



MEETING: GOVERNANCE COMMITTEE

DATE: THURSDAY, JANUARY 12, 2023

TIME: 4:00 PM – 5:00 PM

LOCATION: COTA – WG PORTER BOARDROOM

MEETING MINUTES

1. CALL TO ORDER

Chair Treneff called the January 12, 2023 meeting of the Governance Committee to order at 4:00 PM.

2. ROLL CALL

Board Members Present
Craig Treneff, Chair
Marlon Moore, Vice-Chair
Sean Mentel, Trustee

Excused
Julie Colley, Trustee

3. APPROVAL OF GOVERNANCE COMMITTEE MINUTES

Trustee Mentel motioned to approve the December 13, 2022 Governance Committee Meeting Minutes. Vice Chair Moore seconded the motion. Motion carries.

4. NEW BUSINESS

President Pinkerton announced that Erin Delffs has been selected as COTA's Chief Financial Officer.

Sophia Mohr, Chief Innovation & Technology Officer and Erin Delffs, Chief Financial Officer presented the 2022 Performance Incentive Compensation (PIC) results and the 2023 PIC goals.

The following resolutions were presented to Governance Committee. The first two resolutions were recommended for Regular Agenda and the following four were recommended for Consent Agenda.

- **RESOLUTION 2023-XX APPROVING THE LEVEL OF COMPENSATION PAYOUT FOR THE 2022 PERFORMANCE INCENTIVE COMPENSATION (PIC) PROGRAM**





- RESOLUTION 2023-XX APPROVING THE 2023 PERFORMANCE GOALS FOR COTA'S PERFORMANCE INCENTIVE COMPENSATION (PIC) PROGRAM
- RESOLUTION 2023-XX AUTHORIZING A CONTRACT WITH BRC (BIG RIG COLLISION GROUP) FOR THE REPAIR OF ACCIDENT DAMAGE ON FIXED ROUTE TRANSIT VEHICLES
- RESOLUTION 2023-XX AUTHORIZING A CONTRACT WITH AECOM FOR WEST BROAD ST HIGH-CAPACITY TRANSIT CORRIDOR DETAILED DESIGN AND CONSTRUCTION SUPPORT SERVICES
- RESOLUTION 2023-XX AUTHORIZING A CONTRACT WITH R.W. SETTERLIN BUILDING COMPANY FOR THE SUPPLY AND INSTALLATION OF NEW HVAC EQUIPMENT FOR THE FIELDS AVENUE FACILITY DATA CENTER
- RESOLUTION 2023-XX AUTHORIZING A CONTRACT WITH VAUGHN INDUSTRIES, LLC FOR THE INSTALLATION OF BATTERY ELECTRIC BUS INFRASTRUCTURE AT COTA'S MCKINLEY FACILITY

5. STRATEGIC AND OPERATIONAL PLANNING COMMITTEE REPORT – MARLON MOORE, CHAIR

Chair Moore shared that the Strategic and Operational Planning Committee did not meet in January.

6. EXTERNAL STAKEHOLDER RELATIONS COMMITTEE REPORT – SEAN MENTEL, CHAIR

Chair Mentel shared that the External Stakeholder Relations Committee did not meet in January.

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

Erin Delffs, Chief Financial Officer, shared that the Performance Monitoring/Audit Committee did not meet in January.

8. EXECUTIVE SESSION FOR THE FOLLOWING PURPOSES: ORC 121.22(G)(1) TO CONSIDER THE APPOINTMENT, EMPLOYMENT, DISMISSAL, DISCIPLINE, PROMOTION, DEMOTION OR COMPENSATION OF A PUBLIC EMPLOYEE OR OFFICIAL, AND ORC 121.22(G)(6) TO DISCUSS MATTER RELATED TO SECURITY ARRANGEMENTS AND EMERGENCY RESPONSE PROTOCOLS

Chair Treneff asked for a motion to enter into executive session for the following purposes: ORC 121.22(G)(1) to consider appointment, employment, dismissal, discipline, promotion, demotion or compensation of a public employee or official, and ORC 121.22(G)(6) to discuss matter related to security arrangements and emergency response protocols. Trustee Mentel motioned. Vice Chair Moore seconded the motion. The committee voted unanimously via roll call vote to enter into executive session at 4:36 PM.





Executive session ended at 4:56 PM.

9. ADJOURNMENT

Vice Chair Moore motioned to adjourn the Governance Committee meeting. Trustee Mentel seconded the motion. The Governance Committee adjourned at 4:56 PM.

Adopted: _____ March 9, 2023

Signed: DocuSigned by:
Craig Treneff
525D18CA8C28420... _____
Chair, Governance Committee

Attest: DocuSigned by:
Joanna M. Pinkerton
7454ADB3E0F0470... _____
President/CEO

