

MINUTES

MARCH 19, 2020

10:30 AM – 11:30 AM

## 1. Call to Order and Determination of Quorum

Bill McDonald called the meeting to order for informational purposes. Following the full Board meeting where Resolution RGRTA 8-2020\* was passed, the Governance Committee reconvened and determined a quorum based on in-person and telephone attendance.

*\*The resolution allows the Authority to amend its by-laws to give effect to Executive Order 202.1 which suspends the law prohibiting voting at public meetings while attending via telephone until April 11, 2020. The Executive Order is in response to the COVID19 pandemic.*

### Committee Members

- William McDonald (Chair)
- Geoffrey Astles
- James Bensley
- Edward White
- Richard Kosmerl

### Others Attending

- Bill Carpenter, CEO
- Dan DeLaus, Chief Legal Counsel
- Renee Elwood, Director of Well-Being & Inclusion
- Julie Tennant, Manager of Occupational Health
- Jason Palvino, System Safety Manager
- Sara Molyneux, Policies, Procedures, Tech. Docs
- Don Jeffries, Board Chair

## 2. Approval of Agenda

### Informational Session

The Committee members reviewed the agenda.

### Resumption with a Quorum

Geoffrey Astles moved to approve the agenda, and Edward White seconded the motion, which carried unanimously.

## 3. Review Board Policies with Proposed Changes

### Informational Session on Proposed Change to Policy Management Practices Policy

The Committee members reviewed the proposed change to the Policy Management Practices Policy to add the Safety Management Policy to the schedule of policies the Governance Committee must review annually.

### Resumption with a Quorum

Edward White moved to revise the Policy Management Practices Policy to add the Safety Management Policy to the schedule of Board Policies requiring annual Governance Committee review. Geoffrey Astles seconded the motion, which carried unanimously.

### Informational Session on Proposed Changes to Alcohol Abuse and Controlled Substance Use Policy

Julie Tennant presented the Power Point slides to the Committee members. She explained that the revisions are the result of a May 2019 FTA audit which indicated that the testing rates needed to increase from 25% to 50% to be compliant with nation-wide regulations. The Policy revisions also reflect staffing changes to the People Department. ACM Medical Laboratory, Inc. no longer provides the necessary FTA urinalysis testing and as a result, the Policy reflects the change to the current medical laboratory (Quest). Bill McDonald asked whether the bolded text in the Policy indicates provisions specific to RGRTA rather than FTA mandates. Julie Tennant confirmed that observation as correct. Bill Carpenter and the Committee members

commended Julie Tennant for her effort in ensuring that the Policy is a well-regarded resource of quality.

### Resumption with a Quorum

Geoff Astles moved to approve the Alcohol Abuse and Controlled Substance Use Policy with all proposed revisions. Edward White seconded the motion, which carried unanimously.

## 4. Review Board Policies Without Changes

### Informational Session about the System Safety Program Plan Certification and the Safety Management Policy

Jason Palvino presented the Power Point slides to the Committee members. The FTA requires certification of the System Safety Program Plan annually (July). The Plan summarizes the Authority's safety activities at facilities and for employees. Recipients of federal funding must include key safety components in their Plans. RGRTA created its Safety Program Plan in 1986, updating the Plan as required under FTA regulations. We have guidance from a New York State Public Transportation Safety Board (PTSB) representative, with whom we have a strong working relationship and who vetted the current Plan (2019). Jason Palvino summarized the current processes for reviewing and preventing safety issues and accidents.

Dan DeLaus explained that we certify that our Plan is compliant rather than file the entire Plan with the FTA. Bill Carpenter and Dan DeLaus sign and submit the annual FTA Certifications and Assurances form to the FTA, which completes the certification for the Plan. Bill Carpenter and the Committee members commended Jason Palvino for his effort in ensuring that the Plan is a well-regarded resource of quality.

### Resumption with a Quorum

Edward White moved to 1) confirm that the Governance Committee reviewed and accepts the 2019 System Safety Program Plan and Safety Management Policy as presented to the Committee; and 2) understands the annual certification requirement; and 3) authorizes the CEO and designee to certify that RGRTA has a System Safety Program Plan compliant with the federal requirement. Geoffrey Astles seconded the motion, which carried unanimously.

