

MET GOVERNANCE COMMITTEE

Minutes for Meeting of

Tuesday January 24, 2023

11 AM

Meeting held virtually via Google Meet and conference call

Committee members present: Toby Lloyd (Chair), Lori Lynch, Greg Bowen, Megan Benjamin, Gary Burnett, John Turgeon (MET Director, non-voting)

Others present: Talley Kovacs, Assistant Attorney General (Office of Attorney General)

1. Mr. Lloyd asked the committee if anyone had questions about the minutes of the 10/25/22 committee meeting, which were e-mailed to the committee members prior to the meeting. There were no questions or comments. **Ms. Lynch motioned to approve the minutes. Ms. Benjamin seconded the motion. All voted in favor.**
2. The Committee discussed the draft revised MET board bylaws. This document was emailed to the committee prior to the meeting accompanied by a memo from AAG Kovacs providing a summary of the substantial revisions to the bylaws, the last version of which was adopted by the board in 2016. The Committee began working with OAG on this revision project in October of 2020. **Mr. Bowen motioned for the Committee to recommend approval of the revised bylaws by the MET Board. Ms. Lynch seconded the motion.** There followed a discussion of the revised bylaws, especially regarding the quorum requirement for meetings and proxy voting. Ms. Lynch commented that the proxy voting provision in the draft document (Art. V. Section 6 in the draft) was too broad. Ms. Kovacs said she would add language to the draft that provided more specifics for the allowance of proxy voting by MET trustees, such as proxy votes may only be taken at regularly scheduled board meetings upon only those items identified on the meeting agenda for which a vote will be taken. The Committee discussed revising the Governance Committee charter (Appendix B of the draft) to include language giving the Committee a role in assisting with the appointment of representatives of the ex-officio MET trustees (the Governor, President of State Senate, Speaker of the House of Delegates). **Following discussion, all voted in favor of recommending that the MET Board approve the revised draft bylaws.**
3. Mr. Turgeon discussed that there are still two remaining vacancies on the MET board. The Maryland Senate President needs to nominate a candidate to fill one of the vacancies, and the Speaker of the Maryland House needs to fill the other vacancy. There are also two ex-officio trustee vacancies as Senator Eckardt and Delegate Gilchrist are no longer in office. Additionally, Ms. Kovacs advised that Tom McCarthy, who was the representative of ex-officio trustee Governor Hogan, can no longer serve in that capacity since Governor Moore has been sworn in. Governor Moore will need to select a replacement. Mr. McCarthy will need to be notified not to attend the upcoming Board meeting.
4. Mr. Lloyd and Mr. Volke provided an update regarding the orientation meeting for new MET trustees that was held on January 19th.

Next MET Governance Committee meeting is Tuesday, April 18, 2023, at 11 am.