

Minutes

RTA Committee of the Whole Meeting
10:11 a.m., February 19, 2019

Present: Clough (Chair), Lucas (Vice-Chair), Bibb, Elkins, Joyce, Moss, Serrano, Welo

Not present: McCall

Also Present: Anderson, Becker, Benford, Bober, Brooks-Williams, Burney, Calabrese, Caver, Ciesla, Coppock, Cottrell, Cranford, Crosby, Czeck, Dangelo, Davis, Dietrich, Draper, Dzigiel, Faith, Feke, Feliciano, Fields, Flannery, Garofoli, Gautam, Gibbons, Gillan-Shafron, Goodwin, Gray, Houston, Jackson (J), Jackson (W) Jaszczak, Johnson, Jones, Kechtkaran, Kirkland, Laule, Lewis, Lively, Loh, McDonnell, McGrady, Penning, Pickett, Pinkney-Butts, Prendergast, Rodriguez (L), Rowe, Rusnov, Schipper, Shariff, Singh, Smith, Stocking, Stover, Sutula, Tarka, Tarter, Togher, Vukmanic, Weil, Winn, Young, Zeller, Zimmerman

Mayor Clough called the meeting to order at 10:11 a.m. The secretary called the roll and reported that eight (8) committee members were present.

Amending the GCRTA Bylaws

Janet Burney, deputy general counsel, and Mayor Welo, Ad Hoc Bylaws Review committee chair, gave the presentation. This is a presentation on the proposed amendment to Article II, Sections 1 and 8 of the RTA Bylaws to separate the position of the General Manager and Secretary-Treasurer. Since the first meeting of the Ad Hoc Bylaws Review Committee last July 3, 2018, there were discussions about the Secretary-Treasurer position as it is described in Article II, Sections 1 and 8 of the Bylaws of GCRTA. The current Bylaws give the GM authority as the fiscal officer in his or her role as the S-T. At the January 10, 2019 Bylaws meeting, the committee felt in preparation for hiring of the new GM, the committee would recommend that the Bylaws be revised so that the duties of the S-T are separated from those of the GM. At the last Board Meeting, a draft resolution amending the Bylaws was placed on the agenda for this purpose. Mayor Welo requested this item be presented in this committee in anticipation on voting on this in the future.

At the inception of RTA, the two positions were separate. In 1975, Michael Hoffmann was appointed as the S-T of the Authority and a different person appointed as GM. Later in 1975, William C. Lahman was appointed as S-T. In 1988, there was an assistant S-T appointed. The proposal contains no substantial changes to the positions. It will give the Board greater discretion and latitude in making appointments to the two positions. It will not bar the Board from naming the GM as the S-T. Under the current form of the Bylaws, the Board is required to make the GM the S-T. By separating them out, they can have two different individuals in the positions.

Ohio Revised Code (ORC) does not require the positions be combined. ORC Section 306.42 establishes the position of S-T. ORC Section 306.33 expressly states that the S-T cannot be a member of the Board. This question was raised at the review meetings. Another question was whether or not the City ordinance and the County resolution that established RTA required that these positions be separate or together. The Legal department has reviewed both ordinances and there is no reference about the positions being combined. Both of these provisions are silent on this issue. There is no prohibition to separating the positions or having one person hold the position. In 1988, the Bylaws were amended by the Board to combine the two positions. Currently, the Board is compelled to name the GM as the S-T.

Mayor Clough asked if there was any documentation about why it was decided to contain the two positions to one person. Janet believes it was political. There is no legislative history that states the reason why. It may have been due to tension between the two. Mayor asked what the main duty is for the S-T. He believes a treasurer would not be in the same role as a GM. The secretary is responsible for keeping the records of the Board, keeping track of resolutions and history of the Authority. The treasurer is responsible for keeping the accounts, records and funding. The responsibility of the secretarial duties are delegated by the GM to a staff person.

Ms. Moss is on the Bylaws committee and explained that the committee wanted to roll out all the Bylaw changes together, but some of the operations that need attention, are pushing them to do them individually. The reason for this separation at this time is to go out to recruit for the new GM position. They want to ensure the person knows what the job is. This was the reason for the changes to the Audit department. The committee has worked several hours with Legal Counsel present to provide guidance. She feels comfortable voting on separating the positions. Mayor Welo made this recommendation to separate the positions. She believes the requirement of the GM to be the fiscal officer of the Authority in the current bylaws should not be automatic. The Board should have the power to make that decision. Ms. Moss added that the S-T would report to the GM/CEO. Mr. Bibb asked if there was research to see what other Authorities have done. Janet said other transit systems tend to look to RTA for best practices. But COTA has separate people for the two positions.

It was moved by Mr. Serrano, seconded by Ms. Moss and approved by unanimous vote. Janet added that this does not change the status of Dr. Caver as the Interim GM/CEO, S-T.

Extension of Interim CEO Appointment

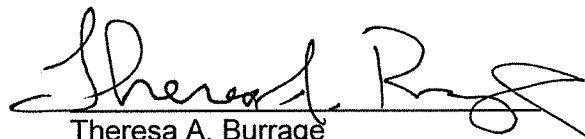
Janet Burney, deputy general counsel, gave the presentation. Since there is not a new General Manager (GM) at this time, it was decided to allow Dr. Caver to continue in his interim role until the GM is hired. The only change in the current agreement is the timeframe. Nothing else will change in the agreement. The Board received the proposed second amendment resolution that appointed Dr. Caver to the interim position. The only change is in Section 1 of the resolution to change the time period from six months, which expires at the end of February. The change is that he is to be the Interim CEO until the permanent CEO/GM, S-T has been hired and working in the position.

It was moved by Ms. Moss, seconded by Mr. Serrano and approved by unanimous vote. Rev. Lucas noted that Dr. Caver has done an excellent job managing the agency. The Board thanked Dr. Caver for stepping up.

Mayor Clough adjourned the meeting at 10:28 a.m.



Floun'say R. Caver, Ph.D., Interim CEO
General Manager, Secretary/Treasurer



Theresa A. Burrage
Executive Secretary