



## BOARD GOVERNANCE COMMITTEE MEETING

WEDNESDAY, MARCH 22, 2017  
W. G. PORTER BOARDROOM

### MINUTES

#### 1. CALL TO ORDER

Don Leach called the meeting to order at 8:48 a.m. Trustees Ormond, Ryan and Treneff were also present.

#### 2. APPROVAL OF THE MARCH 22, 2017 AGENDA

Treneff motioned to approve the agenda. Ryan seconded the motion.

#### 3. DEVELOPMENT OF SLATE FOR ELECTION OF BOARD OFFICERS

The Governance Committee will recommend 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

#### 4. REVIEW GOVERNING DOCUMENTS:

##### a. RULES AND REGULATIONS

The Board Governance Committee reviewed, discussed, and proposed 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.

##### b. BOARD GOVERNANCE GUIDELINES

The Board Governance Committee reviewed, discussed, and proposed 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.

c. ETHICS POLICY

The Board Governance Committee reviewed, discussed, and proposed 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.

5. SUMMARY OF EXPECTATIONS FOR NEW OR PROSPECTIVE BOARD MEMBERS

The Committee discussed the expectations for a new Board member. Christina Wendell, VP of Legal Affairs/General Counsel, will revise the draft distributed at today's meeting. The revised document will be distributed to the Committee before the April 26, 2017 meeting.

6. BOARD RETREAT

President Stitt announced that a facilitator has been secured for the June 20 Board Retreat. Stitt, Ryan, Bartley and Leach will meet to finalize the Retreat agenda.

7. ADJOURNMENT

Leach motioned to adjourn the meeting. Ryan seconded the motion. Motion passed.

Adopted: \_\_\_\_\_ April 26, 2017

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

Attest: \_\_\_\_\_  
President/CEO