



**BOARD GOVERNANCE COMMITTEE MEETING**

**WEDNESDAY, MARCH 25, 2015**

**MINUTES**

**BOARD GOVERNANCE COMMITTEE MEMBERS**

Cleve Ricksecker, Chair  
Harry Proctor, Vice Chair  
Jean Carter Ryan

**COMMITTEE MEMBERS PRESENT**

Cleve Ricksecker, Chair  
Harry Proctor, Vice Chair

**COMMITTEE MEMBERS ABSENT**

Jean Carter Ryan

**CALL TO ORDER**

Mr. Ricksecker called the meeting to order at 9:30 a.m.

**APPROVAL OF AGENDA**

Proctor motioned to approve the agenda as distributed. Ricksecker seconded the motion. Motion passed.

**REVIEW OF BOARD GOVERNANCE DOCUMENTS**

Marchelle Moore, Vice President of Legal and Government Affairs, reported that the Board Governance Guidelines call for an annual review of the Board governance documents.

**Rules and Regulations**

The Committee reviewed the Rules and Regulations. The following changes were recommended:

- Front Cover and all pages – change date to “Amended and Restated April 2015”
- Pages 5 and 6 – lower case “r” on the word Resolution
- Page 9 – Section 7.3, B., add words: “fifty thousand dollars and once cent \$\$50,00.01) to”

**Board Governance Guidelines**

The Committee reviewed the Board Governance Guidelines. The following changes were recommended:

- Front cover and all pages: change date to "Amended and Restated April 2015"
- Page 4, Section 1.1 - remove subsection "D"
- Page 5, Section 2.0, C. - remove "in good faith"
- Page 5, Section 2.0, B. - add "high-level"
- Page 6, Section 3.4, B. - add "their"
- Page 9, Section 7.0 - add "fifty thousand dollars and one cent (\$50,000.01)"; remove "or less"
- Page 12, Section 8.1, B - add "other duties as assigned"
- Page 14, Section 9.8 – modify language

### Ethics Policy

There were no recommendations to modify the Ethics Policy; only the amended and restated date will be changed to reflect April 2015.

The proposed changes to the Board governance documents will be presented to the full Board for consideration at their Annual Meeting, April 22, 2015. If approved, the proposed changes will be made and the governance documents will reflect the amended and restated date of April, 2015.

### SELF-ASSESSMENT FORM

Vice Chair Cleve Ricksecker will distribute the self-assessment forms to Trustees and ask for them to be returned to him.

### COMMITTEE ASSIGNMENTS

Chair Cleve Ricksecker will send an email to trustees asking them to complete their committee preferences and return to him as soon as possible. The Committee discussed revising the current Committee schedule and making the Communications/Marketing and Planning Committees regular meetings which would meet every other month. Trustees will be made aware of the possible change to the schedule in advance of making their committee selections.

### DEVELOPMENT OF SLATE OF OFFICERS

The Governance Committee will recommend the following individuals be elected to serve as the officers of the Board of Trustees and the Central Ohio Transit Authority until the next Annual Meeting of the Board of Trustees of the Authority and until their successors are elected:

- Chair of the Board of Trustees – Dawn Tyler Lee
- Vice Chair of the Board of Trustees – J. Cleve Ricksecker
- Secretary-Treasurer – Jeffrey S. Vosler
- Assistant Secretary - Diana L. Bryant

REVISED MEETING SCHEDULE

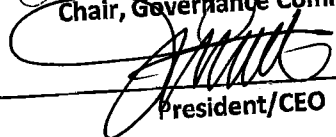
At the Board of Trustees Annual Meeting, April 22, 2015, trustees will be asked to consider the implementation of regularly scheduled committee meetings for the Planning and Communications, Marketing & Customer Service Committees. It is proposed that these committees meet every other month beginning in May with the Planning Committee and beginning in June for the Communications, Marketing & Customer Service Committee.

ADJOURNMENT

The Board Governance Committee adjourned at 10:29 a.m.

Adopted: April 22, 2015

Signed:   
Chair, Governance Committee

Attest:   
President/CEO