



## BOARD GOVERNANCE COMMITTEE MEETING

WEDNESDAY, MARCH 23, 2016

### MINUTES

#### COMMITTEE MEMBERS PRESENT

Jean Carter Ryan, Chair  
Philip Honsey  
Richard Zitzke

#### OTHER TRUSTEES PRESENT

Gina Ormond

#### CALL TO ORDER

Jean Carter Ryan called the meeting to order at 10:00 a.m.

#### APPROVAL OF AGENDA

Honsey motioned to approve the agenda as distributed. Zitzke seconded the motion. Motion passed.

#### REVIEW OF BOARD GOVERNANCE GUIDELINES

Lindsay Ford Ellis, Interim Vice President of Legal and Government Affairs, reported that the Board Governance Guidelines call for an annual review of the Board Governance documents.

##### a. Rules and Regulations

Ford Ellis reviewed the Rules and Regulations. The Governance Committee wishes to:

- Modify Section 3.1 Quorum, "No vacancy in the Board shall impair the rights of a quorum to exercise all rights and perform all the duties of the Board" be revised to clarify the definition of majority of the Board.
- Jean Carter Ryan questioned if the Vision, Mission and Values were up to date. Staff will follow-up.

##### b. Governance Guidelines

Ford Ellis reviewed the Governance Guidelines. The Governance committee wishes to:

- Create a Technology Committee.
- Revise Section 9.1 Agenda Development and Distribution to change how agendas, resolutions, and supporting documents are distributed to Board Members. Specifically, board documents will no longer be sent electronically to Board Members with e-mail addresses and by way of Priority U.S. Mail. Instead, board documents will be sent to Board Members electronically or by way of Priority U.S. Mail upon individual request to the Assistant Secretary.

- Other minor housekeeping changes.

c. Ethics Policy

- A committee member asked if there is a difference between COTA's Ethics Policy and the Ohio Ethics law. President Stitt said we set a \$25.00 limit on the value of gifts and the Ohio Ethics law does not set a limit. No changes were recommended to the Ethics Policy.

The proposed changes to the governance documents will be distributed by certified mail to all trustees ten days prior to the April 27, 2016 Annual Meeting. These recommendations will then be presented at the Annual Meeting for consideration by the full Board.

PERFORMANCE ASSESSMENT FORM

The Committee asked that the "Exceeds" column be removed and remove "Participates in Board continuing education and development programs" row; and insert "and COTA" at the end of statement to row "Stays current on issues concerning the Board." President Stitt said this form should be distributed to new Board members so that they know what is expected of them.

COMMITTEE ASSIGNMENTS

Committee assignments will be made after new Board members are appointed to the Board. The Board desires to add a Technology Committee.

DEVELOPMENT OF SLATE OF OFFICERS

The Governance Committee will recommend the following individuals be elected to serve as the officers of the Board of Trustees and the Central Ohio Transit Authority until the next annual meeting of the Board of Trustees of the Authority and until their successors are elected:

- Chair of the Board of Trustees – Jean Carter Ryan
- Vice Chair of the Board of Trustees – Philip D. Honsey
- Secretary-Treasurer – Jeffrey S. Vosler
- Assistant Secretary - Diana L. Bryant

ADJOURNMENT

The Board Governance Committee adjourned at 10:28 a.m.

Adopted: \_\_\_\_\_ April 27, 2016 \_\_\_\_\_

Signed:  \_\_\_\_\_  
Chair, Governance Committee

Attested:  \_\_\_\_\_  
President/CEO