### Informational Session about Remaining List of Policies with No Changes

Bill McDonald invited the Committee members to raise any comments about the policies for review. The Committee members did not identify any issues.

### Resumption with a Quorum

Edward White moved to approve the following policies without changes and Geoffrey Astles seconded the motion, which carried unanimously.

1. Board Roles & Responsibilities
2. Code of Ethics
3. Governance Committee Charter
4. Procurement Manual
5. Surplus Property Disposition Policy & Procedures
6. Whistleblower Policy and Procedure

## GOVERNANCE COMMITTEE MEETING

Upon the full Board's acceptance of the Governance Committee Meeting Minutes during the next Board Meeting, these policies will be in good standing for one year.

### 5. Review of Board Retreat Evaluation 2019 Results

The Committee members discussed the topic and agreed there was an overall favorable impression about the retreat and the site was a good location.

The Committee members discussed a "Neither Agree/Disagree" response regarding the SWAT analysis, and concluded that at future retreats it is important to explain instruments used during the presentations and make sure Board members confirm their understanding.

Bill Carpenter relayed that Tom Argust is interested in continuing to act as a facilitator but understands if the Governance Committee would like to use another person for facilitation.

The Committee members discussed how the coronavirus outbreak will adjust the process of planning the retreat for 2020. The Committee members agreed to defer further discussion of Board Retreat planning, facilitator selection, and agenda creation until the summer.

### 6. Review of Board Annual Self-Assessment 2019 Results

The Committee members reviewed the results and Bill McDonald invited comments.

Richard Kosmerl noted the feedback on the use of the Board Portal. He wondered if perhaps the feedback is from newer Board members and, if that is the case, suggested adjusting the orientation process. Bill McDonald and the Committee members commended Kelly Schmidt for providing training on the Board Portal in advance of the coronavirus outbreak.

Bill McDonald discussed question 24 about creating a separate committee to review and monitor program operations. Bill McDonald presented his position that questions about operations should be raised before the full Board and that he did not recommend creating a separate Board subcommittee to review operational programs. Bill McDonald invited further comment from the Committee members and there were no dissenting opinions.

Bill Carpenter suggested that the future assessment instructs the Board members to provide comments that explain their response when they select "Disagree." The information will help the Governance Committee and the Board to take action to address the concern if they understand the reason for the response. Bill McDonald added that question 5 was a good example. Two people disagreed that they had sufficient information on the topics of Service Quality and Customer Experience. Bill McDonald emphasized the importance of getting examples or suggestions of what people feel they are missing or would like to receive.

Richard Kosmerl recommended communicating a protocol to the Board of always providing context/reason for your vote if you select Strongly Disagree or Disagree on an assessment question.

Richard Kosmerl noted the Disagree response to question 12 about understanding performance metrics. He explained that the Audit Committee does an annual audit which involves accuracy of annual performance metrics. He suggested reminding the Board members that they can ask Audit Committee for more details about the accuracy of performance metrics.

### 7. Review of Annual Governance Training Agenda

Bill McDonald pointed out that the topic was covered as part of the Board Retreat discussion and no further discussion was necessary.

### 8. 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 accomplish the following:

1. Approve the revisions to the Policy Management Practices Policy.
2. Approve the System Safety Program Plan and Safety Management Policy and authorize the CEO and certify that RGRTA has a System Safety Program Plan compliant with the federal requirement.
3. Approve the following annually reviewed Board Policies to be in good standing for one year:
  - Board Roles & Responsibilities
  - Code of Ethics
  - Governance Committee Charter
  - Procurement Manual
  - Surplus Property Disposition Policy & Procedures
  - Whistleblower Policy and Procedure

### 9. Motion to Adjourn

#### Informational Session

Bill McDonald put the Governance Committee meeting into recess until the Board passed Resolution RGRTA 8-2020.

#### Resumption with a Quorum

Geoffrey Astles moved to adjourn the meeting and James Bensley seconded the motion, which carried unanimously.