, Cate Magennis Wyatt offered to reach out to Al Van Huyck to discuss small municipal entity models we might study.

Discussion then focused on the process of identifying the actual and the aspirational responsibilities of the WCA. A summary of these will be studied and presented during the next meeting. Importantly, in addition to the “functional duties” of typical municipalities, this exercise will consider the means of creating a governance structure to ensure the citizens of Waterford have an underlining vision for our future and the means to control our destiny as we move into it. In this, the governance structure may include such committees as an “Idea Exchange”, or a “WCA/WFI Innovations Committee” which could embrace the 1987 Waterford Area Management Plan and expand upon it to create future cultural/educational/social enterprises, or even a “What Unites Us and Excites Us” annual visioning, etc.

There being not further business the meeting was adjourned.

Respectfully submitted, Cate Magennis Wyatt
Attachment: HOA Overview

WCA - AD HOC GOVERNANCE REVIEW COMMITTEE
OCTOBER 29, 2020
AGENDA

ATTENDEES: MARY SHEEHAN MIKE STUP AND CATE MAGENNIS WYATT

Work Progress and Deadline Review:
Given the scope of work we are doing,
Easy Recommendations of Bylaws,
Governance Structure ~ analysis of HOA and Municipality
New Committee Recommendation

WCA Functions:

Review Analysis Mary

Joint WFI/WCA 2040 Envisioning Meeting

Review Mary and Mike modification
Flesh it out with the Matrix and themes

Then CMW should send to Ray

Bylaws

Membership discussion paper

2. Study Analysis on Google Docs for additional input


Invite Stephanie, Meredith, Nick R? ~ Mary will add in the 2004 study

CMW to reach out to:

Milt Herd?
Maura Copeland Walsh

Bylaws:

Cate will create a redline/decision point copy of the Bylaws for collective review.
Cate will reach out to Christy Hertel to obtain copies of standard HOA governing documents.

From: Cate Magennis Wyatt catemwyatt@gmail.com 
Subject: Ad Hoc Governance Committee Meeting ~ Process, Progress and Broad Strokes attached

Date: November 5, 2020 at 8:32 PM

To: Ray Daffner raydaffner@gmail.com, Mary Sheehan mcsheehan@ymail.com, Mike Stup mike.waterford.va@gmail.com
Cc: Cate Magennis Wyatt catemwyatt@gmail.com

CW

Hi Ray,
So hope this finds you well and able to enjoy a run during these beautiful days.

Your Ad Hoc Governance Committee has been meeting weekly and are at a place when it's worth our collective time to meet and to review preliminary findings and to ensure we are heading in the right direction.
Can you join our scheduled zoom meeting Thursday the 12th at 4pm?

We've approached the task of reviewing and recommending updates to the WCA Governing Documents with Board Hygiene in mind ~ and the rather simple approach of asking Who? What? Where? When? Why? and How?

Who is the WCA Membership?

The **first attachment** is a quick analysis of what has defined "Who can become a WCA Member", upon paying dues and who can vote on matters of concern to the WCA.

This analysis then includes *draft* alternative means to define the current "Geographic means of defining 'Who' can become a WCA Member" with a suggestion of "weighting" the voting categories of membership ~ clearly incomplete thought process, but worth thinking through with you.

What is the WCA?

Based upon the WCA Mission Statement, the WCA Bylaws list the Standing Committees necessary to govern and uphold its Mission. Unfortunately, the Bylaws' definition of Standing Committees are at odds with the list of Standing Committees on the WCA Website. This could be easily cleaned up with this **second attachment**, a simple Decision Point Matrix which reveals both simple discrepancies.

However, Mary has done an outstanding analysis, **the third attachment** and found that, over time the WCA has evolved from an organization focused on villagers celebratory and beautification initiatives into one that, by any other definition, has the responsibilities often attributed to that of a small municipality or Homeowners Association.

To address this evolution of "What is the WCA", our committee has analyzed alternative governing structures, including reincorporation as a small municipality or creating an HOA governing structure and at this time, cannot recommend either. However, we are investigating means to have enabling legislation from the General Assembly to permit the Loudoun Board of Supervisors to grant the WCA in conjunction with the WFI both the Authority to create and the means to enforce all future "Public Improvements" with the Waterford Historic Landmark ~ needless to say, no further steps will be taken without guidance from your Board and the WFI.

