

Governance Committee Meeting
May 6, 2010
Minutes

- I. Call to Order

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

 - B. Committee Members Absent
 - 1. Allen Bernstein
 - 2. Karen Pryor
 - 3. Milo Turner

 - C. Others Present
 - 1. Mark Aesch – CEO
 - 2. Hal Carter - General Counsel

- III. The following policies were reviewed and no changes were deemed necessary to these policies at the current time.
 - A. Disposition of Surplus Property Policy
 - B. Whistleblower Policy
 - C. Governance Committee Charter
 - D. Board Member Governance and Operating Guidelines and Principles

- IV. The members of the Committee present at the meeting unanimously recommended that the full Board adopt the revised Procurement Guidelines in the form presented to the meeting.

- V. The members of the Committee present at the meeting unanimously recommended that the full Board adopt the revised Code of Conduct in the form presented to the meeting with one change, which was to

add the terms "sexual orientation" to the list of protected classes under the section of the Code pertaining to the Equal Employment Opportunity.

- VI. The Committee reviewed the very positive results of the 2009 Board Self Assessment and Assessment of the November 2009 Governance Training Session. Based on that review, the Committee discussed planning the annual Board Retreat to be held in November 2010. Ideas that came from the discussions included:
 - A. Members of the Board should be made aware of Board-related training and also should be encouraged to accompany staff to training opportunities to become familiar with the operations of other transportation authorities.
 - B. We should consider having an outside speaker to the Retreat every other year.
 - C. There should also be a presentation concerning demographic trends in the RGRTA region every so many years.
 - D. Greater training emphasis should be placed on fiduciary responsibility and confidentiality obligations.
 - E. Meeting space for next Retreat should be comfortable and not cramped.
 - F. Hal Carter will send out a survey to the Board members asking whether they would like to participate in a special meeting to address subjects, such as:
 - 1. Revenue sources
 - 2. RGRTA role as an initiator of joint public/private partnerships

- VII. The next Governance Committee meeting will be on August 5, 2010, just prior to the Board meeting. The meeting will focus on planning the November Board Retreat