



**AUGUST 30, 2017  
SPECIAL BOARD OF TRUSTEES MEETING  
MCKINLEY FACILITY, 1600 MCKINLEY AVENUE, ROOMS 1034/1035**

**MINUTES**

**1. CALL TO ORDER**

Chair, Jean Carter Ryan, called the meeting to order at 9:32 a.m.

**2. ROLL CALL**

**BOARD MEMBERS PRESENT**

Jean Carter Ryan, Chair  
Donald Leach  
David Norstrom  
Gina Ormond  
Letty Schamp  
Michael Stevens  
Craig Treneff

**BOARD MEMBERS ABSENT**

Trudy Bartley  
Philip Honsey  
Amy Schmittauer

**3. APPROVAL OF THE AUGUST 30, 2017 SPECIAL BOARD OF TRUSTEES MEETING AGENDA**

Leach motioned to approve the August 30, 2017 Board of Trustees Meeting Agenda. Treneff seconded the motion. Motion passed.

**4. PRESENTATION/REPORT FROM THE COTA HIGH IMPACT GOVERNING WORK SESSION STEERING COMMITTEE**

Jean Carter Ryan and Donald Leach gave a presentation on the Action Report from the June 20, 2017 Work Session. The six action recommendations are as follows:

1. Clarify the Board of Trustees' Governing Role by adopting a detailed Board Governing Mission.
2. Strengthen the Board of Trustees' self-management capacity
3. Update and fine-tune the Board of Trustees' standing committee structure
4. Capitalize on the Board as a precious resource in the external/stakeholder relations arena
5. Upgrade management of the Board-President/CEO working relationship
6. Create a short-term Board of Trustees Advancement Program to oversee Implementation of the Action Report

COTA's Board Governance documents will be modified to include these action items and brought before the September 27 Board meeting for action.

5. RESOLUTION NO. 2017-85 – ADOPTING THE BOARD OF TRUSTEES OF THE CENTRAL OHIO TRANSIT AUTHORITY GOVERNING MISSION

Jean Carter Ryan presented this resolution. She said the Action Report recommends the establishment of a Board of Trustees Governing Mission to serve as a high-level description of the Board's roles and responsibilities. The Governing Mission shall serve as a framework for further development of the Board's governing work, structure and process and will be utilized as part of the Board of Trustees Advancement Program.

Ryan motioned to approve this resolution. Leach seconded the motion. Motion passed.

6. RESOLUTION NO. 2017-86 – ESTABLISHING OF THE BOARD OF TRUSTEES ADVANCEMENT PROGRAM STEERING COMMITTEE

Jean Carter Ryan presented this resolution. She said the Action Report recommends the establishment of the Board of Trustees Advancement Program to oversee implementation of the recommendations in the Action Report. The members of the Board of Trustees appointed to the Advancement Program Steering Committee will be the Board of Trustees Vice Chair and the Governance Committee Chair. The President/CEO will be an ex-officio member of the Committee.

Ryan motioned to approve this resolution. Treneff seconded the motion. Motion passed.

7. RESOLUTION NO. 2017-87 - AUTHORIZING THE RESTRUCTURE OF THE COMMITTEES OF THE BOARD OF TRUSTEES OF THE CENTRAL OHIO TRANSIT AUTHORITY

Jean Carter Ryan presented this resolution. She said the Action Report recommends that the Board have four standing committees for the purpose of accomplishing the detailed governing work of the Board and sets forth the functional descriptions of each committee. The Action Report recommends that the four standing committees are the Governance Committee, the Strategic and Operational Planning Committee, the Performance Monitoring/Audit Committee and the External/Stakeholder Relations Committee. The Board of Trustees Advancement Program Steering Committee will oversee the implementation of the four new committees, which will include all appropriate revisions of the Central Ohio Transit Authority's governing documents.

Ryan motioned to approve this resolution. Ormond seconded the motion. Motion passed.

8. ADJOURNMENT

The meeting adjourned at 8:46 a.m.

Adopted: September 27, 2017

Signed:  \_\_\_\_\_

Chair, Board of Trustees

Attest:  \_\_\_\_\_

President/CEO