

**WORKERS' COMPENSATION
BOARD OF DIRECTORS**

GOVERNANCE COMMITTEE

**WEDNESDAY, OCTOBER 24, 2007, 4:00 P.M.
WILLIAM GREEN BUILDING
THE NEIL SCHULTZ CONFERENCE CENTER
30 WEST SPRING ST., 2nd FLOOR (MEZZANINE)
COLUMBUS, OHIO 43215**

Members Present: Alison Falls, Chair
Bill Lhota
Robert Smith

Members Absent: None

CALL TO ORDER

Ms. Falls called the meeting to order at 4 P. M. and the roll call was taken.

MINUTES OF OCTOBER 4, 2007

Mr. Smith moved that the minutes of October 4, 2007, be approved. Mr. Lhota seconded and the minutes were approved by a unanimous roll call vote.

DISCUSSION ITEMS

REVIEW/INTERVIEW FIDUCIARY COUNSEL CANDIDATES

F. Ronald O'Keefe and Stephen Chappelle, Hahn Loeser & Parks, LLP, gave a presentation on selection of the firm and Mr. O'Keefe as fiduciary counsel for the Workers' Compensation Board. Mr. O'Keefe described his experience as general counsel for a financial institution and as attorney representing several boards of directors of publicly held corporations. He responded to questions from Ms. Falls, Mr. Lhota, and Mr. Smith and from Philip Fulton, Workers' Compensation Board Director, and Marsha Ryan, BWC Administrator.

EXECUTIVE SESSION

A motion was made, seconded, and unanimously approved that the Governance Committee enter executive session to consider the appointment of a public official under Ohio Revised Code §121.22(G)(1) with BWC management and Mr. Fulton.

RECESS

There was a motion, second, and recess of the executive session.

RECOMMENDATION OF SELECTION OF FIDUCIARY COUNSEL

Mr. Smith moved to recommend to the Workers' Compensation Board that the Attorney General engage the law firm of Hahn Loesser & Parks and H. Ron O'Keefe as fiduciary counsel to the Workers' Compensation Board. Mr. Lhota seconded and the motion was approved by unanimous voice vote.

NEW BUSINESS/ACTION ITEMS

PARLIAMENTARY RULES REGARDING EX OFFICIO MEMBERS AND POWERS OF COMMITTEE CHAIR

Ann Shannon, BWC Legal Counsel, reported on the provisions in Robert's Rules of Order on ex officio membership of committees and the powers of committee chairs. An ex officio member has the same rights as other members of a committee, including voting rights, but has none of the obligations. In small committees (less than twelve), the chair may move and second motions.

After discussion, Ms. Falls ruled the Governance Committee would take under advisement whether to add Mr. Lhota as an ex officio member of all Workers' Compensation Board statutory committees and to add one additional member in order to maintain an odd number of voting members.

REVIEW AND APPROVAL OF GOVERNANCE COMMITTEE CHARTER

Donald Berno, Board Liaison, conducted a discussion in which the proposed charter of the Governance Committee was amended by members of the committee and Mr. Fulton to reflect legal requirements and to make it consistent with other committee charters. Ms. Ryan thanked Mr. Berno for the work he did in editing the charters of all four committees to bring them into identical format.

Mr. Lhota moved that the Governance Committee approve its charter as amended. Mr. Smith seconded and the committee approved its charter by unanimous voice vote.

REVIEW AND APPROVAL OF BOARD COMMITTEE CHARTERS

Mr. Berno conducted a further high-level discussion of the charters of the statutory committees to amend them in accordance with the format and provisions of the charter of the Governance Committee. Mr. Lhota recommended that the committees not approve their charter at their meetings of October 25, 2007, given that the Governance Committee spent one and one-half hours on its review. Ms. Falls concurred.

ADJOURNMENT

There was a motion by Mr. Smith, second by Mr. Lhota, and adjournment by Ms. Falls.

Prepared by: Larry Rhodebeck, Staff Counsel
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October 31, 2007