



MEETING: GOVERNANCE COMMITTEE

DATE: WEDNESDAY, JANUARY 20, 2021

TIME: 3:00 PM – 4:00 PM

LOCATION: VIA WEBEX

MEETING MINUTES

1. CALL TO ORDER

Chair Treneff called the Governance Meeting to order at 3:00 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 Walker motioned to approve the December 9, 2020 Governance Committee Minutes. Trustee Landino seconded the motion. Motion carries

4. NEW BUSINESS

No new business before the Governance Committee.

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

Vice Chair Moore stated that the Strategic and Operational Planning Committee met on Wednesday, January 6, 2021. There were four agenda items. The first being the 2021-2025 Capital Improvement Plan presented by Angel Mumma, Chief Financial Officer. This plan will be presented to the Board of Trustees on an annual basis. The committee also heard a LinkUS update from Kim Sharp, Senior Director of Development. In addition, she presented information on what the team is looking at in terms of our 2021 service. Sophia Mohr then presented an update on the Strategic Plan and how it relates to PIC.





Angel then presented the two resolutions to the Governance Committee. The first of which is for the Board to formally adopt the 2021-2025 Capital Improvements Program. The Governance Committee reviewed and discussed the below resolution and recommended it be placed on the Regular Agenda at the January 27, 2021 Meeting of the Board of Trustees.

A. RESOLUTION 2021-XX – AUTHORIZING THE ADOPTION OF THE 2021-2025 FIVE-YEAR CAPITAL IMPROVEMENTS PROGRAM

Angel stated that the below resolution appropriates the dollars for the first year of the Capital Improvements Program. The Governance Committee reviewed the below resolution and recommended it be placed on the Consent Agenda at the January 27, 2021 Meeting of the Board of Trustees.

B. RESOLUTION 2021-XX – AUTHORIZING AN AMENDMENT TO RESOLUTION NO. 2020-111 TO REVISE APPROPRIATIONS FOR THE EXPENDITURES OF THE CENTRAL OHIO TRANSIT AUTHORITY FOR THE CALENDAR YEAR ENDING DECEMBER 31, 2021

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

Trustee Landino stated that the External/Stakeholder Relations Committee met on Tuesday, January 12. The committee heard three presentations. The first was a Federal Government Affairs Update from Patrick Harris. He noted that Congress passed a stimulus bill in December 2020 where transit received some additional funding. The Columbus Urbanized Area will receive \$55 million, of which COTA should receive the majority. Aslyne Rodriguez then gave a State Government Affairs Update. She noted that COTA was awarded \$1 million through the Capital Budget for the Rickenbacker Area Mobility Center (RAMC). The team is also advocating at the state and local level to try and get transit workers prioritized for the COVID-19 vaccine. The last presentation was from Kim Sharp on the LinkUS Community Engagement Efforts.

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

Trustee Walker stated that the Performance Monitoring/Audit Committee met on Wednesday, January 20 prior to the Governance Committee. Angel gave an Unaudited Financial update to the committee. The committee also heard two presentations. The first was a presentation on the 2020 Performance Incentive Compensation (PIC) results from Angel Mumma. The second presentation was from Sophia Mohr on the 2021 PIC Goals.

Because of the unforeseen circumstances of the global pandemic in 2020, Trustee Walker stated that the Performance/Monitoring Audit Committee wanted to explore amending the 2020 PIC goals in order to still provide a payout to the hard working employees of COTA. The team will calculate what the 2020 PIC would be based on the metrics that were achieved.

The Governance Committee discussed the proposal and agreed to proceed with the proposal. Chair Treneff asked COTA staff to begin drafting two resolutions – one that would amend the 2020





PIC program goals and one that would approve the compensation payout for the 2020 PIC program. The Governance Committee will bring these resolutions forward in the Wednesday, January 27 Board of Trustees Meeting

The Performance/Monitoring Audit Committee reviewed the below resolutions and recommended they be placed on the Regular Agenda at the January 27, 2021 Meeting of the Board of Trustees. The Governance Committee agreed with the recommendation:

- A. RESOLUTION 2021-XX APPROVING THE 2021 PERFORMANCE GOALS FOR COTA'S PERFORMANCE INCENTIVE COMPENSATION (PIC) PROGRAM
- B. RESOLUTION 2021-XX AUTHORIZING A CONTRACT WITH INFOR CONSULTING SERVICES FOR THE TRANSFORMATIONAL UPGRADE OF THE CURRENT ENTERPRISE RESOURCE PLANNING SYSTEM

The Performance/Monitoring Audit Committee reviewed the below resolutions and recommended they be placed on the Consent Agenda at the January 27, 2021 Meeting of the Board of Trustees. The Governance Committee agreed with the recommendation:

- A. RESOLUTION 2021-XX AUTHORIZING THE PICK-UP OF THE STATUTORILY REQUIRED CONTRIBUTION TO THE OHIO PUBLIC EMPLOYEES RETIREMENT SYSTEM FOR NON-REPRESENTED EMPLOYEES HIRED BEFORE JANUARY 1, 2013 PURSUANT TO INTERNAL REVENUE CODE SECTION 414(H)(2)
- B. RESOLUTION 2021-XX AUTHORIZING EXPENDITURES FOR CONTINUING SUPPORT OF THE ENTERPRISE RESOURCE PLANNING SYSTEM SUPPORT AGREEMENT INFOR (US), INC
- C. RESOLUTION 2021-XX AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH SECURITAS SECURITY SERVICES USA, INC. FOR SECURITY GUARD SERVICES
- D. RESOLUTION 2021-XX AUTHORIZING A CONTRACT WITH RESOURCE INTERNATIONAL, INC. FOR OWNERS REPRESENTATIVE AND ESTIMATING SUPPORT SERVICES FOR THE RENOVATION OF THE MCKINLEY AVENUE FACILITY (PHASE 3C)
- E. RESOLUTION 2021-XX AUTHORIZING A CONTRACT WITH DATA. WORLD, INC. FOR DATA CATALOGING AND SUPPORT SERVICES
- F. RESOLUTION 2021-XX AUTHORIZING A CONTRACT WITH CAPITOL CITICOM, INC. FOR PRINTING SERVICES
- G. RESOLUTION 2021-XX AUTHORIZING A CONTRACT WITH CDW GOVERNMENT, LLC FOR THE RENEWAL AND CO-TERMINATION OF SMARTNET LICENSES





8. 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 Moore 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 3:23 PM

The Governance Committee exited Executive Session at 4:08 PM

9. ADJOURNMENT

Chair Treneff motioned to adjourn the Governance Committee. Vice Chair Moore seconded the motion. The Governance Committee Meeting adjourned at 4:13 PM.

Governance Committee Members

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

Adopted: March 24, 2021

Signed: DocuSigned by: Craig P. Treneff
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Chair, Board of Trustees

Attest: DocuSigned by: Joanna M. Pinkerton
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President/CEO