Where does the WCA want to be?

Given the findings outlined above, our Ad Hoc Governance Committee suggests for your consideration and that of your Board, the creation of a Joint Ad Hoc WCA/WFI "Waterford 2040" vision and planning committee, and creation of a Joint WCA/WFI Waterford 2040 Standing Committee. The reasons behind this research are outlined in the **forth attachment**.

Why?

Why does WCA Exist?

This is what you get to ask your members.

Humble, and without permission from Mary or Mike, I'd offer, BECAUSE each member of the WCA gets to know their voice is being heard and then, know, they can put their fingerprints, indelibly, into sustaining/creating this magical village we call home.

finally, my additional prompt ~ The "How"?

This is the secret sauce ~ if I were you I'd invite insights from Saving Phillips Farm co-Chairs Paige Cox and Beth Erickson, when this little village came together under their leadership they raised \$4m in 6 months when, the WFI hadn't been close to raising \$4m over 60 cumulatively over 60 years!

Just sayin' ~ what ever you want,
I Can Be Done!

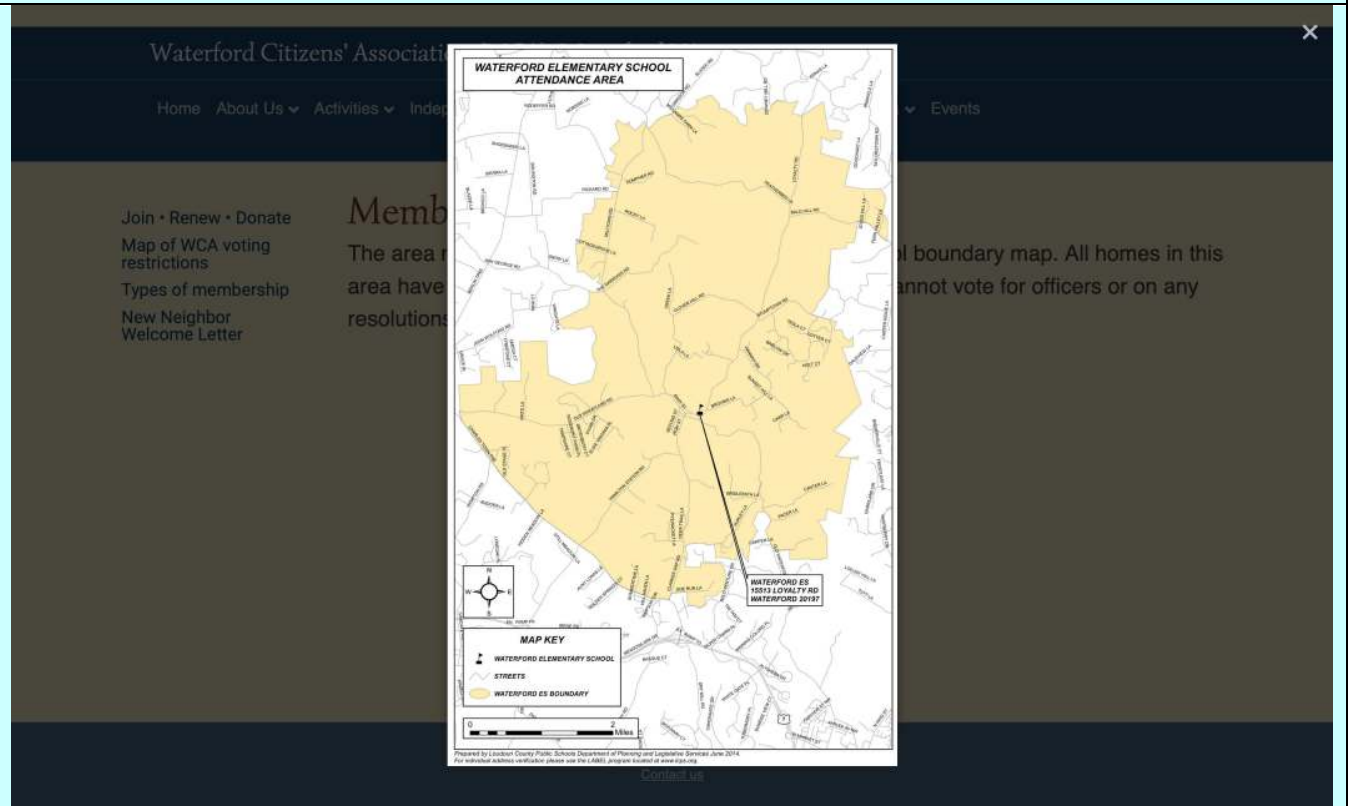
Look forward to your thoughts and hope you can join us next Thursday,
Yours,

