



Governance Committee Meeting Minutes Date: May 23, 2025

Time: 11:00 AM

Attendees:

Ben Capelle, Laketran; Barbara Rhoades, OTRP; Katherine Conrad, NEORide; Michelle Robinson, NEORide; Naomi Wells, NEORide

Online Participants: Mark Finnicum, SARTA; Atty. Ryan Spitzer, Isaac Wiles; Jarrod Hampshire, Akron METRO; Jacob Pittman, KRT; Bryan Smith, CityBus; Josh Miranda, GCRTA; James Stacey, Sandusky; Brian Trautman, PARTA; Dee Weidner, BCRTA

1. Call to Order

The meeting was called to order by Mr. Capelle.

2. Consent Docket-Motion to Approve and Affirm all items

- **Motion:** Mr. Hampshire made a motion for unanimous consent to approve the Consent Docket
- **Second:** Mr. Trautman seconded the motion.

No discussion was heard.

- **Outcome:** All voted in favor of the motion to approve, accept and affirm all items on the Consent Docket:
 - NEORide Governance Committee Agenda 5/23/25
 - NEORide Governance Committee Minutes 4/15/25
-

3. Draft Dues Structure

- **Review by:** Ms. Conrad
- **Proposal:** Revised tier structure to include:
 - Tier for \$500 million to \$1.49 billion
 - Tier for \$1.49 billion and above
- **Motion:** Mr. Trautman made a motion to approve the Draft Dues Structure by roll call.
- **Second:** Mr. Smith seconded the motion.
- **Clarification:** Mr. Hampshire asked if any members were near a cusp of any tier; Ms. Conrad reported none.

- **Roll Call Vote - Approval:**
 - YES: Mr. Trautman, PARTA; Mr. Pittman, KRT; Mr. Finnicum, SARTA; Mr. Capelle, Laketran; Mr. Miranda, GCRTA; Mr. Smith, CityBus; Mr. Hampshire, Akron METRO
 - NO VOTE: Mr. Stacey, Sandusky
-

4. Draft Administrative Budget 2026

- **Overview:** Budget allows operation within the means; approximately \$10,000 in reserve with more expected to be contributed to funds as membership grows.
 - **Motion:** Mr. Hampshire made a motion for unanimous consent to approve the Draft Administrative Budget 2026
 - **Second:** Mr. Miranda seconded the motion.
 - **Discussion:** None
 - **Outcome:** All voted in favor of the motion to approve the Draft Administrative Budget 2026.
-

5. Member Withdrawal Policy

- **Review by:** Mr. Spitzer
- **Motion:** Mr. Miranda made a motion to approve the Member Withdrawal Policy.
- **Second:** Mr. Smith seconded the motion.
- **Discussion Points:**
 - Mr. Miranda raised concerns about tech partners' deliverables post-contract withdrawal (especially NEORide's liability)
 - Mr. Spitzer clarified participation agreement terms
 - Discussion about stored value, admin fees, and crediting costs
 - Vendors' willingness to adopt new terms questioned
 - Agencies failing to formally withdraw may face automatic renewal
 - Mr. Smith and Ms. Conrad discussed the complexities of stored value tracking and disbursement
 - Recommendation for global NEORide policy with specific contract-level language
 - Legal implications of vendor contract transitions and state law considerations
 - Ms. Conrad and others emphasized careful review to avoid procurement or FTA issues
- **Recommendation:**
 - Draft a comprehensive separation policy by legal counsel
 - Review and align individual contracts accordingly
 - Mr. Miranda emphasized the need to include specific recourse and citations within policy
 - Review process of each contract by legal to be coordinated with appropriate committees

- **Final Motion:** Recommend policy approval to the board and initiate contract reviews by Mr. Spitzer for compliance
 - **Motion:** Mr. Miranda made a motion to approve the Membership Withdrawal Policy and initiate contract reviews by Mr. Spitzer for compliance.
 - **Second:** Mr. Trautman seconded the motion.
 - **Outcome:** Approved by unanimous consent.
-

6. New Business

- **Introduction of New Employee:** Ms. Conrad introduced Ms. Robinson, NEORide's new Development and Compliance Specialist.

Ms. Robinson brings experience in compliance, data privacy, and legal services. Her past roles include Assistant Vice President & Data Privacy Officer at S&T Bank, Child Support Specialist at the Summit County Prosecutor's Office, and Legal Extern at the Federal Trade Commission. She has also worked with law firms and public agencies on contracts and consumer protection.

She holds a Juris Doctor and Master of Compliance and Risk Management from Case Western Reserve University School of Law, and a B.S. in Sociology from Kent State University.

Adjournment

- **Meeting Adjourned:** Meeting adjourned at 12:45 pm EDT.