



BOARD GOVERNANCE COMMITTEE

WEDNESDAY, MARCH 26, 2014

MINUTES

BOARD GOVERNANCE COMMITTEE MEMBERS

Cleve Ricksecker, Chair
Robert J. Weiler, Vice Chair
Harry Proctor
Jean Carter Ryan

COMMITTEE MEMBERS PRESENT

Cleve Ricksecker, Chair
Harry Proctor
Jean Carter Ryan

COMMITTEE MEMBERS ABSENT

Robert J. Weiler, Vice Chair

CALL TO ORDER

Mr. Ricksecker called the meeting to order at 9:10 a.m.

APPROVAL OF AGENDA

Ryan motioned to approve the agenda as distributed. Ricksecker seconded the motion. Motion passed.

REVIEW OF BOARD GOVERNANCE DOCUMENTS

Marchelle Moore, Vice President of Legal and Government Affairs, reported that the Board Governance Guidelines call for an annual review of the Board governance documents.

Rules and Regulations

The Committee reviewed the Rules and Regulations. Ryan questioned if the President/CEO should be notified of a resignation of an officer of the Board. Language will be added to Section 2.3 to include the CEO will be notified of a resignation of an officer of the Board.

There was discussion concerning the Board Chair's role to ensure regular attendance by Board members at committee and Board meetings. Language will be added to Section 2.6 regarding Board members attending at least 80% of scheduled committee and Board meetings.

Moore said the amount of the bond to cover employee dishonesty is to be determined by the Board. It is currently set at \$5 million. Ryan asked if this amount is in line with like agencies. Moore will check with Marion White, Vice President of Finance/CFO.

Board Governance Guidelines

The Committee reviewed the Board Governance Guidelines. The following changes were recommended:

- Page 4 – Section 1.0, change word “dominant” to “primary.” Moore feels it is a better word choice.
- Page 4 – Section 2.0, correct the ORC section number.
- Page 8 – Section 6.2, take out extra space.
- Page 9 – Section 6.3, align committees with the manner in which they are presented in the Guidelines.
- Page 11 – Section 7.6, add Service Development to the Vice President of Planning title.
- Page 12 – Section 8.1, correct the ORC section number.
- Page 13 – Section 9.2, changes to align with current Board agenda.
- Page 13 – Section 9.3, changes to align with current Board agenda.
- Page 14 – Section 9.7, change to align with current Board agenda.
- Page 14 – Section 9.8, added (G) to be more specific with the Ohio Revised Code.
- Page 18 – Appendix A, add language on riding the bus once per quarter.

Ethics Policy

There were no recommendations to modify the Ethics Policy.

The proposed changes to the Board governance documents will be presented to the full Board for consideration at their Annual Meeting, April 23, 2014. If approved, the date will be changed to reflect that the governance documents have been amended and restated April, 2014.

SELF ASSESSMENT FORM

The Committee recommended adding language to the self-assessment form regarding a commitment to ride the bus on a quarterly basis.

COMMITTEE ASSIGNMENTS

Jennifer Brunner’s committee preference form will be sent to Chair Tyler Lee so that she can be assigned to a committee(s). Adjustments will be made to the assignments when new board members are appointed to the Board or when terms expire.

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:

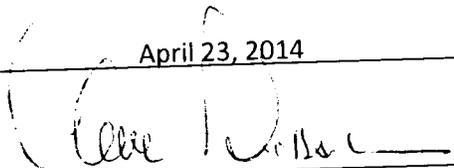
- Chair of the Board of Trustees – Dawn Tyler Lee
- Vice Chair of the Board of Trustees – J. Cleve Ricksecker
- Secretary-Treasurer - Marion White
- Assistant Secretary - Diana L. Bryant

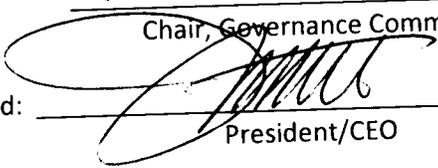
Board Governance Committee Meeting
March 26, 2014
Page 3

ADJOURNMENT

The Board Governance Committee adjourned at 10:11 a.m.

Adopted: April 23, 2014

Signed: 
Chair, Governance Committee

Attested: 
President/CEO