

**MEETING: GOVERNANCE COMMITTEE**

**DATE: WEDNESDAY, JANUARY 15, 2020**

**TIME: 3:00 PM**

**LOCATION: WG PORTER BOARDROOM, 33 N. HIGH STREET**

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## MEETING MINUTES

### 1. CALL TO ORDER

Chair Bartley called the meeting to order at 3:00 PM

### 2. ROLL CALL

#### **Board Members Present**

Trudy Bartley  
Craig Treneff  
Marlon Moore  
Mike Stevens

Trustee Gladman was also present for the Governance Committee.

### 3. APPROVAL OF GOVERNANCE COMMITTEE MINUTES

Trustee Moore motioned to approve the December 11, 2019 Governance Committee Minutes. Vice Chair Treneff seconded the motion. Motion carries.

### 4. NEW BUSINESS

#### **Review of Board Governance Documents**

Christina Wendell, Chief Legal Counsel presented a review of the Board Governance Documents. Ms. Wendell reviewed the terms of committee chairs and committee members.

Chair Bartley stated that she believes that new board members who are appointed by municipalities be appointed to the Strategic and Operational Planning Committee so they understand the breadth of operations and initiatives of COTA at least for one year. Trustee Stevens agreed with Chair Bartley's statement, but wants to ensure that we have balance on the committee with experienced committee members. Trustee Moore believes that we should level set the expectations when we onboard new board members, especially those who are appointed from municipalities.

Vice Chair Treneff also agrees that the Strategic and Operational Planning Committee is a good committee for newer board members. The Governance Committee agreed that this should be a policy and not a formal guideline.

Ms. Wendell also stated that the updates to the Board Governance documents will be primarily language changes – including updated terminology, the new mission and vision statements, as well as the new board and committee schedule.

The Governance Committee recommends moving forward putting forth a resolution at the January 22, 2020 Board of Trustees meeting to update the Board Governance documents.

## **5. STRATEGIC AND OPERATIONAL PLANNING COMMITTEE REPORT - CRAIG TRENEFF, CHAIR**

Vice Chair Treneff stated that the Strategic and Operational Planning Committee met on January 8, 2020. Committee members heard four presentations including COTA//Plus, a recap of the Mobility Innovation Test during the Ohio State-Penn State Football game, the Long-Range/Short Range Transit Plan, and COTA's Fare Structure.

## **6. EXTERNAL/STAKEHOLDER RELATIONS COMMITTEE REPORT - MARLON MOORE, CHAIR**

Trustee Moore stated that the External Stakeholder Relations Committee met on January 13, 2020. Committee members heard six presentations, beginning with reviewing the COTA Board Member Onboarding process. Trustee Stevens recommended that we include a How-to-Ride COTA tutorial during board member orientation.

The committee also heard updates on 2020 strategic priorities from Government Affairs, Marketing, Corporate Engagement, Diversity and Inclusion.

## **7. PERFORMANCE MONITORING/AUDIT COMMITTEE REPORT - MICHAEL STEVENS, CHAIR**

Trustee Stevens stated that the Performance Monitoring/Audit Committee met earlier in the afternoon. The committee received a presentation from Angel Mumma, Chief Financial Officer, on the Performance Incentive Compensation (PIC) program.

The Governance Committee reviewed the below resolutions and recommended they be placed on the Regular Agenda at the January 22, 2020 Board of Trustees Meeting:

- RESOLUTION 2020-XX – APPROVING THE LEVEL OF COMPENSATION PAYOUT FOR THE 2019 PERFORMANCE INCENTIVE COMPENSATION (PIC) PROGRAM
- RESOLUTION 2020-XX – APPROVING THE 2020 PERFORMANCE GOALS FOR COTA'S PERFORMANCE INCENTIVE COMPENSATION (PIC) PROGRAM

The Governance Committee reviewed the below resolutions and recommended they be placed on the Consent Agenda at the January 22, 2020 Board of Trustees Meeting:



- RESOLUTION 202-XX – AUTHORIZING EXPENDITURES FOR AN ENTERPRISE RESOURCE PLANNING SYSTEM SUPPORT AGREEMENT WITH INFOR (US), INC.
- RESOLUTION 2020-XX – AUTHORIZING EXPENDITURES FOR THE PURCHASE OF SERVICES FROM GOOGLE
- RESOLUTION 2020-XX – AUTHORIZING EXPENDITURES FOR A SOFTWARE AS A SERVICE SUBSCRIPTION AGREEMENT WITH INFOR (US), INC.
- RESOLUTION 2020-XX – AUTHORIZING AN ENTERPRISE SUPPORT SERVICES AGREEMENT WITH MICROSOFT CORPORATION
- RESOLUTION 2020-XX – AUTHORIZING EXPENDITURES FOR THE CONTRACT WITH A CUSTOMER'S POINT OF VIEW, INC. FOR THIRD PARTY BUS OPERATOR MONITORING SERVICES
- RESOLUTION 2020-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH KPMG LLP FOR STRATEGIC PLAN DEVELOPMENT
- RESOLUTION 2019-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH R.W. SETTERLIN BUILDING COMPANY FOR THE CREATION OF THE CUSTOMER EXPERIENCE CENTER AND MOBILITY LAB AT 33 NORTH HIGH STREET
- RESOLUTION 2020-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH KONETIQ, A DIVISION OF CLAIRVOY, FOR DIGITAL ADVERTISING

## 8. OTHER BUSINESS

## 9. ADJOURNMENT

Trustee Stevens motioned to adjourn the Governance Committee meeting. Vice Chair Stevens seconded the motion. The Governance Committee meeting adjourned at 3:30 PM.

Adopted: February 19, 2020

Signed:   
Chair, Board of Trustees

Attest:   
President/CEO