



MEETING: GOVERNANCE COMMITTEE

DATE: THURSDAY, SEPTEMBER 7, 2023

TIME: 4:00 PM – 5:00 PM

LOCATION: COTA – WG PORTER BOARDROOM

MEETING MINUTES

1. CALL TO ORDER

Chair Moore called the September 7, 2023 meeting of the Governance Committee to order at 4:00 PM.

2. ROLL CALL

Board Members Present

Marlon Moore, Chair
Sean Mentel, Vice Chair
Shannon Tolliver, Trustee

Excused: Julie Colley, Trustee

3. APPROVAL OF GOVERNANCE COMMITTEE MINUTES

Vice Chair Mentel motioned to approve the May 4, 2023 Governance Committee Meeting Minutes, Trustee Tolliver seconded the motion. Motion carries.

Trustee Tolliver motioned to approve the July 13, 2023 Governance Committee Meeting Minutes, Vice Chair Mentel seconded the motion. Motion carries.

4. NEW BUSINESS – No new business was brought before the Committee.

5. STRATEGIC AND OPERATIONAL PLANNING COMMITTEE REPORT – SEAN MENTEL, CHAIR

Chair Mentel gave an update on the Strategic and Operational Planning Committee which met on September 5, 2023 highlighting two presentations given – an Innovation and Technology Update and a LinkUS: Downtown Convergence and MTP Process for Next Corridor. There was also discussion about one resolution to match new guidelines passed by the U.S. Department of Transportation Federal Transit Administration in June 2023 and which is before the Governance Committee today for recommendation on the consent agenda:

- A. RESOLUTION 2023-XX – AUTHORIZING REVISIONS TO COTA’S DRUG & ALCOHOL PROGRAM





6. EXTERNAL STAKEHOLDER RELATIONS COMMITTEE REPORT – SHANNON TOLLIVER, CHAIR

Chair Tolliver gave an update of the External Stakeholder Relations Committee which met on Tuesday, September 5 highlighting four presentations given – a Vision Zero update by Corey Francis from COTA Engineering and Design; a COTA Marketing and Media update given by Chief of Staff Garth Weithman and Director of Public Relations, Jeff Pullin; an update on COTA’s Employee Resource Groups given by Chief Equity, Diversity, and Inclusion Officer, Monica Jones; and a LinkUS Public Awareness Analytics update by Patrick Harris, VP of External Relations.

Mary Miller, Director, Corporate Communications presented the resolution to authorize a contract with Inspire PR Groupe LLC for Corporate and Internal Communications Support. This resolution was not presented as a vote but will be considered in the Performance, Monitoring, and Audit Committee. With Communications being a part of External Relations, the resolution was brought forward to allow for any questions. Trustee Bartley inquired about the potential to include a local minority-owned business as part of the contract. All minority vendors who responded to the proposal were from out of state.

The Committee also acknowledged, by a Commendation Resolution, Trustee Timothy Skinner’s service to the COTA Board of Trustees since 2018 and his commitment over the years and positive influence on the organization. Trustee Skinner withdrew from the Board to enjoy his retirement with his family.

A. RESOLUTION 2023-XX – COMMENDING TIMOTHY SKINNER

7. PERFORMANCE MONITORING/AUDIT COMMITTEE REPORT – ERIN DELFFS, CHIEF FINANCIAL OFFICER

New Board Trustee, Marc Reitter, President and COO with AEP and appointed by the City of Columbus for a three-year term, was sworn in by Chair Moore.

COTA Chief Financial Officer, Erin Delffs provided a financial update to the Committee.

Kimberly Blake and Kevin Robertson from The Auditor of State’s Office presented the 2022 Audit Presentation. COTA received an unmodified finding, which is the best that can be received.

COTA President/CEO Joanna Pinkerton complimented the Finance team for their work as COTA has been assigned a rating of “AAA” by S&P Global Ratings for the upcoming \$30M debt issue.

Monica Tellez-Fowler, COTA Deputy Chief Executive Officer, and Sophia Mohr, COTA Chief Innovation & Technology Officer presented the Performance Incentive Compensation (PIC) Mid-Year Update and a robust discussion followed.





Trustee McCullough and Chair Moore shared sentiments of appreciation and recognition to the entire IT and Innovation teams. A robust discussion was held regarding the importance of the Equality Index as well as the many potential impacts that LinkUS will have on the Central Ohio Community and beyond. President/CEO Pinkerton shared that the content of future meetings will be changing as we welcome input from all regions involved and consideration of the various cities and areas' expectations, needs, as well as designed and standards.

President Pinkerton also extended gratitude to COTA and Transportation Workers Union Local 208 for collaborating on the new industry-leading paid family leave policy for full and part-time COTA employees.

The following resolutions were presented for discussion at PMAC, however, due to lack of quorum, the resolutions were presented at the September 7 Governance Committee Meeting for consideration. All resolutions were recommended for the Consent Agenda at the Board of Trustees meeting.

