

MEETING: COTA BOARD OF TRUSTEES

DATE: WEDNESDAY, JANUARY 22, 2020

TIME: 8:30 AM

LOCATION: WG PORTER BOARDROOM, 33 N. HIGH STREET

MEETING MINUTES

1. CALL TO ORDER

Chair Bartley called the meeting to order at 8:30 AM.

2. ROLL CALL

Board Members Present

Trudy Bartley, Chair
Craig Treneff, Vice Chair
Cathy DeRosa
Steven Gladman
Thomas Grote
Amy Landino
Marlon Moore
Gina Ormond
Jean Carter Ryan
Timothy Skinner
Michael Stevens
Kumi Walker

Board Members Absent

3. APPROVAL OF BOARD OF TRUSTEES MEETING MINUTES

Trustee Gladman motioned to approve the December 18, 2019 Board of Trustee Meeting Minutes. Vice Chair Treneff seconded the motion. Motion carries.

4. COMMENTS OR STATEMENTS FROM THE AUDIENCE

There were no comments or statements from the audience.

5. PRESIDENT'S REMARKS

Joanna M. Pinkerton, President/CEO, thanked all of Team COTA, stating that staff deserve commendation for putting in so much effort in 2019. President Pinkerton stated that it is a new year and a new decade and that 10 years ago, the focus was finances and stability, and in the next

10 years, Central Ohio will likely have another half a million people move into our community, and COTA will have to create capacity to handle that and to keep moving our community forward in a very stable way and in a way that moves everyone. An accomplishment of last year was the launch of COTA//PLUS, our first on-demand microtransit pilot project. This spring, we expect [Grove City] City Council to join us, along with some corporate partners, to expand this pilot to be city-wide. The zone will also include Urbancrest. This spring, the launch of COTA//PLUS in Westerville is also expected. The team is also evaluating 14 other municipalities for COTA//PLUS—all of which are being evaluated on socioeconomic factors, workforce development, and access to healthcare.

President Pinkerton stated that ridership was up in 2019, with a 1.2% increase over 2018 and a 4% increase from 2017; this is also the highest number of rides COTA has provided since 1988. Since its debut, CMAX, our bus rapid transit service, is up 26%. Thanks to our corporate partners, C-Pass is going to continue, and we expect C-Pass to change this spring from a pilot program to a permanent program.

President Pinkerton stated that COTA is looking at how to move every life forward, which extends beyond vehicles and tires, and we're working with partners to raise awareness about the Census and are partnering with the United Way of Central Ohio to promote free tax preparation services.

Chair Bartley thanked everyone for their continued efforts to move the community forward.

6. GOVERNANCE COMMITTEE REPORT - TRUDY BARTLEY, CHAIR

Review of Board Governance Documents – Christina Wendell

Christina Wendell, Chief Legal/General Counsel, presented the proposed changes to the Board governance documents, stating that these changes were to update the mission and vision and to align with the strategic plan. Ms. Wendell stated that updating these documents would typically take place at the annual meeting of the Board of Trustees in April, however, aligning with the strategic plan and setting Board structure guidelines before April was a priority.

Ms. Wendell explained that the Board Chair typically serves a one year term and is voted in during the annual meeting in April; this is an annual nomination process, and they chair serves as an ex-officio member of all of the other committees. All members of committees are appointed by the chair and with advice from the Governance Committee. Annually, Trustees express their interest to the Board Chair, regarding the particular committee in which they prefer to serve. Each Board member is assigned to only one standing committee with the exception of the chairs to those committees, who also serve on the Governance Committee. In the structure, all members should be rotated regularly so they gain experience within the COTA structure. In order to qualify as a committee chair, a person should have served at least a year as an active member of that committee. The term of the committee chair is one year, with no committee chair serving more than two consecutive terms.

The changes being proposed moving forward, Ms. Wendell stated, are the Board Governance Guidelines, Rules and Regulations, and the Board's Ethics Policy. The main changes to the Board

Governance Guidelines include changes to align with the strategic plan, which is the fundamental document that will guide the work as we move forward, previously the long-range transit plan was the guiding principle. COTA's mission and vision will be updated. "Equity and inclusion," will be added to any statements regarding diversity, which aligns with the strategic plan. There were also some updated titles, aligning with the current COTA Table of Organization. The Rules and Regulations had some minor updates, the most significant one being that the Board shall meet every other month, rather than every month. The Board will meet this month, in February, and then will meet again in April, at which time we will be on the every other month schedule. Ms. Wendell stated that this is a better structure to allow for the organization and preparation between meetings. Updates to titles to align with the current COTA Table of Organization were completed in the Rules and Regulations and the Ethics Policy, as well.