Cate

WCA Membership Category Discussion
 Ad Hoc Governance Committee 11/05/20

Membership defined by Geographic Eligibility

Existing Policy



Current WCA Categories	Dues Required	Dues Amount	# Votes	
(1) Individual Adult Member	YES		1	

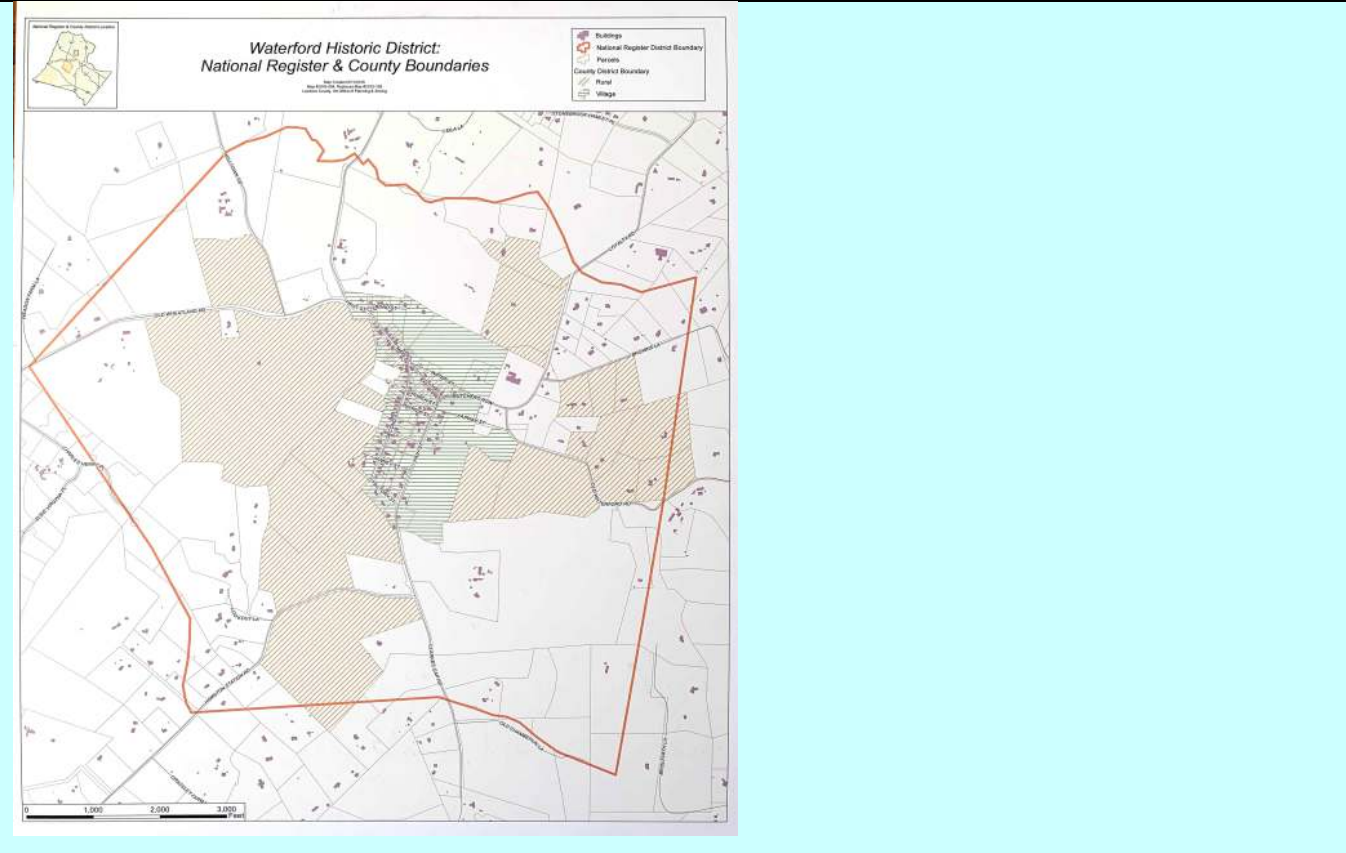
WCA Membership Category Discussion
 Ad Hoc Governance Committee 11/05/20

