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**MEETING: GOVERNANCE COMMITTEE**

**DATE: WEDNESDAY, OCTOBER 21, 2020**

**TIME: 3:00 PM – 4:00 PM**

**LOCATION: VIA WEBEX**

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### MEETING MINUTES

1. CALL TO ORDER

Chair Treneff called the Governance Meeting to order at 3:02 PM. He announced that members of the public who wished to join this meeting are able to join via WebEx.

2. ROLL CALL

**Board Members Present**  
Craig Treneff, Chair  
Marlon Moore, Vice Chair  
Amy Landino  
Kumi Walker

3. APPROVAL OF GOVERNANCE COMMITTEE MINUTES

Trustee Landino motioned to approve the August 19, 2020 Governance Committee Minutes. Trustee Walker seconded the motion. Motion carries

4. NEW BUSINESS

**A. 2021 COTA BOARD AND COMMITTEE SCHEDULE**

Chair Treneff stated that the draft 2021 COTA Board and Committee Schedule has been uploaded into BoardPaq. The 2021 schedule has seven Board of Trustees Meetings following an every other month schedule beginning in January. There are also meetings scheduled in November for budget purposes. There were no issues from the Governance Committee members with the draft schedule.

**B. CAPITAL IMPROVEMENT PROGRAM AND DEBT POLICY OVERVIEW**

Chair Treneff proposed to the Governance Committee that Angel Mumma, Chief Financial Officer, give the Capital Improvement Program and Debt Policy presentation to the full Board. She gave this presentation at the Strategic and Operational Planning Committee this month. It is a





significant change in the strategy for budgeting moving forward. Vice Chair Moore stated that it is a robust plan that describes how it will be fund capital projects moving forward. Chair Treneff asked if the Board would see the five-year look ahead with fund balances projected through the year or would it just be internal. Angel said she plans to show the full five-year plan to the Board and would like to get approval from the Board each year prior to the approving the Operating Budget. Chair Treneff asked if there would be a change in the timeline. Angel stated that there is no set month timeline yet, but perhaps in August-September timeline.

The Governance Committee recommends the Capital Improvement and Debt Policy Presentation be presented at the full Board of Trustees meeting on Wednesday, October 28, 2020.

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

Vice Chair Moore stated that the Strategic and Operational Planning Committee met on Monday, October 12, 2020. There were five agenda topics, with one of them being the Capital Improvement and Debt Policy overview that the Governance Committee just discussed. The committee heard a presentation update on the LinkUS Corridor Initiatives which is a collaborative between COTA, MORPC, the City of Columbus, and Franklin County. Significant work has been made on the Northwest Corridor. The kickoff for the East-West Corridor also occurred in September. The committee spent a lot of time focusing on the “why.”

In addition, Sophia Mohr, Chief Innovation Officer, presented the Executive Dashboard. It highlights key areas as it relates to budget, ridership, and customer satisfaction. It will also take into account our strategic priorities. Trustee Walker asked about a metric of how our operators and people are doing. Vice Chair Moore stated that he thinks that is a great idea and will bring that back to his committee.

The committee also received a COTA//Plus update. The team is proposing COTA//Plus on the Southside of Columbus as there is a large need in this neighborhood for connections to jobs, healthcare, and services.

The last update was around the Strategic Plan in how it is guiding the work of Reinvention Task Force. In Q3, the team was focused heavily around foundations, whereas Q4 will be focused on communication and continuing the implementation plan. The organization is committed to reinventing itself and coming out stronger as we get out of the pandemic.

#### **6. EXTERNAL/STAKEHOLDER RELATIONS COMMITTEE REPORT - AMY LANDINO, CHAIR**

Trustee Landino stated that the External/Stakeholder Relations Committee met on Tuesday, October 13. The first presentation was around Internal Communications. Patrick Harris, AVP, Government Affairs and Communications stated that the team worked with The Ohio State University for three days to brainstorm how to better communicate to our frontline employees. The team would like to build an app-based communication tool.





