

**METRO RTA  
GOVERNANCE  
COMMITTEE MEETING MINUTES  
ROBERT K. PFAFF TRANSIT CENTER BOARD ROOM  
WEDNESDAY, JANUARY 18, 2023**

**Committee**

**Members Present:** Robert Konstand, Donald Christian, Gary Spring

**Trustees Present:** Chuck Rector, Robert DeJournett, Mark Derrig, Dana LaGarde

**METRO Team**

**Members Present:** Dawn Distler, Jay Hunter, Jarrod Hampshire, Angela Neeley, Tatia Harris, Bambi Miller, Molly Becker, Quentin Wyatt, Valerie Shea, Jessie Dent

**CALL TO ORDER**

Mr. Robert Konstand called the meeting to order at 9:55 am

**APPROVAL OF MINUTES FROM THE OCTOBER MEETING**

Mr. Mark Derrig made a motion to approve minutes from the meeting. The minutes were unanimously approved.

**DISCUSSION ITEMS**

The Governance Bylaws were discussed, particularly with respect to indemnification and the powers of the board as stated in the Ohio Revised Code. A question was asked about the board's powers, and it was reported that the Ohio Revised Code grants the Board of Trustees numerous powers, some of which can be delegated to those outside the board and some of which cannot be delegated to those outside the board. A question was asked about whether clarifying the language of the bylaws would change any of the powers granted to the board of trustees, and it was reported that it would not, as those powers are reflected in the Ohio Revised Code. A question was asked about whether the board had operated incorrectly in some way, and it was reported that the board had not operated incorrectly, and that the proposed changes were largely for the purpose of clarifying the powers the board has and delegates and the powers the executive director has. A question was asked about who was the original author of the bylaws, and it was reported that while it had been amended by previous counsel, and the presumption was that an associate of Roetzal & Andress law firm had created the bylaws, the original author was unknown. A question was asked about when the last time the bylaws were significantly revised, and it was reported that the bylaws had been revised within the last five years. A discussion arose about whether board members whose terms had expired could still act as board members under the current contract language, as well as whether a board member failing to perform their duties (attend meetings, participate) would be considered ineligible to vote or be considered in determining if a quorum was present. A

question was asked about whether all board members were considered ex-officio members of all committees or whether only the president and vice-president were ex-officio members of all committees. A discussion arose regarding whether only members of the committees could vote in a committee meeting. A discussion arose regarding the added final sentence of Article 4, section 7 which involved whether the board can excuse a member of the board who is subject to a conflict of interest who does not voluntarily remove themselves. Mr. Gary Spring made a motion that all members be permitted to vote in all committees. It was proposed that the bylaws be revised to reflect all board members be permitted to vote in all committees. A discussion arose regarding confidentiality in executive sessions, and the best way to renew that confidentiality agreement. It was proposed that Mr. Justin Markey as counsel draft up a confidentiality agreement that the board members would sign on an annual basis. Mr. Donald Christian made a motion to have Mr. Robert Konstand create a new version of the revisions per the discussion to be presented at a future Governance committee meeting.

#### **RESOLUTIONS**

None

#### **OTHER BUSINESS**

None

#### **CALL FOR ADJOURNMENT**

Adjourned at 10:38 am



**DAWN S. DISTLER,  
CHIEF EXECUTIVE OFFICER/  
SECRETARY-TREASURER**