(2) Household Members -	YES		2	
(3) Business Member - . If the Business Member is also an Individual or Household Member, the member will be limited to a <i>maximum of one vote and will not be entitled to vote twice, as both a Business Member and Individual or Household Member.</i>	YES		1 Vote, regardless if also a resident of Waterford	
(4) Nonprofit Member —	Yes		1	
(5) Members, who loses, or has lost, eligibility for membership because of a change in may continue to be a voting member in good standing for the remainder of that year's membership term.				Recommend deleting
(B) Associate Members: Outside the	Yes		0	

WCA Membership Category Discussion
 Ad Hoc Governance Committee 11/05/20

Waterford Area				
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Alternative Membership Categories



Alternative WCA Categories	Dues Required	Dues Amount	# Votes	
Village Resident: Resident within the Green area within the		Yes	3	

WCA Membership Category Discussion
 Ad Hoc Governance Committee 11/05/20

County's Historic District				
County Historic District Resident				
NHL Neighbors:				
Neighbors of Waterford (contiguous neighborhoods to the NHL? Historic Road Overlay residents, Scenic Byway)				
(C) Friends of Waterford				
Solicit ideas, community, volunteers/docents (with perks)				

Sources:

Waterford Area

<https://www.loudoun.gov/DocumentCenter/View/6988/Waterford-Click-on-Download?bidId=>

MEMO Draft

To: Ray Daffner, President of the Waterford Citizen Association (WCA)

From: WCA Ad Hoc Governance Committee: Members, Mary Sheehan, Mike Stup and Cate Magennis Wyatt

RE: Recommendation for a "Waterford 2040" vision and planning exercise, and creation of a Joint WCA/WFI Waterford 2040 Committee.

Date: November 5, 2020

Background:

Over the course of many years, the citizens of Waterford (through the Waterford Citizens' Association, WCA), and the Waterford Foundation, Inc. (WFI), in conjunction with other partnering organizations (the National Park Service, NTHP, VA DHR, etc.) have created visionary plans to chart the future *desired for the betterment and protection* of the village and the National Historic Landmark

These plans have allowed the two organizations to be in the position to increasingly manage and plan **our collective future.**

Attached a Summary of all Visionary and Site Specific plans conducted to date.

Due to the nature of non-profits and volunteer organizations, the good work of one era can unfortunately be duplicated by a following era due to the lack of an organizational governing structure, with a centralize archive and dedicated Joint WFI/WCA Standing Committee to ensure the plans we want are implemented.

Existing Conditions:

The WCA is in the process of examining and updating its governing documents to address the shifting roles and responsibilities it has assumed, in particular regarding village infrastructure such as traffic and water, in addition to its historically Social and Beautification initiatives.

Recommendation:

The WCA Ad Hoc Governance Committee recommends: (i) pursuit of a visioning exercise that would result in development of a unified 20-year "Waterford 2040" plan ; (ii) creation of a Joint WCA/WFI Waterford 2040 Working Group to plan Visioning Session(s); and (iii) eventual creation a Joint Standing Committee to develop the completed vision and follow up steps toward a unified Waterford 2040 plan.

The Benefits presented for consideration include but are not limited to:

- The opportunity to discuss, plan and determine in a participatory way our collective vision for what Waterford will be in 2040.

Commented [MS1]: Ha! I don't think we will be able to "control" much of anything! But perhaps manage and plan...??

