

GOVERNANCE COMMITTEE

Wednesday, February 23, 2011, 8:00 a.m.

William Green Building

30 West Spring Street, 2nd Floor (Mezzanine)

Columbus, Ohio 43215

Members Present: Larry Price, Vice Chair
Kenneth Haffey
Thomas Pitts

Members Absent: None

Other Directors Present: James Hummel, James Matesich, Robert Smith, David
Caldwell

Newly Appointed Directors Present: Nicholas Zuk, Stephen Lehecka, Mark Palmer, Dewey
Stokes

Counsel Present: Janyce Katz, Assistant Attorney General

Staff Present: Ann Shannon, Legal Counsel
Donald Berno, Board Liaison

Scribe: Jill Whitworth

CALL TO ORDER

Mr. Price called the meeting to order at 8:00 AM and the roll call was taken.

MINUTES OF DECEMBER 16, 2010

The minutes were approved without changes by unanimous roll call vote on a motion by Mr. Haffey, seconded by Mr. Pitts.

REVIEW/ APPROVE AGENDA

There were no changes to the agenda. The agenda was approved by unanimous roll call vote on a motion by Mr. Haffey, seconded by Mr. Pitts.

NEW BUSINESS / ACTION ITEMS

1. Make Recommendations to Board Chair for Committee Assignments

Mr. Price explained that the Actuarial, Audit and Investment Committees are required by statute. The Board has the authority to create additional committees, and has used such authority to create the Governance Committee, and the Medical Services & Safety Committee. By statute, there must be at least three members per committee. The Governance Committee will be recommending changes to the committee memberships based upon the appointment of new directors, but will not be making a recommendation as to the Board Vice- Chair.

Mr. Pitts moved that the Governance Committee of the BWC Board of Directors recommend to the Chairman of the Board of Directors the following new Board and Committee member assignments:

For the AUDIT COMMITTEE: add Chairman Zuk and Director Stokes

For the ACTUARIAL COMMITTEE: add Director Lehecka as Committee Chair

For the INVESTMENT COMMITTEE: add Director Palmer as Committee Vice Chair

For the GOVERNANCE COMMITTEE: add Chairman Zuk

In all other respects, the Committee assignments as previously approved by the Board will remain the same.

The motion was seconded by Mr. Haffey and approved by unanimous roll call vote.

DISCUSSION ITEMS

1. Committee Calendar

Mr. Price recommended the Governance Guidelines to the new directors for their review. He expressed his appreciation for all the work the Committee has done, in particular the former Committee Chair, Ms. Alison Falls.

ADJOURNMENT

Mr. Haffey moved to adjourn the meeting at 8:07 AM, seconded by Mr. Pitts and approved by unanimous roll call vote.