

BWC Board of Directors
Governance Committee
Thurs., April 24, 2008, 8:30 A.M.
William Green Building
30 W Spring St., 2nd Floor (Mezzanine)
Columbus, OH 43215

Members Present: Alison Falls, Chair
Bill Lhota
Robert Smith

Committee Members Absent: None

Other Directors Present: David Caldwell, Philip Fulton, Kenneth Haffey, James Harris, James Hummel, James Matesich and Larry Price

Counsel Present: John Williams, Assistant Attorney General

Call to order

Ms. Falls called the meeting to order at 8:30 a. m. and the roll call was taken.

Minutes of March 27, 2008

Mr. Lhota moved that the minutes of March 27, 2008, be approved. Mr. Smith seconded and the minutes were approved by a unanimous voice vote.

Discussion items

Ad hoc committee purpose

Ms. Falls opened the discussion of a draft of a new AD Hoc Legal Affairs Committee (incorporated by reference), which had been requested by the Board at the last meeting. She suggested the Committee review the draft purpose, discuss the role of the Governance Committee in advising the Chairman on the size of the subcommittee and the appointments to the subcommittee. She stated it is her belief that while the Governance Committee should recommend new committee/subcommittee processes and purpose to the Board, the current procedure that all legal issues should be reported to the Board through the Audit Committee, would remain in place.

In Ms. Falls' opinion, the key words in the draft were "special purpose." There was discussion about the size of the subcommittee(s). Mr. Lhota stated he has seen subcommittees with as many as five members, and as few as three members. Mr. Smith felt that smaller subcommittees were better. The Committee decided to encourage subcommittees of three members.

There was a wide ranging discussion of the terminology of "ad hoc" versus the standard nomenclature of "subcommittee". It was agreed that we were really discussing the ability of BWC

Board Committees to create subcommittees. It was also agreed that special purpose subcommittees would typically have a limited duration and vote to dissolve once the work of the subcommittee was finished. In other words, we were not looking to add structure and bureaucracy – but rather to facilitate flexibility and responsiveness as might be appropriate at the Board level.

After further discussion, the Committee members agreed with Mr. Lhota's suggestion that the Governance Committee will review and recommend language, during their May meeting, to give all Committees authority to create subcommittees with a recommendation as to size and the requirement that each subcommittee has a purpose clearly stated at the time of its formation.

Calendar

Ms. Falls reported on the Governance Committee calendar. The May meeting has a placeholder to begin a discussion regarding the design of a Board self-evaluation process; this discussion might carry-over into June. She also reviewed other months and currently scheduled items.

Mr. Lhota reported that the Workers' Compensation Board would be meeting with Governor Ted Strickland on May 28 at 1 p.m. for ninety minutes. He requested that all members attend. Ms. Falls will lead a discussion of performance review of Marsha Ryan, BWC Administrator. Pending the discussion with the Governor, the Board will proceed to finalize the draft of the Administrator's Evaluation. Ms. Falls requested that the meeting be added to all Workers' Compensation Board calendars. At the May 28th meeting, the Board will convene, accept a motion to go into Executive Session to discuss a personnel issue, return to a public meeting and adjourn. At the May 30 Board meeting, the Board will review the Administrator's evaluation, during Executive Session, then vote on the review during a public session.

Additional items

Mr. Fulton reported that he is getting many comments from members of the General Assembly which indicate they are not fully aware of the substantial progress at BWC and the work of the BWC Board. He suggested that the Workers' Compensation Board prepare a report for distribution which would proactively inform the Legislature and help avoid any perception of a need for new legislative proposals. Ms. Falls requested that this issue be added to the Workers' Compensation Board meeting agenda. Mr. Lhota suggested that he and Ms. Ryan would be very willing to testify to both house committees on the progress at BWC and the major accomplishments of the BWC Board. This communication would also be appropriately directed to the WCC; however, Don Berno, BWC Board Liaison, reported that the Workers' Compensation Council specified in HB 100 has not yet been formed.

Executive session

Mr. Lhota moved that the Governance Committee enter executive session pursuant to Ohio Revised Code §121.22(G)(3) for the purpose of discussing legal issues. Mr. Smith seconded and the motion was approved by unanimous roll call vote.

Adjournment from Executive session

Mr. Lhota moved that the Governance Committee adjourn from executive session. Ms. Falls seconded and the motion was approved by unanimous roll call vote.

Adjournment

There was a motion by Mr. Lhota, second by Mr. Smith and adjournment by Ms. Falls. Committee adjourned at 9:20 a.m.

Prepared by: Larry Rhodebeck, BWC Staff Counsel
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April 30, 2008