Commented [MS2]: My thought would be that we should further develop this and complete a draft of the matrix, and discuss the implications and broad lines of the work; this would allow is to make a more compelling case when we submit the memo in my view.

I think there is no particular rush, right? We have another several weeks to complete the matrix and talk it over further, along with the other work of the governance committee. My suggestion would be to further develop the idea and submit the memorandum (as duly reviewed with Ray and Stephanie) as one among other recommendations in the package our group submits prior to year-end.

- With a unified plan the probability of securing County, State, NVTA, Federal and philanthropic funding increases exponentially.
- With a unified vision the recognition of the importance of the National Historic Landmark designation can no longer be ignored. Indeed, a unified vision will define roles and responsibilities for interaction with each level of elected officials (Local, State and Federal), multiple divisions within State agencies (e.g., VDOT), and all privately-run utilities (e.g., Dominion Energy, Loudoun Water) and each of our many statewide and national partners.
- With a unified vision and plan the WFI and the WCA will be able to utilize and enforce all tools available to it under Section 106, the National Heritage Area designation, State Scenic Byway programs, to name a few of the strategic policy tools for historic patrimony and open space protection.

Recommended Next Steps:

The WCA President and Officers present this concept to its Board of Directors and if accepted it would be brought before an upcoming WCA Meeting for consideration.

The WCA President and Officers coordinate with the WFI Executive Director to encourage her to present this concept to the **WFI Board of Directors**.

If accepted by both the WCA and the WFI a joint organizational meeting will be held early in 2021.

Commented [MS3]: I think approval of the WF board should be sufficient?

WCA Governance Review

Draft Working Summary of Challenges and Recommendations

Waterford is an unincorporated rural village of Loudoun County and as such does not have an elected local government. The Waterford Citizen's Association (WCA) fills the role of local governance, representing the common and shared interests of the private citizens of the village.

The WCA was established 1954 to support the citizens of the Waterford School District "... to foster community action, further the common good and general welfare of the community, secure improvements, and maintain ... Waterford ... as a desirable and attractive community in which to live..."

With growth in commuter cut-through traffic, increasingly precarious water supply and other emerging challenges, the WCA's role in "securing improvements" – the classic public-good function of village planning and arranging for core services – has grown substantially in the last decade.

Meanwhile, the need for a mechanism for collaborative stewardship of Waterford's unique National Historic Landmark (NHL) designation in light of these challenges among owners of the village's historic properties -- whether private citizens or the Waterford Foundation (WF) -- is increasingly apparent.

The Governance Committee identified **three current WCA governance challenges**:

1. **Who** is the WCA? Examining the boundaries and membership of the WCA and whether changes to ensure it is suitably organized and mandated to fulfill the functions it currently carries out;
2. **What** is the WCA? Determining the most efficient and effective institutional arrangements to meet growing need to ensure the "common good and general welfare" through improved village planning and "securing improvements;" and
3. **Where** does the WCA want to be and **How** to get there? Identifying citizens' medium-term future vision of Waterford as a "desirable and attractive community in which to live" – including appropriate arrangements for cooperative stewardship of the NHL – and the policy tools needed.

*[MS Comment: I think **Why** is for now nicely answered by the WCA goal statement, which could be updated in the Waterford 2040 Vision exercise... **When** is related to next steps and implementation...]*

The Committee **identified recommendations addressing each of these three governance challenges** with detail in table attached:

1. **Who?** Near-term WCA Bylaws governance hygiene, membership issues, boundary issues (package of recommendations and options for consideration)
2. **What?** Review of town re-incorporation, park partnership, HOA structure – options for consideration, possible further work
3. **Where and How?** Waterford 2040 Vision core recommendation, Ad-Hoc WCA-WF Committee core recommendation

