



**APRIL 26, 2017  
ANNUAL MEETING OF THE  
BOARD OF TRUSTEES  
W. G. PORTER BOARDROOM, 33 N. HIGH STREET**

**MINUTES**

**1. CALL TO ORDER**

Chair, Jean Carter Ryan, called the meeting to order at 8:01 a.m.

**2. ROLL CALL**

**BOARD MEMBERS PRESENT**

Jean Carter Ryan, Chair  
Trudy Bartley  
Donald Leach  
David Norstrom  
Letty Schamp  
Amy Schmittauer  
Craig Treneff  
Richard Zitzke

**BOARD MEMBERS ABSENT**

Gina Ormond  
Philip Honsey

**3. OATHS OF OFFICE**

Jean Carter Ryan and Trudy Bartley were administered the Oath of Office by Donald Leach.

**4. APPROVAL OF THE APRIL 26, 2017 ANNUAL MEETING AGENDA**

Treneff motioned to approve the April 26, 2017 Annual Meeting Agenda. Leach seconded the motion. Motion passed.

**5. APPROVAL OF MARCH 22, 2017 BOARD GOVERNANCE COMMITTEE MEETING MINUTES**

Schamp motioned to approve the March 22, 2017 Board Governance Committee Meeting Minutes. Norstrom seconded the motion. Motion passed.

**6. BOARD GOVERNANCE COMMITTEE – DONALD B. LEACH, CHAIR**

Chair Leach presented the following resolutions:

**RESOLUTION 2017-29 - ELECTION OF OFFICERS FOR THE CENTRAL OHIO TRANSIT AUTHORITY**

The Governance Committee recommended the following individuals to serve as the officers of the Central Ohio Transit Authority Board of Trustees until their successors are elected at the next Annual meeting of the Board:

- Chair of the Board of Trustees – Jean Carter Ryan
- Vice Chair of the Board of Trustees – Trudy A. Bartley
- Secretary-Treasurer – Jeffrey S. Vosler
- Assistant Secretary - Diana L. Bryant

Treneff motioned to approve this resolution. Norstrom seconded the motion. Motion passed.

RESOLUTION 2017-30 - AMENDING AND RESTATING THE BOARD GOVERNANCE GUIDELINES

The Governance Committee recommended the following changes to the Board Governance Guidelines:

- Revise Section 9.4 to clarify that generally items placed on the Consent Agenda are items that are routine; and
- Revise Appendix A "Performance Assessment Form" to include as a key expectation that Board Members complete one hour of ethics training that is provided or approved by the Ohio Ethics Commission.

Honsey motioned to approve this resolution. Schamp seconded the motion. Motion passed.

RESOLUTION 2017-31 – AMENDING AND RESTATING THE BOARD RULES AND REGULATIONS

The Governance Committee recommended the following changes to the Rules and Regulations:

- Revise Section 3.3 to include a statement that major issues that require Board action should either first be presented to the appropriate Board Committee or to the full Board at least one meeting prior to being placed on the agenda for a vote; and
- Revise Section 3.6 to clarify that generally items placed on the Consent Agenda are items that are routine.

Treneff motioned to approve this resolution. Norstrom seconded the motion. Motion passed.

RESOLUTION 2017-32 – AMENDING AND RESTATING COTA'S ETHICS POLICY

The Board Governance Committee recommended the following changes to the Ethics Policy:

- Revise Sections 5.6, 6.0, 7.0, 8.1 and 9.1 to correct the title of the Vice President of Legal Affairs/General Counsel;
- Revise Section 5.6(A) to reflect the statutory change in the filing deadline for financial disclosure statements from April 15 to May 15; and

- Revise Section 7.0 to allow Board Members to complete the annual one hour of ethics training either in-person or via a webinar. The training must be provided or approved by the Ohio Ethics Commission. Each Board Member will report the completion of this annual requirement to the Board Chair and Vice President of Legal Affairs/General Counsel.

Zitzke motioned to approve this resolution. Schamp seconded the motion. Motion passed.

7. PERFORMANCE ASSESSMENT FORM

Leach asked trustees to complete the performance assessment form and submit to him as soon as possible.

8. OTHER BUSINESS

No other business came before the Board.

9. ADJOURNMENT

The meeting adjourned at 8:15 a.m.

Adopted: \_\_\_\_\_ **May 24, 2017**

Signed: \_\_\_\_\_

**Chair, Board of Trustees**

Attest: \_\_\_\_\_

**President/CEO**