The committee also heard a presentation on the COTA//Plus Southside from Aslyne Rodriguez, Director of Government Affairs. The team is excited to launch COTA's first urban microtransit pilot in November in this neighborhood.

The last presentation was a Government Affairs update, also from Aslyne. Aslyne presented COTA's priorities at the federal, state, local levels. The four key areas are corridors, on-demand, contactless, and county connections. The team is currently gathering input from internal and external stakeholders to shape those policies. There was also discussion in the committee about the Executive Order that was recently signed by President Trump that prohibits federal grant dollars to be used towards anti-racism training.

Trustee Walker asked about the clarification on the Executive Order related to federal funding and anti-racism training. Patrick stated that after review, COTA will not be impacted by this executive order, but will continue to monitor.

The Governance Committee reviewed and discussed the below resolutions and recommended they be placed on the Consent Agenda at the October 28, 2020 Board of Trustees Meeting:

- A. RESOLUTION 2020-XX – AUTHORIZING ADDITIONAL FUNDS FOR VIDEOGRAPHY SERVICES
- B. RESOLUTION 2020-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH ALIGN2MARKET LLC FOR ADVERTISING AGENCY SERVICES

**7. PERFORMANCE MONITORING/AUDIT COMMITTEE REPORT – KUMI WALKER, CHAIR**

Trustee Walker stated that the Performance/Monitoring Audit Committee met prior to the Governance Committee. Angel Mumma, Chief Financial Officer, provided a financial update to the Committee. Sales tax revenue down 1.8% this year. We are 10% under budget. COTA is bringing in more revenue and spending less than anticipated.

Angel presented to the committee the Fare Management Expansion Presentation. The main takeaways is that this initiative will allow customers who cannot afford to prepay for cards will be eligible for fare capping. There will be an ability to prepay for cards throughout the city at over 400+ retail locations. The main goal is to ensure that customers have access to as many places as possible.

The Performance/Monitoring Audit Committee reviewed the below resolutions and recommended they be placed on the Regular Agenda at the October 28, 2020 Meeting of the Board of Trustees. The Governance Committee agreed with the recommendation:

- A. RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH MASABI LLC FOR EXPANSION OF THE FARE MANAGEMENT SYSTEM
- B. RESOLUTION 2020-XX - AUTHORIZING A MEMORANDUM OF UNDERSTANDING WITH THE CAPITAL CROSSROADS SPECIAL IMPROVEMENT DISTRICT AND THE MID-OHIO





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REGIONAL PLANNING COMMISSION FOR THE CONTINUATION OF THE DOWNTOWN C-PASS PROGRAM

The Performance/Monitoring Audit Committee reviewed the below resolutions and recommended they be placed on the Consent Agenda at the October 28, 2020 Meeting of the Board of Trustees. The Governance Committee agreed with the recommendation:

- A. RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH FOUR NINES TECHNOLOGIES FOR FARE MANAGEMENT EXPANSION SUPPORT
- B. RESOLUTION 2020-XX - AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH VIA MOBILITY, LLC FOR A MICROTRANSIT PILOT PROGRAM
- C. RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH BUS SERVICES INC. FOR THE PURCHASE OF FIVE PASSENGER VANS
- D. RESOLUTION 2020-XX - AUTHORIZING SUBMISSION OF COTA'S 2020 ATTRIBUTABLE FUNDING APPLICATION TO MID-OHIO REGIONAL PLANNING COMMISSION (MORPC), AND COTA'S COMMITMENT TO ITS LOCAL SHARE IN THE PROJECT COSTS AND MAINTENANCE OF THE PROPOSED PROJECTS
- E. RESOLUTION 2020-XX - AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH HDR ENGINEERING, INC. FOR TRANSIT PLANNING AND ENGINEERING SERVICES
- F. RESOLUTION 2020-XX - AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH TRANSYSTEMS CORPORATION OF OHIO FOR TRANSIT PLANNING AND ENGINEERING SERVICES
- G. RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH FOUR NINES TECHNOLOGIES FOR TRANSIT CONSULTING SERVICES
- H. RESOLUTION 2020-XX - AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH SECURITAS SECURITY SERVICES USA, INC. FOR SECURITY GUARD SERVICES
- I. RESOLUTION 2020-XX - AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH GRAYLINE GROUP FOR TECHNOLOGY STRATEGY AND SUPPORT SERVICES
- J. RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH TRIHYDRO CORPORATION FOR ENVIRONMENTAL CONSULTING SERVICES
- K. RESOLUTION 2020-XX - AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH ACLOCHE LLC FOR TEMPORARY PERSONNEL SERVICES AS A DIRECT RESULT OF COVID-19