DRAFT – Working Summary of WCA Governance Review Recommendations

Area	Recommendation made	Options or further review proposed	No recommendation yet
1.WHO?			
Bylaws	YES – core recommendation as outlined in governance analysis [Sources: CMW hygiene table, MCS committee table]		Are there areas still needing attention or decisions?
Geographic boundary	[Sources: Attachment with maps, CMW table]		Do we keep as the ES district as WCA boundary?
Membership, voting, dues	We were moving toward recommending NHL district = voting members, rest of ES district = “friends of” non-voting members, perhaps all members voting or otherwise pay dues (perhaps differentiated?)?? [Sources Attachment with CMW table]		
Board issues (election, term limits)	We favored term limits for Officers and Committee Chairs (2-3 years, with a Vice position that could take over Chair?)??	Options: Chairs elected vs. President-appointed (Elected: pro – democratic, con – lack of interest!) Compromise: Chairs appointed by Officers?	Other Board issues we should discuss?
Committee issues	Ensure all Committees have established government counterparts; Provide for Committee “Vice Chairs”		
Other...			
2.WHAT?			
Medium-term sustainable governance options	[Sources: MS and MCS findings, MCS table, recent findings to be discussed]	Options: Town re-incorporation (new information) Park partnerships model (not yet examined) HOA framework reviewed, found not particularly helpful, should be discarded	Rather than recommendation, we may want to suggest further study of options (re-incorporation and park partnership) in context of Waterford 2040
Other...			
3.WHERE AND HOW?			
Strategy and planning	YES – core recommendation Waterford 2040 Vision to replace Waterford Area Management plan 1987		

	[Source: CMW draft memo]		
Implementation, including “one Waterford” collaborative NHL stewardship	YES – core recommendation Ad Hoc WF-WCA committee [Source: CMW draft memo]		
Ray suggestion on WF-WCA	WCA ex-officio on WF and vice versa [to discuss]		
Other...			

Waterford Village ‘Public Good’ Services – Currently Provided or Possibly Needed

With Service Mandates, Current WCA Governance Structure, Relevant Partnerships, and Possible Policy Tools

Village Service*	Organizations with Service Mandates	Current WCA Structure Partnerships	Policy Tools
<p>Transport infrastructure:</p> <ul style="list-style-type: none"> • Street maintenance • Traffic management • <i>Drainage</i> • <i>Parking</i> • <i>Sidewalks</i> • <i>Safety</i> 	<ul style="list-style-type: none"> • VDOT • Loudoun County DTCI 	<p><i>WCA Traffic Committee</i></p> <ul style="list-style-type: none"> • Waterford Foundation • Local private residents • Nearby private residents • Commuters • Local farmers, businesses other road users 	<ul style="list-style-type: none"> • 1987 Waterford Area Management Plan • 2004 Bury the Wires study • 2016 JMT Cut-Through Traffic Study • BOS-approved Waterford Traffic Management Plan (2019) • Section 106 consultation (WF jointly with WCA?) • VDOT Historic Roads policy • Loudoun Historic Roads overlay (2019) • NHL Revision (2020)
<p>Water and sewerage infrastructure:</p> <ul style="list-style-type: none"> • Sewerage network and treatment • Piped water network and treatment 	<ul style="list-style-type: none"> • Loudoun Water 	<p><i>WCA Water Ad Hoc Committee</i></p> <ul style="list-style-type: none"> • Waterford Foundation • Local private residents 	<ul style="list-style-type: none"> • 1987 Waterford Area Management Plan • 2004 Bury the Wires study • County water feasibility study (to begin 2020?) • Relationship with Loudoun Water on sewerage service • NHL revision (2020)

<p>Electricity and telecommunications infrastructure:</p> <ul style="list-style-type: none"> • Electricity service • <i>Public lighting</i> • Burying electric wires • <i>Phone and cable</i> • <i>Burying telecoms cables</i> 	<ul style="list-style-type: none"> • Dominion (electricity, street lighting) • VDOT (street lighting) • Verizon (phone/cable) • Others? 	<p><i>WCA Electricity Ad Hoc 'Effort'</i></p> <ul style="list-style-type: none"> • Waterford Foundation • Local private residents 	<ul style="list-style-type: none"> • 1987 Waterford Area Management Plan • 2004 Bury the Wires study • Renewed bury the wires (electric and telecom) ad hoc 'effort' (2020) • Wire burying easement policy (?) • Dominion historic village policy (?) • Relationship with Verizon as village 'resident' • NHL revision (2020) •
<p>Other services:</p> <ul style="list-style-type: none"> • Cemetery maintenance • Beautification • Preservation • <i>Trash collection</i> • <i>Recycling collection</i> • <i>'Parks and grounds'</i> 	<ul style="list-style-type: none"> • Private organizations 	<p><i>Cemetery Committee</i> <i>Beautification Committee</i> <i>Preservation Committee</i></p> <ul style="list-style-type: none"> • Waterford Foundation • Local private residents 	<ul style="list-style-type: none"> • 1987 Waterford Area Management Plan • WF invitation to WCA to assist maintaining Phillips Farm • NHL revision (2020)

