



MEETING: GOVERNANCE COMMITTEE
DATE: WEDNESDAY, JUNE 17, 2020
TIME: 3:00 PM
LOCATION: VIA WEBEX

MEETING MINUTES

1. CALL TO ORDER

Chair Bartley called the Governance Meeting to order at 3:09 PM. She announced that members of the public who wished to join this meeting are able to do so via teleconference:

Call in Number: [+1-415-655-0001](tel:+1-415-655-0001)

Meeting number (access code): 161 046 4622

2. ROLL CALL

Board Members Present

Trudy Bartley, Chair

Craig Treneff, Vice Chair

Marlon Moore

Michael Stevens

3. APPROVAL OF GOVERNANCE COMMITTEE MINUTES

Trustee Treneff motioned to approve the April 10, 2020 Governance Committee Minutes. Trustee Stevens seconded the motion. Motion carries.

4. NEW BUSINESS

2020 Annual Meeting

Chair Bartley brought up for discussion of when the Board would like to hold the 2020 Annual Meeting of the Board of Trustees that was originally scheduled for April 2020. Chair Bartley welcomed discussion from the Governance Committee on their thoughts on whether we should hold the Annual Meeting on June 24th or wait until the end of summer for the August 26th Board Meeting. The Governance Committee agreed to hold the 2020 Annual Meeting immediately prior to the June 24, 2020 Board of Trustees Meeting.

Vice Chair Treneff recommends amending the Board Governance documents' language regarding the appointment of Committee Chairs. He recommends removing the language that notes that



Committee Chairs should have served on the committee for at least a year. The Governance Committee agreed with these changes. Staff will prepare resolutions and updates to the Board Governance documents to reflect those changes.

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

Vice Chair Treneff stated that the Strategic and Operational Planning Committee met on Wednesday, June 3, 2020. The committee heard from Sophia Mohr, Chief Innovation Officer, on an update on the Strategic Plan, as well as where the organization is around Data and Analytics. Elliott Doza, Service Planning Project Manager, presented an update on COTA//Plus. Jason Yanni, Senior Director Program Management, gave an update on the COTA//Plus Northeast emergency on-demand zone. Lastly, the committee heard from Kim Sharp, Senior Director of Development, on the Short Range/Long Range Transit Plans.

Short Range/Long Range Transit Plans Presentation – Kim Sharp

Kim presented on the key components of the Long Range/Short Range Transit Plans. Some Notable changes include a shortened executive summary; updated financial tables and SRTP financial section – COVID-19 language added; and LinkUS – mobility corridor initiative paragraph added within High Capacity Transit section.

RESOLUTION 2020–XX - ADOPTION OF COTA'S 2020-2024 SHORT-RANGE TRANSIT PLAN, THE 2020-2024 TRANSPORTATION IMPROVEMENT PROGRAM, AND 2020-2050 LONG RANGE TRANSIT PLAN

The Governance Committee reviewed the above resolution and recommended it be placed on the regular agenda at the June 24, 2020 Meeting of the Board of Trustees.

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

The External Stakeholder Relations Committee met on June 8, 2020. Chief Marketing & Experience Officer, Dr. Alexis Yamokoski, presented on the Customer Segmentation Study, Community & Customer Sentiment and Brand Benchmarking, and COTA's Brand Positioning. Sophia Mohr, Chief Innovation Officer, shared an update on the importance of all divisions across COTA capturing and having access to the accurate data and analytics. Mallory Donaldson, Community Relations Manager, gave an update on her non-profit listening tour and needs assessment. Lastly, Patrick Harris, AVP of Government Affairs & Corporate Communications, shared outcomes and requests of the Ohio Transit Public Partnership (OTP2) Funding.

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

The Performance Monitoring/Audit Committee met this afternoon on Wednesday, June 17. The committee reviewed financials, as well as heard from Sophia Mohr, Chief Innovation Officer, on COTA's progress around Data and Analytics.

Discount Fare Structure Presentation – Angel Mumma

Angel Mumma, Chief Financial Officer, gave a presentation on the Discount Fare Structure proposal that will be up for Board consideration. The proposal would expand eligibility to the following individuals/organizations: active 501(c)(3) agencies providing a direct service to vulnerable populations; any individual who receives SNAP card benefits, and all veterans regardless of disability. The proposal also would allow 501(c)(3) organizations to purchase passes at a 50% discount.

Trustee Stevens stated that his committee had thorough discussion regarding the proposal, specifically on when COTA plans to return to charging fares. Trustee Stevens asked if there was a timeline of when COTA plans to start implanting fares again. Angel responded that we do not have an exact timeline, as there are many moving parts. The team is exploring many pathways to build partnerships with non-profit community to ensure that individuals who need a discounted fare are able to have a discounted rate.

Chair Bartley asked if the team has evaluated what the losses would be if we did not charge fares the rest of the year. Angel stated that if we did not implement fares for the rest of the year, it would be a loss of \$15M. However, there are additional costs when operating under no fare – such as capacity issues and security incidents. Chair Bartley stated that we are going to have to find a new balance of social service needs and corporate partner needs. Emille Williams, Deputy CEO, stated that our internal Reinvention Task Force has been charged with what this new vision of transit can look like.

