

**BWC Board of Directors  
Governance Committee**

**Thursday, August 28, 11:05 A.M.**

**William Green Building**

Neil Schultz Conference Center  
30 W. Spring St., 2nd Floor (Mezzanine)  
Columbus, OH 43215

Members Present: Alison Falls, Chair  
Larry Price, Vice Chair  
James Hummel  
Bill Lhota  
Robert Smith

Member Absent: None

Other Directors Present: Charles Bryan, David Caldwell, Ken Haffey,  
James Harris, James Matesich, and Thomas Pitts

Counsel Present: John Williams, Assistant Attorney General

**CALL TO ORDER**

Ms. Falls called the meeting to order at 11:05 a. m. and the roll call was taken.

**MINUTES OF JULY 24, 2008**

Mr. Hummel moved that the minutes of July 24, 2008, be approved. Mr. Price seconded and the minutes were approved by a unanimous voice vote.

**NEW BUSINESS/ACTION ITEMS**

**SUPERINTENDENT OF SAFETY AND HYGIENE**

Mr. Lhota requested that an agenda item be added regarding appointment of the Superintendent of Safety and Hygiene. The Ohio Revised Code requires that the superintendent be appointed by the Administrator with the advice and consent of the Workers' Compensation Board.

Marsha Ryan, BWC Administrator, reported on the process of hiring a permanent superintendent and her desire to include members of the Workers' Compensation Board in the interview process. Final approval would be in September or October. Assistant Attorney General John Williams provided a definition of advice and consent. Advice and consent is used as a

check and balance mechanism between the executive and governing bodies. Hence, a vote by the Board would be required to confirm the Executive's selection.

Mr. Price discussed a process where the administrator would recommend a candidate to the Board. The directors of the Workers' Compensation Board would not necessarily participate in the candidate interviews. There was much discussion of the various options on the steps in the process, with consensus that the Administrator could involve a Board member in the interview process, but it would be at her discretion, not a requisite by the Board. . It was proposed that the Administrator would select her top candidate, who would then be considered by the Governance Committee in an executive session on the September agenda. After the Governance Committee considered the top candidate, a recommendation could be made to the full Board for advice and consent. Ms. Falls asked committee members if this process met with their approval, there being no objection, a review of a proposed Superintendent of Safety and Hygiene was tentatively added for the September meeting agenda.

## **RECOMMENDATIONS FOR COMMITTEE ASSIGNMENTS**

Ms. Falls reported that she had talked individually with all committee members to solicit input on placement of Mr. Pitts on committees of the Workers' Compensation Board. In addition, Mr. Pitts was contacted for his perspective on how his skills matched up with potential committee assignments. After these consultations, she recommended placement of Mr. Pitts on the Governance and Actuarial Committees. In addition, Mr. Smith was amenable to a reassignment from the Governance Committee to the position of Vice Chair of the Audit Committee. After discussion, and there being no objection, the Governance committee agreed to forward these committee assignment recommendations to the Chairman of the Workers' Compensation Board, for his consideration and final proposal to the full Board.

## **RECOMMENDATION FOR NEW BOARD MEMBER ORIENTATION PROGRAM**

Ms. Falls reported on a memorandum from Don Berno, Board Liaison, on the orientation program for new board members. The sessions consist of one-on-one sessions with BWC staff. The topics reflect those contained in ORC 4121.12(F)(16), which details the contents of the Directors' education program. Suggested changes to the memorandum included typographical errors, inclusion of sessions on financial statements, and inclusion of Board member participation in the orientation.

Mr. Price moved that Governance Committee recommend to the Workers' Compensation Board of Directors that it approve the New Board Member Orientation program memorandum. Mr. Hummel seconded and the motion was approved 5-0 by roll call vote. The memorandum as revised is incorporated in the minutes by reference. Once approved by the full Board, the BWC New Board Member Orientation Program will be forwarded to the WCC for their approval.

## **DISCUSSION ITEMS**

## **CALENDAR**

Ms. Falls reported that the next meeting of the Governance Committee would be September 25 at 8:00 a.m. The agenda would include a review and recommendation to the Board on the Administrator's candidate for Superintendent of Safety and Hygiene. In addition, the Administrator will have a recommendation regarding 2008/2009 performance objectives. Considering time limitations of the September meeting, some adjustments to other topics tentatively scheduled might be in order.

## **ADJOURNMENT**

There was a motion to adjourn by Mr. Smith, second by Mr. Price, and adjournment by Ms. Falls at 11:30 am.

Prepared by: Larry Rhodebeck, Staff Counsel  
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September 2, 2008