



MEETING: GOVERNANCE COMMITTEE

DATE: THURSDAY, MARCH 17, 2022

TIME: 4:00 – 5:00 PM

LOCATION: COTA ADMINISTRATIVE OFFICER - W.G. PORTER BOARD ROOM

MEETING MINUTES

1. CALL TO ORDER

Chair Treneff called the March 17, 2022 meeting of the Governance Committee to order at 4:05 PM.

2. ROLL CALL

Board Members Present
Craig Treneff, Chair
Marlon Moore, Vice Chair
Jennifer Gallagher

Board Members Absent
Julie Sloat

3. APPROVAL OF GOVERNANCE COMMITTEE MINUTES

Trustee Moore motioned to approve the January 26, 2022 Governance Committee Meeting Minutes. Trustee Gallagher seconded the motion. Motion carries.

4. NEW BUSINESS

Chair Treneff presented changes to the Board Governance Guidelines and Ethics Policy. These changes included removing the requirements of serving on the board for a year before chairing a committee and bringing Ethics reporting internal and expanding to COTA's Leadership Team.

Governance Committee reviewed and discussed the below resolutions and recommended they be placed on the Regular Agenda during the March 25, 2022 Board of Trustees Meeting.

- A. RESOLUTION 2022-XX – AMENDING AND RESTATING THE BOARD GOVERNANCE GUIDELINES
- B. RESOLUTION 2022-XX – AMENDING AND RESTATING THE ETHICS POLICY

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



Trustee Moore shared an overview of the upcoming service changes and the newly created Risk Assessment team. Trustee Moore highlighted the diverse experiences and backgrounds of the newly formed Risk Assessment team.

Governance Committee reviewed and discussed the below resolutions and recommended they be placed on the Consent Agenda during the March 25, 2022 Board of Trustees Meeting.

- A. RESOLUTION 2022-XX – AUTHORIZING REVISIONS TO COTA’S ENERGY PRICE RISK MANAGEMENT POLICY
 - B. RESOLUTION 2022-XX – AUTHORIZING COTA TO ESTABLISH A FUTURES ACCOUNT WITH R.J. O’BRIEN & ASSOCIATES, LLC (FUEL HEDGING)
 - C. RESOLUTION 2022-XX – AUTHORIZING AN AGREEMENT WITH THE CITY OF GROVE CITY FOR THE CONTINUATION OF THE COTA PLUS OPERATING ZONE
 - D. RESOLUTION 2022-XX – AUTHORIZING A REVISED FARE STRUCTURE
 - E. RESOLUTION 2022-XX – AUTHORIZING A REVISED MEMORANDUM OF UNDERSTANDING WITH THE CAPITAL CROSSROADS SPECIAL IMPROVEMENT DISTRICT AND THE MID-OHIO REGIONAL PLANNING COMMISSION FOR THE CONTINUATION OF THE DOWNTOWN C-PASS PROGRAM
- 6. EXTERNAL STAKEHOLDER RELATIONS COMMITTEE REPORT – JENNIFER GALLAGHER, INTERIM CHAIR**

Trustee Gallagher shared that the March External Stakeholder Relations Committee was canceled.

- 7. PERFORMANCE MONITORING/AUDIT COMMITTEE REPORT – ANGEL MUMMA, CHIEF FINANCIAL OFFICER**

Angel shared an update which highlighted growth in ridership over 2021, sales tax receipts exceeding projections and an update on COTA reserves.

Governance Committee reviewed and discussed the below resolutions and recommended they be placed on the Consent Agenda during the March 25, 2022 Board of Trustees Meeting.

- A. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH VERIZON INNOVATION, INC. FOR THE PURCHASE AND INSTALLATION OF FLEET SECURITY CAMERA AND RECORDING SYSTEM FOR TRANSIT VEHICLES
- B. RESOLUTION 2022-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH AVAAP USA, LLC FOR BENEFITS OPTIMIZATION SERVICES

- C. RESOLUTION 2022-XX – AUTHORIZING CONTRACTS WITH LEVEL D&I FOR TEMPORARY INNOVATION PERSONNEL SERVICES
- D. RESOLUTION 2022-XX – AUTHORIZING CONTRACTS WITH AND REVEL IT FOR TEMPORARY INNOVATION PERSONNEL SERVICES
- E. RESOLUTION 2022-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH VERNOVIS, LTD. FOR INFORMATION TECHNOLOGY (CYBERSECURITY) CONSULTING SERVICES
- F. RESOLUTION 2022-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH DATA. WORLD, INC. FOR THE RENEWAL OF DATA CATALOGING AND SUPPORT SERVICES
- G. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH GENFARE FOR THE RENEWAL OF SAAS SERVICES FOR GENFARE LINK MODULES FOR 2022-2023
- H. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH CDW GOVERNMENT, LLC FOR THE RENEWAL OF SPLUNK ENTERPRISE TERM LICENSES AND SUPPORT
- I. RESOLUTION 2022-XX – AMENDING RESOLUTION NO. 2022-18, AUTHORIZING A CAPITAL LEASE AGREEMENT WITH ENTERPRISE FLEET MANAGEMENT, INC. FOR FOUR (4) 2022 FORD F-550 VEHICLES WITH SERVICE BODIES
- J. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH AFTERMARKET PARTS FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT VEHICLES
- K. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH MUNCIE TRANSIT SUPPLY FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT VEHICLES
- L. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH CROSSLINE SUPPLY LLC FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT VEHICLES
- M. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH COLONIAL EQUIPMENT COMPANY FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT VEHICLES
- N. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH DLR DISTRIBUTORS, INC. FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT VEHICLES
- O. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH D&W DIESEL, INC. FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT VEHICLES
- P. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH GILLIG LLC FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT VEHICLES

- Q. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH KIRK’S AUTOMOTIVE INC FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT VEHICLES
- R. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH RUSH TRUCK CENTERS OF OHIO FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT VEHICLES
- S. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH TRANSPORT SPECIALISTS, INC. FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT VEHICLES
- T. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH CUMMINS SALES AND SERVICE FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT VEHICLES
- U. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH CBM US INC. FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT VEHICLES
- V. RESOLUTION 2022-XX – AUTHORIZING A CONTRACT WITH VEHICLE MAINTENANCE PROGRAM, INC. FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT VEHICLES

8. EXECUTIVE SESSION FOR THE PURPOSE TO CONSIDER THE APPOINTMENT, EMPLOYMENT, DISMISSAL, DISCIPLINE, PROMOTION, DEMOTION OR COMPENSATION OF A PUBLIC EMPLOYEE OR OFFICIAL

Trustee Moore motioned to enter into executive session pursuant to Ohio Revised Code Section 121.22(G)(1) to consider the appointment, employment, dismissal, discipline, promotion, demotion or compensation of a public employee or official. Trustee Gallagher seconded the motion.

The motion was approved by Chair Treneff, Vice Chair Moore, and Trustee Gallagher via a roll call vote.

The Governance Committee entered Executive Session at 4:33 PM.

The Governance Committee exited Executive Session at 5:29 PM.

9. ADJOURNMENT

Trustee Gallagher motioned to adjourn the Governance Committee meeting. Trustee Moore seconded the motion. The Governance Committee adjourned at 5:33 PM.

Adopted: _____ May 12, 2022 _____

Signed: 
Chair, Governance Committee

Attest: 
President/CEO

GOVERNANCE COMMITTEE MEMBERS

Craig Treneff, Chair
Marlon Moore
Julie Sloat
Jennifer Gallagher