



Leadership Development Committee

Meeting Minutes

Friday, April 14, 2023

Members present: Tom Mackin, Scott Miller, Rhonda Sewell Sandy Spang, Mark Stahl, Craig Stough, Dave Thompson; **Excused:** Mike Aspacher, Doris Herringshaw; **Staff present:** Tim Brown, Nate Reiter, Jennifer Allen

Call to Order/Welcome/Introductions – The Leadership Development Committee met on Friday, April 14, 2023, in the TMACOG Boardroom. Vice Chair Tom Mackin called the meeting to order after a quorum was confirmed. Chair Mike Aspacher was unable to attend the meeting as he is home recovering from a medical procedure.

Approval of Minutes – A **motion** was made by David Thompson and **seconded** by Scott Miller to approve the minutes from the February 10, 2023; the motion passed unanimously. A **motion** was made by Mr. Thompson and **seconded** by Mr. Miller to approve the minutes from the March 10, 2023; the motion passed unanimously.

Approval of the FY 2024 Leadership Development Annual Work Program – The proposed FY 2024 Leadership Development Committee Annual Work Program was presented to the committee for approval. Text in the FY 2024 AWP remains unchanged since the last time the committee approved the FY 2023 document. A **motion** was made by Mark Stahl and **seconded** by David Thompson to approve the document as presented; the motion passed unanimously. The AWP will be incorporated in the TMACOG's FY 2024 Consolidated Annual Work Program, which will be recommended for adoption by the Board of Trustees at their June 21 meeting.

Approval of Resolution No. 2023-11, Adopting the FY 2024 TMACOG Board of Trustees Weighted Vote Table of Representation – *Resolution Number 2023-11, Adopting the FY 2024 TMACOG Board of Trustees Weighted Vote Table of Representation*, was presented to the committee for approval. This table is updated annually to reflect changes in membership from one year to the next and is approved annually in June by the TMACOG Board of Trustees. It is an attempt to assign a more equitable vote per member in the event a situation should arise where a vote is required by members. Since the last time the table was updated, the distribution of the votes changed due to the implementation of the 2020 census figures. As a result, the City of Toledo loses 2 votes because of their loss of population, and Wood County and townships both add a vote due to the increase in their respective population totals. The overall total number of votes did not change--118 votes, 60 required to pass a vote. A **motion** was made by Dave Thompson and **seconded** by Craig Stough to approve the table as presented and to recommend it for adoption by the Board of Trustees. The motion passed unanimously.

Committee Membership Update – As a follow-up to a previous committee meeting, President Brown extended an invitation to Lucas County Commissioner Lisa Sobecki to serve on the Leadership Development Committee. Commissioner Sobecki has accepted the invitation and plans to attend her first meeting in May.

NW Ohio Economic Development District Update – Staff continues to explore the application process for the EDD designation. Talking points that summarize what an EDD does and the benefit of having one in the region were shared with the committee. Members of the Toledo Region CEDS will also be asked to provide feedback regarding the talking points.

Included in the agenda packet were proposed revisions to TMACOG's bylaws. President Brown stated the USEDAs requires that an applicant's bylaws contain language that would allow them to function as an EDD. The proposed bylaw amendment does not presume that the BOT will approve the action. However, it is an important step in the process should leadership approve of TMACOG submitting an application for an EDD designation. The committee reviewed the proposed revisions. Section IV. Policy Bodies under the General Assembly Representation (item d2) was revised at the suggestion of the committee to read as follows: "Appointed members of the Boards of County Commissioners, shall be the governmental representatives for member counties." A ***motion*** was made by Dave Thompson and ***seconded*** by Rhonda Sewell to approve the proposed revisions, with the above changes. The motion passed unanimously.

Additional bylaw revisions were discussed including the following. A resolution amending the bylaws will be presented to the committee at an upcoming meeting. President Brown was asked if proposed bylaws revisions are forwarded to TMACOG legal counsel for review and feedback. It was noted that due to the cost of legal services, TMACOG has not sought feedback in the past regarding bylaws amendments.