Chair Bartley thanked Trustee Carter Ryan for helping to lead the charge to realign the Board and modify these documents.

- RESOLUTION 2020-01 – AMENDING AND RESTATING THE BOARD GOVERNANCE GUIDELINES

Vice Chair Treneff motioned to approve Resolution 2020-01. Trustee Landino seconded the motion. Motion carries.

- RESOLUTION 2020-02 – AMENDING AND RESTATING THE BOARD OF TRUSTEES RULES AND REGULATIONS

Trustee Carter Ryan motioned to approve Resolution 2020-02. Trustee Ormond seconded the motion. Motion carries.

- RESOLUTION 2020-03 – AMENDING AND RESTATING THE ETHICS POLICY

Trustee Carter Ryan motioned to approve Resolution 2020-03. Vice Chair Treneff seconded the motion. Motion carries.

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

Vice Chair Treneff stated that there were four presentations at the committee meeting.

Vice Chair Treneff explained that the Grove City pilot program is gaining ridership. The Mt. Carmel voucher program has launched, so an increase in ridership due to that is expected, as well.

Vice Chair Treneff stated that the main lessons learned during the mobility innovation test (MIT) during the Penn State game in November were the following: the lanes need to be targeted where there is the most congestion; stage buses nearby; and work with OSU and the Columbus Police to divert garage traffic away from major transit corridors. There was a problem of moving the buses after the game in congested traffic. Further MITs will be conducted in the future.

The third presentation, Vice Chair Treneff stated, was on the long-range and short-range transit plans, which have been separate plans up to this time, but they will be combined. These plans are the regional and future outlook for what the region needs and how those things will be accomplished. Some assumptions are as follows: no increase in sales tax revenue; slight expansion of fixed routes; 70/30 service hour allocation between ridership and coverage; continued expansion, integration with other solutions and technology. The plans will also address facility's needs, capital needs, and operating forecast. Some things that will be different this time are as follows: Short-Range Transit Plan and Long-Range Transit plan will be combined; Ad-hoc Advisory Committee; and Strategic Plan Guiding Principles are being incorporated.

The last presentation, Vice Chair Treneff explained, was an explanation from the CFO of the five categories of types of fare structures. There is whole fare (full fare), people who use Connector (which is a small but growing group), discounted fares, other fares (such as COTA employees), and no fare riders.

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

Trustee Moore stated that this committee wanted to align their last meeting around 2020 goals and priorities for the committee. Trustee Moore explained that their four key areas are as follows: corporate engagement, diversity and inclusion (including supplier diversity, as well as workforce/EEO reporting), government relations strategy, and marketing approach. The committee presented several deliverables and strategic action items for this year, however, these items are still in draft form, so a report on these items will be made at a future meeting.

Chair Bartley had asked this committee to review the Board of Trustees on-boarding process, and per Trustee Moore, this committee believes that the current process is quite thorough, however, they have provided feedback regarding including a "welcome letter" and ensuring input can be had in the types of appointments and on the needs of the Board. The on-boarding documents will also include more detailed information on expectations of new trustees.

Trustee Moore acknowledged President Pinkerton and Team COTA for hosting the Racial Equity Institute and thanked everyone for working to continue to improve diversity, inclusion, and equity in the community.

Chair Bartley also thanked President Pinkerton and Team COTA for participating in the training, reinforcing the training's purpose and mission.

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

Performance Incentive Program (PIC) Presentation – Matt Allison & Angel Mumma

Angel Mumma, Chief Financial Officer, stated that we are requesting approval of two resolutions, related to the Authority's Performance Incentive Program or PIC Program. The first resolution is accepting the payout, based on the performance that was achieved in 2019, and the second resolution establishes the performance incentives in 2020.

Ms. Mumma gave an overview of the PIC program, which was established in 2007, as a way to promote a performance-driven organization, provide alignment to key metrics driving the organizations, and create a manner in which employees will be rewarded for their performance based on outcomes, not based simply on longevity. The compensation levels are established each year, and for 2019, the maximum payouts were 5% for administrative and mobility employees and 3% for represented employees.

Ms. Mumma provided a summarization of the metrics and approved targets and goals for 2019, along with corresponding payout percentages. Ms. Mumma explained the goals and targets that were achieved, and stated that we missed the mark on paratransit on-time performance, paratransit customer satisfaction, and service reliability.

