

MINUTES

MARCH 03, 2016

10:15 AM – 11:30 AM

1. Call to Order

2. Determination of Quorum

A. Present

- Commissioner Tom Argust, Chair of Committee
- Commissioner Geoffrey Astles, Committee Member
- Commissioner Karen Pryor, Committee Member
- Commissioner Ed White, Committee Member

B. Others Attending

- Bill Carpenter, CEO
- Miguel Velazquez, Chief Operating Officer
- Dan DeLaus, General Counsel
- Sara Molyneux, Staff

C. Absent

- Commissioner Henry Smith, Committee Member

3. Acceptance of August 25, 2015 Minutes

The minutes were declared adopted without objection.

4. Board Self-Assessment and 2015 Annual Governance Retreat Assessment

A. 2015 Board of Commissioners Annual Self-Assessment

Commissioner Argust opened the topic for discussion.

Commissioner Pryor raised concern with the “Somewhat Below Expectations” and “Below Expectations” ratings for Responsibilities in question 30. She suggested that the Board Self-Assessment for 2016 occur before the Board meeting in September. The Committee agreed, and will discuss possible revisions to the document at the Committee’s August meeting.

The Committee agreed to send the results of the 2015 Board of Commissioners Annual Self-Assessment to the Board of Commissioners.

B. 2015 Board Retreat Evaluation

The Committee reviewed the comments about needing more discussion time and about whether there is any need to continue holding a Board/staff dinner. Commissioner Pryor stated that having the dinner and possibly including spouses might be appropriate when there are new Commissioners at the retreat. The Committee will discuss this item more fully at the August meeting.

5. Review of Board Policies with Changes

A. Board Bylaws

Commissioner Pryor, Commissioner White, and General Counsel DeLaus discussed the following questions: “Should a vacancy occur, how can we convey the intent for the Board to avoid having a long period without an elected chair?” The Committee agreed on the importance of the thoughtful but timely selection of replacement(s) in the event of a vacancy.

GOVERNANCE COMMITTEE MEETING

Commissioner White moved and Commissioner Pryor seconded the following motion. It was carried unanimously and will be referred to the April Board Meeting.

1. Add the following sentence to section 3.1 Election of Officers ***“In the event of a vacancy in the office of Chair, the Board shall, at either its next regularly scheduled meeting or at a Special Meeting called for that purpose pursuant to Section 2.6, develop a process for the election of a new Chair.”***
2. Include the word ***“vacancy”*** in sections 3.4 Vice-Chairman of the Board, 3.5 Secretary, and 2.6 Treasurer where absence or disability of the Chairman or Vice-Chairman is described, to read ***“...during the absence, disability, or vacancy of...”***.

B. Medicaid Compliance Policy and Procedure

General Counsel DeLaus provided the background of the proposed changes. The Committee reviewed the proposed revisions to the Policy. The revisions will reflect the current practice of using Mobile Data Tablet technology where available.

Chief Executive Officer Carpenter responded to Commissioner Astles' questions regarding the impact of Medicaid Answering Service and regarding the process for Medicaid-eligible customers who need transportation outside the region.

In addition to the proposed revisions, Commissioner Pryor requested the correction of a typographical error (missing period).

Commissioner Astles moved to accept the proposed revisions while Commissioner Pryor seconded the following motion. It was carried unanimously and will be referred to the April Board Meeting.

“3.2 Responsibility

*All employees, contracted persons, and vendors shall acknowledge that it is their responsibility to report any instances of suspected or known noncompliance with appropriate Medicaid protocols to their immediate supervisor, the Medicaid Compliance Officer, the **General** Counsel or the Chief Executive Officer.*

3.3 Procedures

*RGRTA will communicate its Medicaid compliance standards and policies through required training initiatives to employees, contracted persons, and vendors. We are committed to these efforts, which will include distribution of this Medicaid Compliance Policy and our **Code of Ethics and Whistleblower Policy and Procedure.***

*RGRTA subsidiaries will only provide Medicaid-reimbursable transportation services to approved eligible customers within the counties of **Genesee, Livingston, Monroe, Ontario, Orleans, Seneca, Wayne, and Wyoming** to the extent permitted by law and fiscally responsible.*

RGRTA operators will provide consistently courteous and high quality transportation services to all customers. Operators will transport approved Medicaid-eligible customers with the same quality of care standards afforded to all RGRTA customers. Transportation provided to

Medicaid-eligible customers will be documented **either on Mobile Data Tablet (MDT) manifests or on paper manifests** separate and distinct from the manifest used to schedule transportation services for non-Medicaid customers.

