

MINUTES

MARCH 10, 2021

4:00 PM – 5:00 PM

1. Call to Order and Determination of Quorum

Bill McDonald moved to call the meeting to order and determined a quorum.

Committee Members

- William McDonald (Chair)
- Geoffrey Astles
- Richard Kosmerl
- Ed White

Others Attending

- Bill Carpenter, CEO
- Kelly Parisi, Executive Assistant to the CEO
- Miguel Velazquez, Chief Operating Officer
- Dan DeLaus, Chief Legal Counsel
- Sara Molyneux, Policies, Procedures, Tech. Docs

Absent

- James Bensley

2. Approval of Agenda

Geoffrey Astles moved to approve the agenda, and Richard Kosmerl seconded the motion, which carried unanimously.

3. Review and Approve Board Policies without Changes

In accordance with the Authority's Policy Management Practices, the Governance Committee reviewed seven Board Policies: *Board Roles & Responsibilities*, *Code of Ethics*, *Governance Committee Charter*, *Procurement Manual*, *Safety Management Policy*, *Surplus Property Disposition Policy & Procedures*, and *Whistleblower Policy and Procedure*.

Geoffrey Astles moved to approve the policies without changes and Richard Kosmerl seconded the motion, which carried unanimously.

The policy review prompted questions, discussion, and recommendations.

- The *Safety Management Policy* prompted Geoffrey Astles to inquire about accident tracking and reporting, and about the applicability of the Wellness Program in accident prevention. The Wellness Center and services such as EAP are included in the full System Safety Plan. Dan DeLaus and Bill Carpenter discussed the Wellness Program topic with the Committee members. The overall discussion prompted a recommendation for the Authority to provide the Governance Committee with a summary of reportable accident data.
- The *Board Roles & Responsibilities* policy prompted a discussion about the process for electing officers. Bill McDonald moved to recommend to the Board to consider a resolution for establishing a Nominating Committee. Richard Kosmerl seconded the motion, which carried unanimously.
- The *Surplus Property Disposition Policy & Procedures* prompted a question about whether the data on hard drives was deleted before destruction and recycling. Miguel Velazquez confirmed the current vendor provides the service of wiping hard drives before recycling components. Richard Kosmerl inquired whether the criteria for deleting data prior to recycling is part of all bids/proposals for future vendors. Miguel Velazquez agreed to investigate and make changes if necessary.

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- Richard Kosmerl asked for permission to share the Whistleblower Policy and Procedure with his hospital board. Bill Carpenter, Dan DeLaus, and the rest of the Governance Committee agreed and provided permission.

4. Review 2020 Board Retreat Evaluation and Board Self-Assessment Results

The Governance Committee members briefly discussed the evaluation results and then moved to the self-assessment results. Questions with responses of Disagree or Neutral were carefully reviewed. The discussion prompted the following recommendations:

- Future surveys will have criteria requiring respondents who select Neutral, Disagree, or Strongly Disagree, to also provide a clear reason for the selection. The reason must provide sufficient detail about the issue to assist the Governance Committee in making constructive changes.
- The report on the self-assessment will include a notification to the full Board that a Succession Plan is available and to contact Bill Carpenter with questions.
- The Governance Committee agreed that a periodic “refresher” communication to the full Board regarding metrics and expectations is in order and will help Board members.
- The Governance Committee agreed to change the wording of the question about the Board Portal. Future surveys will ask whether Board members feel they are getting the information they require in a satisfactory manner.
- The Governance Committee discussed the impact of virtual meetings (loss of comradery and ability to discuss matters informally with other Board members prior to formal meeting and voting). The Governance Committee agreed that eliminating virtual options is not possible until the CDC authorizes the practice of allowing larger groups to congregate (30 or more people). The Governance Committee considered limiting audience attendance to virtual methods and potentially looking at in-person meetings for the Board members in the summer, depending on the CDC guidelines. July may be a time when the Board could consider a gradual re-opening of in-person meetings.
- The Governance Committee discussed the process for sharing their conclusions about the evaluation and self-assessment results with the full Board. They agreed that providing a summary to the full Board during a scheduled Board meeting would allow Board members to get context and ask questions. Bill McDonald agreed to discuss the idea with Board Chair Donald Jeffries. If accepted, Bill McDonald would provide a summary of Governance Committee business during the next scheduled Board meeting.

5. Summary of Recommendations to the Board

The Governance Committee recommends the full Board’s acceptance of the Governance Committee Meeting Minutes during the next Board Meeting to approve the seven Board policies without changes. Further recommendations include the following:

1. More information about the impact or intersection of the Wellness Program and accident prevention.

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2. A summary of Accident Data will be provided to the Governance Committee for review and discussion during the next scheduled Governance Committee meeting (August 2021). The summary will include running totals year to date comparing accident data to identify whether there are improvements from year to year or whether certain locations have higher incidents of accidents. Suggested categories to include are Workers Compensation claims (injuries on the job), Injuries (riders/employees), Accidents per Mile. The information could be a summary roll-up rather than month-by-month.
3. Recommend to the full Board of Commissioners to consider a resolution for establishing a Nominating Committee. The resolution will request the Board of Commissioners to appoint a Nominating Committee of three Commissioners to annually conduct Officer Election activities. For the Board's consideration, the Governance Committee proposes the following process.
 - a) Two meetings ahead of the election, the appointed Nominating Committee recruits potential candidates. The recruitment can occur through informal discussions or emails on whether Board members are interested in a position.
 - b) One meeting ahead of the election, the appointed Nominating Committee reports on the status of recruitments and asks for more candidates.
 - c) During the election meeting, the appointed Nominating Committee delivers a "final ask" for any other candidates who wish to be on the slate and then provides the slate of candidates for voting.
4. Recommend to the Board Chair that the Governance Committee Chair provides a summary report of Governance Committee business, including conclusions and directions resulting from a review of the Retreat Evaluation and Self-Assessment surveys.

6. Motion to Adjourn

Geoffrey Astles moved to adjourn the meeting and Ed White seconded the motion, which carried unanimously.