- Language clarifying the process of searching for a new president.
- Language regarding the appointment of a new TMACOG president. Currently, the Executive Committee has the authority to appoint or remove the TMACOG President, not the Board of Trustees. Staff will recommend that the ultimate authority be given to the board, unless a vote on a matter pertaining to the president is time sensitive, in which case the Executive Committee would take action on the matter. The board meets quarterly in March, June, October, and December, Unlike the Executive Committee, which meets in the months that the board does not meet.

Search for the Next TMACOG President Update – Vice Chair Mackin gave an update on the search for a new TMACOG president. The search committee recommended Sandy Spang as the next TMACOG president. A ***motion*** was made by Craig Stough and ***seconded*** by Dave Thompson for the Leadership Development Committee to accept the search committee's recommendation to appoint Sandy Spang as the next president of TMACOG and to authorize the Chair of TMACOG, the Vice Chair of TMACOG, or person otherwise designated by the TMACOG Leadership Development Committee to negotiate an employment contract, including a start date, and coordinate any other logistical matters with regard to ensuring a smooth transition and appropriate overlap of TMACOG presidents. Sandy Spang abstained. The motion carried. Mrs. Spang was congratulated. The Leadership Development Committee will recommend the appointment of Mrs. Spang at a special meeting of the Executive Committee on April 19.

Public Comment Period – There were no representatives from the public present for comments.

Any and All Other Business – President Brown announced that the Ohio Legislature recently approved a bill that gives permissive authority to council of governments and regional transportation planning commissions to contract their legal services with a county prosecutor's office. Bill Best is in the process of working on an RFP for TMACOG's legal services. TMACOG's Finance, Audit, and Administration Committee will take official action and decide if TMACOG should contract its legal services with a county prosecutor's office or maintain private representation. President Brown recommended TMACOG enter into an agreement with a county prosecutor's office as private legal counsel can be expensive. The committee discussed the pros and cons of contracting legal services with a county prosecutor's office. Rhonda Sewell stated that several Ohio public library systems were in a similar situation. Nine of them

got together and retained a Columbus-based lobbying law firm who represents all of them legal rep/advocacy. TMACOG will explore all viable options.

Staff engaged the committee in a discussion about TMACOG's reciprocal memberships with non-governmental members. In a reciprocal agreement, the non-governmental member and TMACOG are members of each other's organizations, and no membership dues checks are exchanged. There is no definition of reciprocal membership in the TMACOG bylaws. Several members who fall into this category, have not been active in TMACOG. However, several reciprocal members serve on TMACOG's Board of Trustees, and although they don't pay membership dues, their votes have the same weight as the dues paying board members. This issue could be problematic if TMACOG is ever faced with a contentious issue. Staff proposes that all reciprocal memberships be eliminated. This action would affect non-governmental members like NORED, TAGNO, and Toledo Regional Chamber of Commerce whose representatives serve on the Board of Trustees and whose organizations are actively supportive of TMACOG initiatives. If the above noted organizations became dues paying members, their annual dues would range from \$150 to \$688. After a lengthy discussion regarding this matter, the committee recommended eliminating reciprocal memberships and suggested that staff reach out to the affected members who are active in TMACOG about becoming dues paying members.

There was also a discussion about TMACOG's larger dues paying members either not remitting their annual membership dues or remitting them late due to budgetary issues or cashflow problems. Staff were asked if the bylaws will be revised to address voting authority for members who have not paid their membership dues in full for the year. There was a discussion regarding the history of larger members who were unable to pay the full amount of their dues, and how staff addressed the situation. Staff noted that losing a large dues paying member would result in major layoffs at TMACOG. Committee members agreed that it is not necessary to include written policies and procedures for situations like these in the bylaws. TMACOG leadership should be given the flexibility to address situations on a case-by-case basis. The committee also suggested the staff develop a strategy to retain members, stressing the importance of the membership and their dues, and offer payment options to help bring their accounts current should such situations arise.

Next Meeting/Adjournment –The next regularly scheduled committee meeting will take place at TMACOG on Friday, May 12 at 9:30 a.m. A ***motion*** was made by Craig Stough and ***seconded*** by Dave Thompson to adjourn the meeting. The motion passed unanimously.