



Governance Committee Minutes

Thursday, July 17, 2025 at 3:00 PM

COTA - WG Porter Boardroom, 33 N High St, Columbus OH

1. Call to Order

Chair Sean Mentel called the July 17, 2025 Governance Committee meeting to order at 4:01 pm.

2. Roll Call

Board Members Present

Sean Mentel, Chair
Trudy Bartley, Vice Chair
Marc Reitter, Trustee

Board Member Excused

Erika Clark Jones, Trustee

3. Approval of Governance Committee Minutes

A. March 6, 2025 Governance Committee Meeting Minutes

Trustee Marc Reitter moved to approve the March 6, 2025 Governance Committee meeting minutes, seconded by Vice Chair Trudy Bartley. Motion carried.

4. Strategic and Operational Planning Committee Report - Trudy Bartley, Chair

Vice Chair Trudy Bartley presented the report from the Strategic and Operational Planning Committee meeting held July 8, 2025, which included presentations updating the Transit Supportive Infrastructure 2026-2031 Capital Improvement Program and its corresponding resolution; a LinkUS update; a budget update, and strategic planning work update.

A. 2025-XX Authorizing the Adoption of the 2026-2030 Transit Supportive Infrastructure Grant Awards Program's Five-Year Capital Improvements Program

5. External Stakeholder Relations Committee Report - Erika Clark Jones, Chair

Chair Mentel noted Trustee Erika Clark Jones is excused from this meeting and that the External Stakeholder Relations Committee did not meet in July.

6. Performance Monitoring/Audit Committee Report - Marc Reitter, Chair

Performance Audit/Monitoring Committee Chair Marc Reitter presented the report from the Performance Monitoring/Audit Committee meeting held on July 10, 2025, which included a financial update through May 2025 from Interim Chief Financial Officer Michael DeWees, and an operational performance update from Deputy CEO Garth Weithman. The committee heard 13 resolutions that were recommended for the consent agenda. Also, the committee heard a presentation of active and anticipated grants.

- A. Resolution 2025-XX Authorizing an Amendment to Approve Reasonable Financial Plan for West Broad Street Bus Rapid Transit Project
- B. Resolution 2025-XX Authorization to Adopt a Tax Budget for the Fiscal Year Ending December 31 2026 and to Submit the 2026 Tax Budget to the Franklin County Auditor
- C. 2025-XX Authorizing a Contract with CNA for the Purchase of Commercial Property Insurance
- D. Resolution 2025-XX Authorizing a Contract with Amazon Web Services, Inc. for the Renewal and Co-Termination of the Amazon Web Service Subscription
- E. 2025-XX Authorizing a Contract with Compunnel Software Group, Inc. for the Continued Development of a Modern Data Warehouse Solution
- F. Resolution 2025-XX Authorizing a Contract with Paul Werth Associates Inc. for Public Relations Consulting Services
- G. Resolution 2025-XX Authorizing a Contract with Ernst and Young US LLP for the Development of a Workforce Development Readiness Assessment and Strategic Plan
- H. Resolution 2025-XX Authorizing a Contract with

Development Dimensions International, Inc. for Personalized Professional Development and Leadership Training

- I. Resolution 2025-XX Authorizing Additional Expenditures for the Contract with Qualawash Holdings, LLC for the Removal and Disposal of Sludge and Water from COTA Premises
- J. Resolution 2025-XX Authorizing Additional Expenditures for the Contract with Johnson Controls US Holdings LLC to Service and Maintain COTAs Fire Protection Systems
- K. Resolution 2025-XX Authorizing a Contract with CDW Government, LLC for Technology Assets for Mobility Center at Rickenbacker Construction
- L. Resolution 2025-XX Authorizing a Contract with Transportation Equipment Sales Corp. for the Purchase of Ten 2025 Ford Transit Vans with a Glaval (Narrow) Commute Body for COTA Mainstream
- M. Resolution 2025-XX Authorizing a Contract with Bob Maxey Ford, Inc for the Purchase of Two 2025 Ford F-150 4x4 XL SuperCrew Pick-Up Trucks

7. Other Business

- A. Agency Safety Plan - Jeff Henderson, COTA Safety Director
COTA Safety Director Jeff Henderson shared that the Agency Safety Plan has been updated to meet all FTA requirements. The goal of the plan is to document processes and procedures in place to define the Agency Management System. Mr. Henderson outlined plan's elements, which includes information on the safety committee; safety performance targets; safety management policy statement; safety management system; and, safety assurance and promotion.

Resolution 2025-XX Authorizing the Adoption of the Central Ohio Transit Authority's Updated Public Transportation Agency Safety Plan

Chief of Human Resources Nikki Brandon presented the (grab language from elsewhere) and recommended that the resolution

be placed on the consent agenda.

**B. Governance Guidelines, Rules and Regulations Amendments
- Christina Wendell, COTA Chief Legal/General Counsel**

COTA Chief Legal/General Counsel Christina Wendell presented proposed updates to the Board Governance Guidelines and Rules and Regulations documents, stating that the changes are based largely on revisions to the Ohio Revised Code. Changes related to the competitive bidding process for contracts reflect federal government standards for transit agencies. Other proposed changes include consolidating information that is spread between the two documents. Ms. Wendell asked for the board's input on the TSI contract approval process. The board's feedback was to continue the current process; it can revisit this question if needed. Ms. Wendell will take input from the Governance Committee members and update documents to reflect practices that COTA currently has in place. The update will be presented at the May 24, 2025 Board of Trustees meeting.

Chair Mentel noted the following resolutions will be placed on the regular agenda:

Resolution 2025-XX Amending and Restating the Board Governance Guidelines

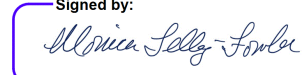
Resolution 2025-XX Amending and Restating the Board of Trustees Rules and Regulations

8. Adjournment

Vice Chair Bartley moved to adjourn the July 17, 2025 Governance Committee meeting, seconded by Trustee Reitter. Motion carried. The meeting adjourned at 4:46 pm.

Adopted: _____ September 18, 2025

Signed:  Signed by: _____
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Chair, Governance Committee

Attest:  Signed by: _____
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President/CEO