

MINUTES

MARCH 12, 2015

10:30 AM – 11:30 AM

## 1. Call to Order

## 2. Determination of Quorum

### A. Committee Members Present

- Tom Argust (Chair)
- Karen Pryor
- Paul Battaglia
- Henry Smith

Excused: Ed White

### B. Others Attending

- Bill Carpenter, CEO
- Dan DeLaus, General Counsel
- Sara Molyneux, Policy, Procedures, & Technical Documents Manager

## 3. Acceptance of July 10, 2014 Minutes

Minutes were approved unanimously without changes.

## 4. Review of Board Policies

### A. Procurement Guidelines

Dan DeLaus will staff a subcommittee to review and identify changes. Commissioners Pryor and Smith will participate in the subcommittee.

### B. Code of Ethics

The policy was revised to create a more concise Code of Ethics that

1. Encourages people to seek out answers to ethics questions;
2. Encourages ethical and productive conduct;
3. Identifies a clear process for employees and Board members to follow; and
4. Reduces redundancy, particularly with regard to statements on harassment and discrimination, which are covered in separate policies and in state law (those laws are referenced in the proposed policy).

### DECISIONS REGARDING THE CODE OF ETHICS:

1. Dan DeLaus will:
  - a. Provide information about the Federal Hatch Act to Commissioner Pryor.
  - b. Attach the full definition of the term “gift” as an appendix to the Code of Ethics.
  - c. Notify Governance Committee Members of the applicable policies covering the topics of harassment, discrimination, and preferential treatment (i.e. nepotism).
2. A resolution appointing General Counsel Dan DeLaus as the Ethics Officer for RGRTA will be proposed to the Board in May 2015.
3. Pending the revisions, the Governance Committee Members accepted the Code of Ethics, which will be proposed to the Board in May 2015.

## GOVERNANCE COMMITTEE MEETING

4. After the Board accepts the resolutions, the revised Code of Ethics will be distributed to all employees and Commissioners. All employees and Commissioners must sign the Policy certification statement.

### 5. Response to Board Self-Assessment

Members discussed the following questions on the assessment: Q6, Q12, Q29, Q10, Q15, Q21, Q22, and Q30.

#### DECISIONS REGARDING THE SELF-ASSESSMENT:

1. For future surveys/assessments, clearly define "Neutral." The term could be interpreted as "No Opinion" or "Not Enough Data."
2. Commissioners Argust and Battaglia will identify opportunities for members to socialize informally before Board meetings.
3. Commissioner Argust will review individual survey responses to gather deeper insights from the Board.
4. Provide learning opportunities for interested individuals on topics like financials, risk, and performance measures.
5. Look at ways to answer Board Members' questions without burdening operational resources.

### 6. Discussion about the 2015 Board Retreat

Members discussed the summary of responses from the 2014 Board Retreat Evaluations. Generally, Members felt that the retreat model worked well. Commissioner Battaglia observed that covering too much material during the retreat reduces opportunities to "dig into" productive discussions. Members agreed that an outside venue and facilitator would be helpful again at the 2015 retreat.

#### DECISIONS REGARDING THE 2015 RETREAT

1. Use an outside facilitator.
2. Hold the retreat at an outside venue.
3. Select a venue with a competitive rate and ample parking, such as the Strathallan Hotel.
4. Instruct the facilitator to gather information from groups prior to the retreat.
5. Direct the facilitator to adopt a stronger role during the retreat.
6. Commissioner Argust will work with Mr. DeLaus to develop the model for the September 2015 retreat. The proposed model will be reviewed by the Governance Committee at its next meeting.

### 7. Meeting Adjourned