- L. RESOLUTION 2020-XX - AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH KELLY SERVICES FOR TEMPORARY PERSONNEL SERVICES AS A DIRECT RESULT OF COVID-19
- M. RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH BRIGHT HORIZONS FAMILY SOLUTIONS LLC FOR THE PURCHASE OF BACK-UP CARE SERVICES AND ENHANCED FAMILY SUPPORTS
- N. RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH GENFARE FOR THE RENEWAL OF SAAS SERVICES FOR GENFARE LINK MODULES FOR 2020-2021
- O. RESOLUTION 2020-XX - AUTHORIZING ADDITIONAL EXPENDITURES WITH GEORGE J. IGEL & COMPANY, INC. FOR THE RENOVATION OF THE FIELDS AVENUE FACILITY (SITE WORK BID PACKAGE)
- P. RESOLUTION 2020-XX - AUTHORIZING ADDITIONAL EXPENDITURES WITH RICHARD L. BOWEN + ASSOCIATES, INC. FOR DESIGN SERVICES FOR THE RENOVATION OF THE FIELDS AVENUE FACILITY
- Q. RESOLUTION 2020-XX - AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH GILBANE BUILDING COMPANY FOR PROJECT MANAGEMENT SERVICES FOR THE RENOVATION OF THE FIELDS AVENUE FACILITY
- R. RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH RKA PETROLEUM COMPANIES, INC. FOR THE PURCHASE OF ULTRA-LOW SULFUR DIESEL FUEL FOR TRANSIT COACHES
- S. RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH AE-CJM SOLUTIONS FOR SERVICES ON HYDRAULIC UNDERGROUND LIFTS AT COTA FACILITIES
- T. RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH TRANSPORT SPECIALISTS INC. FOR THE PURCHASE OF MISCELLANEOUS AIR CONDITIONING PARTS FOR TRANSIT COACHES

**8. OTHER BUSINESS**

Chair Treneff stated that the COTA Board of Trustees Retreat has been postponed until January 2021. The hope is to have the group meet in person in a socially distanced way. We will continue to monitor the situation as we head into the winter months of the pandemic. The COTA Board of Trustees will continue to meet virtually through the end of the year.





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

Trustee Landino 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 Walker seconded the motion.

The motion was approved by Chair Treneff, Vice Chair Moore, and Trustees Landino and Walker via a roll call vote.

The Governance Committee entered Executive Session at 3:47 PM.

The Governance Committee exited Executive Session at 4:26 PM

**10. ADJOURNMENT**

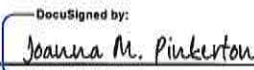
Chair Treneff motioned to adjourn the Governance Committee Meeting. Trustee Walker seconded the motion. The Governance Committee Meeting adjourned at 4:28 PM.

**Governance Committee Members**

- Craig Treneff, Chair
- Amy Landino
- Marlon Moore
- Kumi Walker

Adopted: December 9, 2020

Signed:   
Chair, Board of Trustees

Attest:   
President/CEO

