



Governance Committee Minutes

Thursday, January 22, 2026 at 4:00 PM

COTA - WG Porter Boardroom, 33 N High St, Columbus OH

1. Call to Order

Chair Sean Mentel called the January 22, 2026 Governance Committee meeting to order at 4 pm.

2. Roll Call

Board Members Present

Sean Mentel, Chair

Trudy Bartley, Vice Chair

Erika Clark Jones, Trustee

Marc Reitter, Trustee

3. Approval of Governance Committee Minutes

A. December 4, 2025 Governance Committee Minutes

Trustee Marc Reitter moved to approve the December 4, 2025 Governance Committee meeting minutes, seconded by Vice Chair Trudy Bartley. Motion carried.

4. Strategic and Operational Planning Committee Report - Trudy Bartley, Chair

Strategic and Operational Planning Committee Chair Trudy Bartley reported that the committee met on January 13, 2026, which included presentations on the COTA Scorecard; COTA's Employee Resource Group report and employee engagement work; COTA Service Planning's annual report, and a LinkUS update.

5. External Stakeholder Relations Committee Report - Erika Clark Jones, Chair

External Stakeholder Relations Committee Chair Erika Clark Jones reported that the committee met on January 13, 2026, which included presentations on COTA's Government Affairs work and 2026 priorities, and Key Performance Indicators (KPIs) for LinkUS public engagement and outreach efforts.

6. Performance Monitoring/Audit Committee Report - Marc Reitter, Chair

A. Unaudited Financials and Operational Performance

Performance Audit/Monitoring Committee Chair Marc Reitter reported that the committee did not meet in January. He noted financial and operation reports are available for board members to review.

7. Other Business

A. Performance Incentive Compensation (PIC) Presentation - Sophia Mohr, COTA Chief Innovation Technology Officer Resolution

A series of COTA staff presented COTA's Performance Incentive Compensation (PIC) program results for 2025 and proposed goals and changes for 2026, providing a comprehensive overview of organizational performance, challenges, and strategic direction. A summary of year-end 2025 outcomes for Fixed Route and Paratransit services was provided, noting partial achievement of incentive goals driven by improvements in on-time performance and customer experience alongside continued challenges in service reliability, safe operations, staffing shortages, and fleet condition. The presentation outlined key changes for the 2026 PIC program, including removing the diversity spend metric due to federal policy changes, shifting to local spend focus, updating safety targets, simplifying paratransit metrics with static goals, and better aligning customer experience measures across services. Details were shared on the proposed 2026 targets for reliability, safety, on-time performance, ridership, customer satisfaction, and financial stability, and the presentation explained the operational and financial factors influencing these measures and, identified actions to address gaps.

It was noted that the numbers are in draft form; the team is working on incorporating December numbers, which will be added and presented at the January 28, 2026 Board of Trustees meeting.

Ms. Mohr presented the following resolution for placement on the regular agenda:

2026-XX Approving The 2026 Performance Goals for COTA's
Performance Incentive Compensation (PIC) Program

Ms. Mohr presented the following Innovation and Technology division resolution for placement on the consent agenda:

- B. Resolution 2026-XX Authorizing a Contract with CDW Government Inc. for Network Equipment**
- C. Resolution 2026-XX Authorizing Expenditures for the Enterprise Resource Planning System Licensing and Support Agreement with Infor (US), Inc.**

COTA Chief LinkUS Program Officer Dorinda McCombs presented the following Capital Delivery division resolutions for placement on the consent agenda:

- D. Resolution 2026-XX Authorizing a Contract with Elford, Inc for Construction Manager At Risk Services for the East Main Street Bus Rapid Transit Corridor
- E. Resolution 2026-XX Authorizing a Contract with DLZ Ohio, Inc. for Architectural Transit Planning and Engineering Services
- F. Resolution 2026-XX Authorizing a Contract with HDR Engineering, Inc. for Architectural Transit Planning and Engineering Services
- G. Resolution 2026-XX Authorizing a Contract with Jacobs Engineering Group, Inc. for Architectural Transit Planning and Engineering Services
- H. Resolution 2026-XX Authorizing a Contract with Kimley-Horn and Associates, Inc. for Architectural Transit Planning and Engineering Services
- I. Resolution 2026-XX Authorizing a Contract with TranSystems Corporation for Architectural Transit Planning and Engineering Services
- J. Resolution 2026-XX Authorizing a Contract with Marker, Inc. for On-Call Site Improvement Services
- K. Resolution 2026-XX Authorizing a Contract with Old Fashioned LLC for On-Call Site Improvement Services
- L. Resolution 2026-XX Authorizing a Contract with Robertson Construction Services, Inc. for On-Call Site Improvement Services
- M. Resolution 2026-XX Authorizing a Contract with Setterlin Building Company for On-Call Site Improvement Services

Following discussion by the Governance Committee members, item 7D was moved to the regular agenda.

COTA Chief Operating Officer Alicia Walker presented the following Operations Division resolutions for placement on the consent agenda:

- N. Resolution 2026-XX Authorizing Additional Expenditures for the Contract with Gillig LLC for the Purchase of Compressed Natural Gas (CNG) Powered Heavy Duty Transit Coaches, Spare Parts, and Training

- O. Resolution 2026-XX Authorizing a Contract with Transportation Equipment Sales Corp. for the Purchase of Ford Transit Vans with ADA Access for COTA Plus
- P. Resolution 2026-XX Authorizing a Contract with Transportation Equipment Sales Corp. for the Purchase of Ford Transit Vans with a Glaval Commute Body for COTA Mainstream

Following a discussion by the Governance Committee members, items 7N, 7O, 7P were moved to the regular agenda.

- Q. Executive Session for the following purpose: ORC 121.22(G)(1) to Consider the Appointment, Employment, Dismissal, Discipline, Promotion, Demotion or Compensation of a Public Employee or Official

Vice Chair Bartley moved to enter Executive Session for the purposes described above, seconded by Trustee Reitter. Through roll call, the committee members unanimously voted to enter Executive Session at 5:24 pm.

Executive Session ended at 6:42 pm.

8. Adjournment

Trustee Erika Clark Jones moved to adjourn the January 22, 2026 Governance Committee meeting, seconded by Trustee Reitter. Motion carried. The meeting adjourned at 6:43 pm.

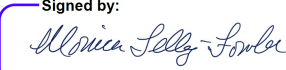
Adopted: _____ May 14, 2026 _____

Signed: _____

Signed by: 

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Chair, Governance Committee

Attest: _____

Signed by: 

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President/CEO