- A. RESOLUTION 2023-XX – AUTHORIZING A CAPITAL LEASE AGREEMENT WITH ENTERPRISE FLEET MANAGEMENT, INC FOR SIX (6) 2024 FORD ESCAPE ST-LINE SELECT 4DR ALL-WHEEL DRIVE TRANSIT SUPERVISOR VEHICLES
- B. RESOLUTION 2023-XX – ACCEPTING THE AUDIT PERFORMED BY THE AUDITOR OF THE STATE OF OHIO FOR FISCAL YEAR ENDING DECEMBER 31, 2022
- C. RESOLUTION 2023-XX – AUTHORIZING A CAPITAL LEASE AGREEMENT WITH ENTERPRISE FLEET MANAGEMENT, INC. FOR TEN (10) 2024 FORD F-450 ADA APPROVED SHUTTLE BUSES
- D. RESOLUTION 2023-XX – AUTHORIZING A CONTRACT WITH CNA FOR THE PURCHASE OF COMMERCIAL PROPERTY INSURANCE
- E. RESOLUTION 2023-XX – AUTHORIZING A CONTRACT WITH ETC INSTITUTE FOR CONSULTING SERVICES FOR THE 2023 ON-BOARD TRANSIT SURVEY
- F. RESOLUTION 2023-XX – AUTHORIZING A CONTRACT WITH KNIGHT ELECTRIC COMPANY FOR EV CHARGING STATIONS FOR NEW ALBANY, CROSSWOODS PARK AND RIDES, AND LINDEN TRANSIT CENTER
- G. RESOLUTION 2023-XX – AUTHORIZING A CONTRACT WITH RIVER NORTH TRANSIT, LLC, A WHOLLY OWNED SUBSIDIARY OF VIA TRANSPORTATION, INC., FOR THE ON-DEMAND TECHNOLOGY PLATFORM
- H. RESOLUTION 2023-XX – AUTHORIZING TWO NO FARE DAYS FOR VETERANS IN RECOGNITION OF VETERANS DAY ON NOVEMBER 10 AND 11, 2023





- I. RESOLUTION 2023-XX – AUTHORIZING A NO FARE DAY ON ELECTION DAY, NOVEMBER 7, 2023
 - J. RESOLUTION 2023-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH ALTERRA REAL ESTATE ADVISORS FOR PROPERTY MANAGEMENT SERVICES
 - K. RESOLUTION 2023-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH ANGLIN EQUIPMENT FOR SERVICES ON HYDRAULIC UNDERGROUND LIFTS AT COTA FACILITIES
 - L. RESOLUTION 2023-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH BRINKS INCORPORATED FOR THE CONTINUATION OF ARMORED CAR SERVICES
 - M. RESOLUTION 2023-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH HEART & HUNTER INC. FOR MEDIA BUYING SERVICES
 - N. RESOLUTION 2023-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH INSIGHT GLOBAL, LLC FOR TEMPORARY INNOVATION AND IT PERSONNEL SERVICES
 - O. RESOLUTION 2023-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH QUALAWASH HOLDINGS, LLC FOR THE REMOVAL AND DISPOSAL OF SLUDGE AND WATER FROM COTA PREMISES
- Vice Chair Mentel abstains from the decision to have this resolution on the Consent Agenda.
- P. RESOLUTION 2023-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH RESULTANT FOR THE CONTINUATION OF DATA ANALYTICS SUPPORT SERVICES
 - Q. RESOLUTION 2023-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH SFB CONSULTING, LLC FOR TECHNOLOGY STRATEGY AND SUPPORT SERVICES
 - R. RESOLUTION 2023-XX – AUTHORIZING AN EXTENDED WARRANTY AGREEMENT FOR DIGITAL ON-BOARD MONITORING AND SURVEILLANCE SYSTEMS WITH SAFETY VISION, LLC
 - S. RESOLUTION 2023-XX – AUTHORIZING EXPENDITURES FOR THE RENEWAL OF SOFTWARE SUPPORT WITH VONTAS FOR VEHICLE INTELLIGENCE





- T. RESOLUTION 2023-XX – AUTHORIZING A CONTRACT WITH ALLIED UNIVERSAL SECURITY FOR SECURITY GUARD SERVICES
- U. RESOLUTION 2023-XX – AUTHORIZING A CONTRACT WITH INSPIRE PR GROUP LLC FOR CORPORATE AND INTERNAL COMMUNICATIONS SUPPORT

8. ADJOURNMENT

Upon a motion given by Vice Chair Mentel and seconded by Trustee Tolliver, the meeting ended at 4:56 PM. The next Governance Committee meeting is November 9, 2023, at 4:00 PM.

Adopted: _____ November 9, 2023 _____

Signed: _____

DocuSigned by:

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Chair, Governance Committee

Attest: _____

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President/CEO

GOVERNANCE COMMITTEE MEMBERS

- Marlon Moore, Chair
- Sean Mentel
- Shannon Tolliver
- Julie Colley