*Service being provided with WCA involvement if no italics; *italics signifies service provided without WCA involvement or service currently not provided.*

WCA STANDING COMMITTEES STATUS, REVIEW AND RECOMMENDATIONS 9/29/20

CURRENT STATUS:

The list of WCA Standing Committees specified in the Bylaws, Article 5 and the list of Standing Committees actually in existence and reported on the WCA Website differ.

ACTION STEP:

The Governance Committee should review the chart below and make recommendations for the consideration of the Executive Committee

BYLAWS: ARTICLE FIVE

STANDING COMMITTEES

There shall be ten (10) standing committees of the Association, the chairperson of each shall be appointed by the President.

BYLAWS, ARTICLE FIVE COMMITTEES	WEBSITE LIST OF COMMITTEES	WEBSITE STATED COMMITTEE MISSIONS	CHAIR
Audit			
Beautification	Beautification/ <i><u>Environmental</u></i>	Beautification Committee - organizes village cleanups, tree/bulb planting, signage, etc.	Nick Ratcliffe
Cemetery	Cemetery	Cemetery Committee - helps maintain the <u>Waterford Union of Churches Cemetery</u>	Paul Rose
Cooperative			
Environmental		Environmental Committee - looks at issues <i><u>involving our water</u></i> and sewage	
Fund Raising		Fundraising Committee - raises much-needed funds to support all of our other efforts	
Membership	Membership	Membership Committee - recruits new members and organizes membership activities	Ed Lehmann
Preservation	Preservation	Preservation Committee - ensures the preservation of our historic community	Vacant
	Social		Jill Kadish
Special Events	Special Events		Ann Belland
Streets (including maintenance, signs, lights & traffic)			
	Traffic	Traffic Committee - organizes our	Meredith

WCA STANDING COMMITTEES STATUS, REVIEW AND RECOMMENDATIONS 9/29/20

		street and traffic plans	Imwalle
	Ad Hoc Water		Mark Sullivan

DECISION POINTS:

1. Audit Committee:

- Remove from Bylaws? Yes No
- Create a Standing Committee and Mission Statement Yes No
- 2 Officers to select the Auditor

2. Beautification/ *Environmental* Committee

- Remove "*Environmental*" from Website title Yes No

3. Cooperative Committee is in Bylaws but without actual committee or Mission

- What is the relevance of the current and future structure**
- Create a Cooperative Committee and Mission Statement Yes No
- Remove Cooperative Committee from Bylaws Yes No

4. Environmental Committee "looks at issues *involving our water* and sewage"

- Remove website listing of a "Water Committee" Yes No
- Move activities of the "Water Committee" into Environmental Yes No
- Update identification of Chairs Yes No

5. Fundraising Committee is in Bylaws but without actual committee or Mission

- Create a Fundraising Committee and Mission Statement Yes No
- Remove Fundraising Committee from Bylaws Yes No

6. Preservation Committee: **Identify Chair on Website**

7. Social Committee is identified on the Website but not in Bylaws

- Add Social Committee to Bylaws Yes No
- If yes, create Mission Statement and add to Website

8. Special Events: There is a need to create and post a Mission Statement on Website

9. Streets (including maintenance, signs, lights & traffic) Committee is in the Bylaws

- Create a Streets Committee and Mission Statement? Yes No
- If yes, fold existing "Traffic Committee" into "Streets"? Yes No
- If no, remove Streets Committee from Bylaws? Yes No

Create a Utilities and General Management Committee

Respectfully submitted: Cate Magennis Wyatt

WCA Ad Hoc Governance Committee Update on Committee's Work – December 10, 2020 WCA Meeting

A WCA Ad Hoc Governance Committee was constituted in September 2020, under terms of reference dated August 16, 2020, to conduct a WCA Governance Review. The Review was to be carried out via desk research and expert interviews, with a final report provided by end-December 2020. The Committee's members are Cate Magennis Wyatt (chair), Mike Stup and Mary Sheehan.