Resolutions for Discussion

The Governance Committee reviewed the below resolution and recommended it be placed: on the Regular Agenda at the June 24, 2020 Regular Meeting of the Board of Trustees:

- A. RESOLUTION 2020-XX – AUTHORIZING A REVISED FARE STRUCTURE THROUGH DECEMBER 31, 2020

The Governance Committee review the below resolutions and recommended they be placed on the Consent Agenda at the June 24, 2020 Regular Meeting of the Board of Trustees:

- B. RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH CUMMINS SALES AND SERVICE FOR THE PURCHASE OF REPLACEMENT CUMMINS PARTS USED IN TRANSIT COACHES
- C. RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH FARM AND CITY SUPPLY, LLC. FOR THE PURCHASE OF REPLACEMENT CUMMINS PARTS USED IN TRANSIT COACHES
- D. RESOLUTION NO. 2020-XX - AUTHORIZING A CONTRACT WITH GILLIG LLC FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT COACHES

- E. RESOLUTION NO. 2020-XX - AUTHORIZING A CONTRACT WITH MUNCIE TRANSIT SUPPLY FOR THE PURCHASE OF MISCELLANEOUS PARTS FOR TRANSIT COACHES
- F. RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH GILLIG, LLC. FOR THE PURCHASE OF ASSORTED PARTS FOR TRANSIT COACHES
- G. RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH AFTERMARKET PARTS COMPANY, LLC. FOR THE PURCHASE OF ASSORTED PARTS FOR TRANSIT COACHES
- H. RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH RELIABLE TRANSMISSION SERVICE FOR THE PURCHASE OF RECONDITIONED ALLISON TRANSMISSIONS
- I. RESOLUTION 2020-XX – AUTHORIZING EXPENDITURES FOR THE CONTRACT WITH ROUSH FORD, INC. FOR THE MAINTENANCE & REPAIR OF COTA’S FLEET OF NON-REVENUE VEHICLES
- J. RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH BUS SERVICES, INC. FOR THE PURCHASE OF PARATRANSIT CUTAWAY VANS
- K. RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH WAYCARE TECHNOLOGIES, INC. FOR THE INTEGRATED MOBILITY INNOVATION/REGIONAL CLOUD-BASED TRAFFIC MANAGEMENT SYSTEM
- L. RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH CNG SERVICES, LLC FOR A COMPRESSED NATURAL GAS (CNG) FUELING SYSTEM SERVICES CONTRACTOR FOR COTA FACILITIES
- M. RESOLUTION 2020-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH QUALA HOLDINGS, LLC FOR THE REMOVAL AND DISPOSAL OF SLUDGE AND WATER FROM COTA PREMISES
- N. RESOLUTION 2020-XX – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH JRED SERVICES, LLC FOR COTA BUS PASSENGER SHELTER CLEANING SERVICES
- O. RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH BUCKEYE ELM CONTRACTING, LLC. FOR THE RENOVATION OF THE FIELDS AVENUE FACILITY (UNDERGROUND STORAGE TANK REMOVAL PACKAGE)
- P. RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH CAPTECH VENTURES, INC. FOR THE DESIGN, DEVELOPMENT AND DELIVERY OF AN INTERACTIVE WEBSITE AND CONTENT MANAGEMENT SYSTEM
- Q. RESOLUTION 2020-XX – AUTHORIZING A CONTRACT FOR THE PURCHASE OF COMMERCIAL PROPERTY INSURANCE FOR THE PERIOD COMMENCING JULY 1, 2020 AND EXPIRING JUNE 30, 2021

- R. RESOLUTION 2020-XX – AUTHORIZING A CONTRACT WITH LUMINTATOR TECHNOLOGY GROUP, INC. FOR THE PURCHASE OF HEAD SIGNS FOR TRANSIT COACHES
- S. RESOLUTION 2020-XX – AUTHORIZING ADDITIONAL EXPENDITURES AND EXTENSION WITH HDR ENGINEERING FOR TRANSIT PLANNING AND ENGINEERING SERVICES
- T. RESOLUTION 2020-XX – AUTHORIZING AN AGREEMENT FOR AN ON-DEMAND MICROTRANSIT PROJECT WITH THE CITY OF GROVE CITY
- U. RESOLUTION 2020-XX – AUTHORIZATION TO ADOPT A TAX BUDGET FOR THE FISCAL YEAR ENDING DECEMBER 31, 2020 AND TO SUBMIT THE 2020 TAX BUDGET TO THE FRANKLIN COUNTY AUDITOR
- V. RESOLUTION 2020-XX – AUTHORIZING THE DESIGNATION OF SELF-INSURANCE AND CAPITAL GRANT MATCHING FUNDS
- W. RESOLUTION NO. 2020-XX - AUTHORIZING THE FILING OF APPLICATIONS WITH THE OHIO DEPARTMENT OF TRANSPORTATION FOR GRANTS FOR FISCAL YEAR 2021
- X. RESOLUTION NO. 2020-XX - AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH ALIGN2MARKET LLC FOR ADVERTISING AGENCY SERVICES

8. **OTHER BUSINESS**

No other business before the Governance Committee.

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

Vice Chair Treneff 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 Stevens seconded the motion. The motion was approved by Chair Bartley, Vice Chair Treneff, and Trustees Moore and Stevens via a roll call vote.

The Governance Committee entered Executive Session at 4:06 PM.

The Governance Committee exited Executive Session at 4: 26 PM

10. **ADJOURNMENT**



Chair Bartley motioned to adjourn the Governance Committee meeting. Vice Chair Treneff seconded the motion. Motion carries. The Governance Committee adjourned at 4:27 PM.

Governance Committee Members

Trudy Bartley, Chair
Craig Treneff
Marlon Moore
Michael Stevens

Adopted: August 19, 2020

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

Attest: *J. P. [Signature]*
President/CEO

