

**BI-STATE DEVELOPMENT  
BOARD OF COMMISSIONERS  
NOMINATING COMMITTEE  
(TELECONFERENCE MEETING)  
OPEN SESSION MINUTES  
WEDNESDAY, JUNE 12, 2019**

**Committee Members in Attendance**

Constance Gully (via phone)  
Michael S. Buehlhorn (via phone)  
Aliah Holman (via phone)  
Justin Zimmerman (via phone)

**Other Commissioners in Attendance**

Rose Windmiller (via phone)

**Staff in Attendance**

Taulby Roach, President and Chief Executive Officer  
Barbara Enneking, General Counsel and Deputy Secretary  
Myra Bennett, Manager of Board Administration  
Charles Stewart, Executive Vice President Organizational Effectiveness  
Jim Cali, Director of Internal Audit

A meeting of the Nominating Committee of the Board of Commissioners of Bi-State Development was held at 4:00 p.m. on Wednesday, June 12, 2019, by telephone conference call, in the Board Conference Room of Headquarters, located at 211 North Broadway, 6<sup>th</sup> Floor, St. Louis, Missouri, 63102.

Pursuant to the By-Laws and Board Policies, the following members of the Board of Commissioners had previously been appointed by Board Chair Constance Gully, to serve on the Nominating Committee: Constance Gully (Missouri), Michael Buehlhorn (Illinois), Aliah Holman (Missouri), and Justin Zimmerman (Illinois).

Chairman Gully called the meeting to order at 4:00 p.m., and a roll call was taken, as noted above.

Chairman Gully stated that she is proposing the following slate of officers for 2019-2020, based upon the By-Laws, the current officers serving, and the tenure of the Commissioners:

Michael Buehlhorn (Illinois), Chair  
Aliah Holman (Missouri), Vice-Chairman  
Justin Zimmerman (Illinois), Treasurer  
Vernal Brown (Missouri), Secretary

Chairman Gully noted that upon a change in the Office of Chair, the next Chairman should be a Commissioner from the State of Illinois.

Commissioner Buehlhorn moved that the proposed slate of officers be officially nominated for the offices indicated, and that the slate be forwarded to the full Board of Commissioners for approval at its next regular meeting on Friday, June 28, 2019, with the new slate of Officers to become effective immediately upon the adjournment of the meetings on June 28, 2019. The motion was seconded by Commissioner Holman.

Commissioner Windmiller posed questions regarding whether other nominations can be suggested and the nominating process. Discussion was held. Commissioner Windmiller suggested that the Board Policies and By-Laws may need to be revised to clarify the process.

Chairman Gully noted that she is recommending the proposed slate, based upon the Commissioners currently serving as officers, and is recommending Commissioner Brown as Secretary, due to the fact that that this seat should be held by a Missouri Commissioner, and Commissioner Brown is the next longest serving member of the Board from Missouri.

Commissioner Windmiller stated that the current nomination process does not seem to allow much opportunity for other Commissioners to weigh in on the decision. Chairman Gully noted that the proposed slate is only the Nominating Committee's recommendation, and the slate would not move forward, without a majority vote of the Commissioners from both Illinois and Missouri. Commissioner Windmiller made note of the overlap of those serving on the Executive Committee and the Nominating Committee. Commissioner Zimmerman asked if anyone would like to propose a different slate of officers. There being no other proposals or recommendations, Chairman Gully called for a roll call vote on the motion, with the results being as follows:

Michael Buehlhorn – Aye  
Aliah Holman – Aye  
Constance Gully – Aye  
Justin Zimmerman – Aye  
Rose Windmiller – Aye

Motion passed 5 to 0, with no abstentions.

With no further business appearing before the Committee, Commissioner Buehlhorn moved that the meeting be adjourned. The motion was seconded by Commissioner Holman. The motion passed, and the meeting was adjourned at 4:15 p.m.

  
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Deputy Secretary to the Board of Commissioners  
Bi-State Development