The Committee was tasked with making recommendations for consideration of the WCA Board and membership to enhance efficiency and effectiveness of the organization in meeting its overarching goal "to foster community action, to further the common good and general welfare of the community, to secure improvements, and to maintain the Waterford Area as a desirable and attractive community in which to live" (Preamble to WCA Bylaws). Specifically, the scope of the Committee's work centered on examining WCA Bylaws and functions and how these are carried out, including arrangements for interacting with WCA County, State and other public service providers (transport, water, electricity); as well as with the Waterford Foundation (WF) on preservation of the National Historic Landmark (NHL).

The Ad Hoc Committee has focused its work in three broad areas:

1. Consistency of WCA Bylaws provisions and Committee structures with actual current practice and needs of the WCA. For example, over the years the WCA has evolved from an organization focused largely on community events and initiatives into one that has de facto responsibilities often attributed to a small municipality or Homeowners Association (e.g., traffic management planning). The group has examined the options of both town incorporation and use of HOA type arrangements and will not recommend either option. Rather, the Committee is examining various potential amendments to WCA Bylaws and Committee structures that would provide greater flexibility and responsiveness to reflect current WCA challenges and responsibilities.
2. The future of a historically-protected vibrant Waterford village in the medium term, including enhanced collaboration between the WCA and WF toward this goal. The preservation of the NHL rests on the ability of the WF and WCA to collaboratively carry out preservation and conservation – the WF for historic structures and spaces it owns or has under easement, and the WCA for citizens' private historic homes and open spaces. The Committee has examined and will be recommending various options for launching a "Waterford 2040" visioning exercise – building on and updating the 1987 Waterford Area Management Plan – that would set out concrete planning parameters for the next two decades. The Committee will recommend this effort be carried out in a collaborative way with the WF, via a Joint WF/WCA Waterford 2040 Working Group.
3. Regarding other topics – including WCA membership and boundary definitions, options for possible delegated planning authority, collaboration with the Loudoun Historic Villages Association and other Loudoun County preservation and conservation efforts – the Committee is actively working to further develop recommended options for consideration. These will be made as part of its final end-December report.

WCA Ad Hoc Governance Committee
Update on Committee's Work – December 10, 2020 WCA Meeting

A WCA Ad Hoc Governance Committee was constituted with the September 24, 2020 membership meeting (under terms of reference dated August 16, 2020), to conduct a WCA Governance Review. The Committee's members are Cate Magennis Wyatt, Mike Stup and Mary Sheehan.

The Committee was tasked with making recommendations for consideration of the WCA Board and membership to enhance efficiency and effectiveness of the organization in meeting its goal "to foster community action, to further the common good and general welfare of the community, to secure improvements, and to maintain the Waterford Area as a desirable and attractive community in which to live" (Preamble to WCA Bylaws).

Specifically, the scope of the Committee's work centers on examining WCA Bylaws, committees, and current practices; and also includes evaluating arrangements for interacting with County, State and other public service providers, as well as collaboration with the Waterford Foundation (WF) on preservation of the National Historic Landmark (NHL).

The Ad Hoc Committee is wrapping up its desk research and interviews, with a final report to be provided by end-December 2020. Recommendations are being pursued in the following areas:

- Ways to enhance the consistency of WCA Bylaws provisions and committee work with current needs, and to ensure longer-term institutional sustainability.
- Options for enhancing the role of village entities in local planning to increase responsiveness to current challenges, including a possible update to the 1987 Waterford Area Management Plan.
- Avenues for closer collaboration between the WCA and WF toward historic protection and conservation of the NHL while promoting livability in Waterford village.
- Alternatives to identify and build on areas of common interest across Western Loudoun County's historic villages as they manage similar challenges.