

Governance Committee Meeting September 6, 2012 Minutes

- I. Call to Order

- II. Determination of Quorum
 - A. Committee Members Present
 - 1. Commissioner Tom Argust (Committee Chair)
 - 2. Commissioner Karen Pryor
 - 3. Commissioner Ed White

 - B. Committee Member Absent
 - 1. Commissioner Milo Turner

 - C. Others Present
 - 1. Commissioner Jim Redmond– Chairman, Board of Commissioners
 - 2. Commissioner Henry Smith
 - 3. Bill Carpenter – CEO
 - 4. Hal Carter - General Counsel
 - 5. Lisa Berrittella – Staff Attorney

- III. Chairman Argust announced that the sole agenda item for the meeting was a discussion concerning the agenda for the annual Board Governance and Planning Session to be held on November 12, 2012. The following thoughts and suggestions were shared;
 - A. Commissioner Argust pointed out that there will be no Governance Training session this year but he anticipates resuming the annual training in 2013. There will, however, be the annual Board update on Medicaid and EEO compliance efforts and status.

 - B. Mr. Carpenter stated that he anticipates seeking advice from the Board on three matters:
 - 1. The Multi-Year Service Plan (Quality Service Pillar)
 - 2. Branding – How we present ourselves (Customer Service Pillar)
 - 3. The extent of customer service to be offered in the Transit Center (for example, do we include the Rochester Visitor Center Office). (Financial Sustainability Pillar)

 - C. Mr. Carpenter also stated that there will be a report on the success in the Employee Success Pillar and where we go from here.

 - D. Commissioner Argust stated:
 - 1. He would prefer that the session not be primarily staff presentations but that, rather, the Board should have the opportunity to discuss strategies and policies to be considered and

perhaps pursued. He does not want the Board to be merely passive listeners.

- a. Mr. Carpenter stated that there has been a paradigm switch with staff not just reading a script that someone else presented but, rather, making a presentation that the staff member is responsible for. People will get better at presenting as they get more experience.
 2. In November 2011, he got the impression that there were four distinct but not coordinated presentations.
 3. The Board should be focused on strategy and policy issues, not the daily operational issues. For example, should the Authority state in its plan that the most important focus will be on employee success (implying that customer success is of secondary importance). Policy and strategy issues should be highlighted in the presentations.
- E. Commissioner Pryor stated that the presentations should assume that the Board has read the “Playbook” and understands what the projects are within each Pillar.
1. She would not want the presentations just to reiterate what the Board has already read and about which staff does not need the Board’s thoughts and does not think the presentations need to be locked into the Pillars.
 2. She would prefer to have higher level discussions such as ones regarding the first three matters Mr. Carpenter mentioned (above) where the Board’s input would be appreciated by staff in order to have guidance as to how to move forward.
 3. The Board should certainly discuss the multi-year service plan and it will need at least some time at the November event to give its thoughts about that; particularly if we may be modifying the strictly hub and spoke system.
 4. Perhaps the discussions should be organized around proposed strategic planning topics rather than Pillars.
 5. In order to make the November meeting a Board-driven event at which staff provides information as needed for the Board to advance its discussions, perhaps Commissioner Argust could be the facilitator and the party to capture the results of the meeting.
- F. Commissioner White indicated:
1. There needs to be a discussion about the cost and financing of new facilities, new programs, and new plans in order to address the interests of all Board members.
 2. He agrees with Commissioner Argust facilitating the overall event.
- G. Commissioner Redmond stated:
1. The comprehensive plan is a required document and the session will be the Board’s opportunity to give its thoughts as to staff’s plans with respect to generating the comprehensive plan and to begin discussing the budgetary implications of that plan.

2. It is also a time for the Board to define how we will define success and how we will measure success. He wants to hear how staff suggests that we define success (with specifics) and how high the bar will be set.
 3. The Board should also be discussing policy and strategy issues; such as do we want to continue to pursue Phase III of the campus improvement plan or the College Town development given funding and practical issues or devote the resources to other focuses.
 4. The Board should weigh in on the direction that staff is planning to take the Authority.
 5. This does not have to be resolved on November 12 but staff does need to get the guidance of the Board on where it should be going.
- H. Commissioner Smith suggested that the goals of the session and what is intended to be accomplished should be established before the meeting begins. In response, Commissioner Argust suggested that he and Chairman Redmond should set the context and the goals for the day during the opening and welcoming comments. Commissioner Smith also stated that he believes another meeting of the Governance Committee on this topic would be desirable rather than just trying to further the discussion by email.

IV. Next Actions

- A. Commissioner Argust will continue to work with Mr. Carpenter to develop an agenda based on the comments provided at this meeting. They will communicate their suggestions to the other members of the Committee by email. If Committee members think further discussion is necessary or desirable, another Governance Committee Meeting will be held immediately after the October 4 Board Meeting.
- B. Lisa Berrittella will prepare the Event Evaluation and the Board Self-Assessment documents.

- V. There being no further items on the Agenda, the meeting was adjourned.

Respectfully submitted,

Harold M. Carter, Jr.
General Counsel