



MEETING: GOVERNANCE COMMITTEE

DATE: WEDNESDAY, AUGUST 19, 2020

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 3:22 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 June 17, 2020 Governance Committee Minutes. Vice Chair Moore seconded the motion. Motion carries

4. NEW BUSINESS

No new business before the Governance Committee.

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

Trustee Landino stated that the External/Stakeholder Relations Committee met on Tuesday, August 11. The committee heard from Dr. Alexis Yamokoski, Chief Marketing & Experience Officer as she presented the Customer Personas presentation. The committee also heard the Fare Modernization Presentation from Angel Mumma, Chief Financial Officer. The overall message is that it was time to replace the current fare management system due to the need for an option to provide more equitable access to safe and affordable transportation to the most vulnerable in our community. The committee also heard a presentation on Workforce Diversity and EEO from Jana Davis, Diversity & EEO Administrator and Quincy Howard, Contract/DBE Program Administrator.



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

Vice Chair Moore stated that the Strategic and Operational Planning Committee met on Wednesday, August 5, 2020. The committee also heard the Customer Personas and Fare Modernization presentations that were shared at all committees.

The committee heard an update on the Strategic Plan from Sophia Mohr, Chief Innovation Officer, and how the work will be focused on the reinvention of the organization. The work will be focused on Sales and Marketing, Product Development, and Culture Transformation and the organization transforms into a mobility solutions provider.

The committee also heard from Kimberly Sharp, Senior Director of Development, on the LinkUS Corridor Initiative which seeks to provide mobility systems along key corridors. Partners include the City of Columbus, Franklin County, MORPC, and other public and private partners.

Lastly, the committee heard a presentation on COTA//Plus from Elliott Doza, Service Planning Project Manager, and Jason Yanni, Senior Director, Program Management and Innovation. They shared key performance indicators for the COTA//Plus program, as well as additional information on the City of Westerville launch on August 24, and the expansion of the zone in Grove City.

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 provided a financial update to the Committee. COTA continues to be in a strong financial position with 19 months of working capital available. As expected, revenue continues to come in under budget – with no fares being in place since late March and sales tax declining as a result of the pandemic. However, these losses in revenue are offset by the CARES Act funding received by COTA.

The committee heard three presentations. The first was a presentation by COTA’s external auditor – Larry Weeks, from Clark Schaefer Hackett. His firm conducted the fiscal year 2019 audit of the organization’s financial statements and most importantly, it was a clean audit. He will be making a presentation at the full board meeting next week on the report. Next, Alexis Yamokoski presented the Customer Persona Presentation, which has been shared with all of the other committees. And finally, Angel presented on COTA’s fare modernization project, which was shared with the other committees as well.

The Performance/Monitoring Audit Committee discussed and reviewed the below resolutions and recommended they be placed on the Regular Agenda at the August 26, 2020 Meeting of the Board of Trustees. The Governance Committee agreed with the recommendation:

- **RESOLUTION 2020-XX** - ACCEPTING THE AUDIT PERFORMED BY CLARK SCHAEFER HACKETT FOR FISCAL YEAR ENDING DECEMBER 31, 2019
- **RESOLUTION 2020-XX** - AUTHORIZING A STUDENT DISCOUNT PASS PROGRAM

- RESOLUTION 2020-XX - AUTHORIZING A SCHOOL FACULTY AND STAFF DISCOUNT PASS PROGRAM
- RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH AECOM TECHNICAL SERVICES, INC FOR EAST-WEST CORRIDOR PLANNING
- RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH COMPLETE COACH WORKS FOR THE PURCHASE AND INSTALLATION OF OPERATOR BARRIERS

The Performance/Monitoring Audit Committee reviewed the below resolutions and recommended they be placed on the Consent Agenda at the August 26, 2020 Meeting of the Board of Trustees The Governance Committee agreed with the recommendation:

- RESOLUTION 2020-XX - AUTHORIZING AN AGREEMENT WITH THE CITY OF GROVE CITY FOR COTA PLUS EXPANSION AND CONTINUATION OF THE COTA PLUS OPERATING ZONE
- RESOLUTION 2020-XX - AUTHORIZING A CONTRIBUTION AGREEMENT WITH THE CITY OF COLUMBUS FOR TRANSIT DRIVE RECONSTRUCTION
- RESOLUTION 2020-XX - AUTHORIZING EXPENDITURES FOR ENTERPRISE RESOURCE PLANNING SYSTEM LICENSES AND SUPPORT WITH INFOR (US), INC.
- RESOLUTION 2020-XX - AUTHORIZING THE TRANSFER OF FEDERAL INTEREST AND TITLE TO THIRTY-SEVEN (37) GILLIG TRANSIT COACHES TO THE TOLEDO AREA REGIONAL TRANSIT AUTHORITY
- RESOLUTION 2020-XX - AUTHORIZING A CONTRACT FOR COMPREHENSIVE MARKET RESEARCH, MARKETING AND ADVERTISING SERVICES
- RESOLUTION 2020-XX - AUTHORIZING AN EXTENSION OF SERVICES FOR TEMPORARY PERSONNEL SERVICES CONTRACT WITH ACLOCHE AS A DIRECT RESULT OF COVID-19
- RESOLUTION 2020-XX - AUTHORIZING A CONTRACT WITH BATTERY DISTRIBUTION CENTER INC DBA PIQUA BATTERY FOR THE PURCHASE OF BUS STORAGE BATTERIES FOR TRANSIT COACHES
- RESOLUTION 2020-XX - AUTHORIZING AN EXTENDED WARRANTY AGREEMENT FOR ALL DIGITAL ON-BOARD MONITORING AND SURVEILLANCE SYSTEMS WITH SAFETY VISION, LLC
- RESOLUTION 2020-XX - AUTHORIZING EXPENDITURES FOR THE CONTRACT WITH JRED SERVICES, LLC FOR TRASH COLLECTION SERVICES FROM COTA'S TRANSIT STOPS

- RESOLUTION 2020-XX - AUTHORIZING EXPENDITURES FOR YEAR THREE OF THE FIVE-YEAR CONTRACT WITH NEW FLYER OF AMERICA FOR THE PURCHASE OF HEAVY DUTY TRANSIT COACHES

8. OTHER BUSINESS

Chair Treneff stated that the Board will meet virtually for the August 26, 2020 Board of Trustees Meeting via WebEx.

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 3:41 PM.

The Governance Committee exited Executive Session at 4:11 PM

10. ADJOURNMENT

Chair Treneff motioned to adjourn the Governance Committee Meeting. Trustee Landino seconded the motion. The Governance Committee Meeting adjourned at 4:11 PM.



Adopted: October 21, 2020

Signed: *Craig P. Treneff*
Craig P. Treneff (Oct 28, 2020 10:32 EDT)

Chair, Board of Trustees

Attest: *Jon P. ...*
President/CEO

Governance Committee Members

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

