

**GOVERNANCE COMMITTEE MEETING
MARCH 8, 2012
MINUTES**

1. Call to Order
2. Determination of Quorum
 - a. Committee Members Present – Commissioner Argust (Chair), Commissioner Smith, Commissioner White, Commissioner Turner, Commissioner Redmond
 - b. Committee Member Absent – Commissioner Pryor
 - c. Others Present – William Carpenter (CEO), Hal Carter (General Counsel and Chief Administrative Officer), Lisa Berrittella (Associate Attorney), Sheila Popowych (Paralegal), David Dadetta (Procurement and Grants Administration)
3. Review of the Results of the Board Self-Assessment and Assessment of November 2011 Governance Training Session - Following review and discussion of the assessments, the Committee:
 - a. Requested that management provide the following information to the Board:
 - i. Additional information concerning the financial performance results underlying the summary information presented in the monthly financial report.
 - ii. On at least a quarterly basis, a status report with respect to the projects identified in the comprehensive plan or undertaken thereafter.
 - b. Suggested that future annual Board training and planning retreats contain at least one in-depth discussion on an important RGRTA-related issue, such as the discussion regarding Medicaid compliance at the last retreat.
 - c. Suggested that optional in-depth briefings and discussions be offered to the Board a few times each year similar to the one recently held on the 2012-13 Comprehensive Plan. The Governance Committee would be glad to work with staff to determine possible topics.
 - d. Recommended continuing to hold an optional after-retreat dinner for Board Members and their spouses.
4. Sheila Popowych gave presentations to the Committee concerning the status of the Medicaid Compliance Program, the proposed Medicaid Compliance Policy, the proposed revisions to the existing Whistleblower Policy to ensure its compliance with guidance provided by the Office of the Medicaid Inspector General, and the proposed Minority and Women Owned Business Enterprise Policy to ensure compliance with guidance provided by the Governor. Copies of the PowerPoint presentation on those subjects shall be attached to these Minutes. Following discussion, on motions of Commissioner White seconded by Commissioner Smith, the Committee voted unanimously to recommend to the full Board that it adopt those policies in the form presented at the meeting.

5. David Dadetta made a presentation to the Committee concerning proposed revisions to the Authority's Disadvantaged Business Enterprise policy with particular emphasis on assuring that it complies with recently adopted requirements pertaining to small business enterprises. Copies of the PowerPoint presentation on this subject shall be attached to these Minutes. Following discussion, on motion of Commissioner Smith seconded by Commissioner White, the Committee voted unanimously to recommend to the full Board that it adopt that revise policy in the form presented at the meeting.
6. On recommendation of management, the Committee determined that no changes are needed at this time to the following Policies.
 - a. Code of Conduct
 - b. Procurement Guidelines
 - c. Disposition of Surplus Property Policy
 - d. Governance Committee Charter
 - e. Board Member Governance and Operating Guidelines and Principles
7. In view of the extensive construction projects that are being undertaken, the debt that the Authority is planning to assume in order to complete those projects, and the increasing complexity of the regulatory environment and the Authority's business, the Committee directed management to undertake a comprehensive review and analysis of the desirability of creating an internal compliance and audit function and appointing an internal compliance officer to supplement the external audits and compliance reviews that are annually performed by the Authority's external auditors. The report should include, among other things, a recommendation about whether it would be desirable to have the position of internal compliance officer rotate periodically. The report should be presented to both the Governance Committee and the Audit Committee. If it all possible, management should have the report ready to be reviewed by the Governance Committee at its August 2, 2012 meeting.

There being no further business to come before the Committee, and on motion of Commissioner Turner seconded by Commissioner Argust, the meeting was adjourned.