The 2019 payouts are as follows: 3.85% for fixed route (administrative staff); 3.25% for paratransit; 2.31% for fixed route represented employees. 1,092 employees will receive payout of approximately \$1.6 million, which is within budget and was included in the 2019 budget that was approved by the Board in December 2018.

Ms. Mumma stated that in looking forward to 2020, the weight of expense control has been reduced from 50% to 40% in order to place a heavier goal on service reliability. New metrics were developed for paratransit operations. A cross-functional team worked together to establish recommendations for targets and goals, and the goals are meant to challenge staff to perform. As we look to move every life forward, it's important to ensure metrics measure these efforts.

Over 2020, we'll move from an operations-focused metric to an outcomes-focused metric. The Board will be consulted for approval again in 2021.

Trustee Carter Ryan asked questions about service reliability. Matt Allison, Chief of Transit Operations, explained that COTA has made great progress on this front over the last several years. Emille Williams, Deputy CEO, explained that service reliability impacts all other metrics. Vehicle Maintenance dashboards were briefly discussed. Trustee Carter Ryan asked why the payout rates were different for different employees, and Mr. Williams explained that it was based on the negotiation of the contract.

- RESOLUTION 2020-04 – APPROVING THE LEVEL OF COMPENSATION PAYOUT FOR THE 2019 PERFORMANCE INCENTIVE COMPENSATION (PIC) PROGRAM

Trustee Stevens motioned to approve Resolution 2020-04. Trustee Gladman seconded the motion. Motion carries.

- RESOLUTION 2020-05 – APPROVING THE 2020 PERFORMANCE GOALS FOR COTA'S PERFORMANCE INCENTIVE COMPENSATION (PIC) PROGRAM

Trustee Stevens motioned to approve Resolution 2020-05. Trustee Gladman seconded the motion. Motion carries.

10. CONSENT AGENDA

Vice Chair Treneff motions to approve the following resolutions on the Consent Agenda. Trustee Gladman seconded the motion. Motion carries.

- RESOLUTION 2020-06 – AUTHORIZING EXPENDITURES FOR AN ENTERPRISE RESOURCE PLANNING SYSTEM SUPPORT AGREEMENT WITH INFOR (US), INC.
- RESOLUTION 2020-07 – AUTHORIZING EXPENDITURES FOR THE PURCHASE OF SERVICES FROM GOOGLE
- RESOLUTION 2020-08 – AUTHORIZING EXPENDITURES FOR A SOFTWARE AS A SERVICE SUBSCRIPTION AGREEMENT WITH INFOR (US), INC.
- RESOLUTION 2020-09 – AUTHORIZING AN ENTERPRISE SUPPORT SERVICES AGREEMENT WITH MICROSOFT CORPORATION
- RESOLUTION 2020-10 – AUTHORIZING EXPENDITURES FOR THE CONTRACT WITH A CUSTOMER'S POINT OF VIEW, INC. FOR THIRD PARTY BUS OPERATOR MONITORING SERVICES
- RESOLUTION 2020-11 – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH KPMG LLP FOR STRATEGIC PLAN DEVELOPMENT
- RESOLUTION 2020-12 – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH R.W. SETTERLIN BUILDING COMPANY FOR THE CREATION OF THE CUSTOMER EXPERIENCE CENTER AND MOBILITY LAB AT 33 NORTH HIGH STREET
- RESOLUTION 2020-13 – AUTHORIZING ADDITIONAL EXPENDITURES FOR THE CONTRACT WITH KONETIQ, A DIVISION OF CLAIRVOY, FOR DIGITAL ADVERTISING

11. OTHER BUSINESS

There was no other business before the Board of Trustees.

12. MEETING CALENDAR

- STRATEGIC AND OPERATIONAL PLANNING COMMITTEE – FEBRUARY 5, 2020, 9:00 AM
- EXTERNAL STAKEHOLDER RELATIONS COMMITTEE – FEBRUARY 10, 2020, 9:00 AM
- PERFORMANCE MONITORING/AUDIT COMMITTEE – FEBRUARY 19, 2020, 2:00 PM
- GOVERNANCE COMMITTEE – FEBRUARY 19, 2020, 3:00 PM
- BOARD OF TRUSTEES – FEBRUARY 26, 2020, 8:30 AM

13. ADJOURNMENT

Trustee Skinner motioned to adjourn the meeting. Trustee Landino seconded the motion. The meeting adjourned at 9:03 AM.

Adopted: _____ February 26, 2020

Signed: _____
Chair, Board of Trustees

Attest: _____
President/CEO