4.0 Resources

The Code of Ethics and the Whistleblower Policy and Procedure are in Policy and Procedure Manager on the intraweb.

1. While on the RGRTA network, go to <http://intraweb/>.
2. Click **Policies & Procedures**. **Click the “Here” link**.
3. Search on terms such as “Ethics” or “Whistle” to locate the current policy.”

C. Procurement Guidelines

General Counsel DeLaus explained that the proposed revision occurred when Chief Executive Officer Carpenter noticed that item #9 in the Code of Conduct section of the Procurement Guidelines did not coincide with the language in the Code of Ethics Policy. General Counsel DeLaus explained the language in NYS law applicable to gifts and discussed the concept of gifts with the Committee. Commissioner Pryor moved to accept the proposed revision and Commissioner Astles seconded the following motion. It was carried unanimously and will be referred to the April Board Meeting.

*“9. The Authority’s officers, employees, agents, and Board Members will not solicit, accept, or receive from contractors, potential contractors, parties to sub-agreements, or **from anyone else, any of the following in violation of the Authority’s Code of Ethics:** gifts, gratuities, or favors—whether in the form of money, service, loan, travel, entertainment, hospitality, thing, **or promise.**”*

D. Update on Progress of Future Revisions to Procurement Guidelines

General Counsel DeLaus explained that internal discussions about revisions to the Procurement Guidelines are ongoing and the staff expects to be ready to propose those changes for consideration in the fall.

6. Review of Board Policies

Commissioner White moved to accept the following Policies and Commissioner Astles seconded the motion. The motion was carried unanimously to accept the following Policies with noted changes for another year.

A. Governance Committee Charter

Committee Pryor raised the concern over the present wording of item E under section “V. Responsibilities” and suggested including an aspiration the next time the Charter is revised. The Committee also discussed items H and K. The Committee agreed that section V. Responsibilities, particularly items E, H, and K, merit inclusion on a future Governance Committee agenda.

B. Disposition of Surplus Property Policy

The Committee had no questions or discussion points.

C. Whistleblower Policy

The Committee had no questions or discussion points.

D. MWBE Program Policy

Commissioner Pryor requested that “Committment” be corrected to “*Commitment*” in the title.

E. Code of Ethics

The Committee had no questions or discussion points.

7. Other Business

A. Ethics Training

General Counsel DeLaus briefed the Committee that Comprehensive Ethics Training is being scheduled for Board members and employees who are required to take it or re-take it. A few Fridays are being blocked off in the May – October timeframe. General Counsel DeLaus will lead the training and answer questions. The training will be onsite at 1372 East Main Street.

B. Erie Community College Board Audit

The ECC Board encountered issues during a recent comptroller audit. Chief Executive Officer Carpenter asked General Counsel DeLaus to comment with regard to RGRTA governance. General Counsel DeLaus explained that RGRTA is in full compliance with all state policies and requirements.

C. Next Governance Committee Meeting

Chairman Argust identified the following key topics for the Governance Committee meeting in August: 1) reviewing the proposed self-assessment for the Board; 2) planning the 2016 retreat; and an EEOC compliance update from VP for People Amy Gould.

D. April Board Meeting Agenda Items

Items to bring before the Board in April are the revisions to the By-Laws, revisions to the Procurement Guidelines, revisions to the Medicaid Compliance Policy & Procedure, and potential revisions to the Governance Committee Charter.

8. Motion to Adjourn

Commissioner Astles moved and Commissioner White seconded to adjourn the meeting. It was carried unanimously.