

Lehigh County Authority Board of Directors

Governance Committee

Meeting Agenda

Meeting Date & Time: Monday, October 27, 2025 at 10:45 a.m.

Meeting Location: Lehigh County Authority, 1053 Spruce Road, Allentown, PA 18106

Agenda:

1. Call to Order
2. Roll Call
Committee Chair – Peter Dent
LCA Board Chair – Amir Famili
Linda Rosenfeld
Ted Lyons
LCA Staff: Liesel Gross, CEO (non-voting)
3. Approval of Minutes
 - a. August 25, 2025 meeting minutes (attached)
4. Board Vacancies
5. Additional Board Committees
6. CEO Review Process & 2026 Schedule
7. Board of Directors Efficacy
8. New Business
9. Public Comment
10. Committee Meeting Schedule
 - January 12, 2026
 - April 13, 2026
 - July 13, 2026
 - October 12, 2026
11. Adjourn

Lehigh County Authority Board of Directors

Governance Committee

Meeting Minutes

Meeting Date & Time: Monday, August 25, 2025 at 10:45 a.m.

Meeting Location: Lehigh County Authority, 1053 Spruce Road, Allentown, PA 18106

Agenda:

1. Call to Order

Committee Chair Peter Dent called the meeting to order at 10:45 a.m.

2. Roll Call

Committee members present:

Committee Chair – Peter Dent

LCA Board Chair – Amir Famili

Linda Rosenfeld

Ted Lyons

Committee members absent: None

LCA Staff: Liesel Gross, CEO (non-voting)

3. Approval of Minutes

On a motion by Peter Dent, seconded by Amir Famili, the Committee approved the minutes of the August 11, 2025 Governance Committee meeting (4-0).

4. Governance Committee Charter

The Committee reviewed a final draft of the Governance Committee Charter and made minor suggested changes. A final version of the charter will be included on the agenda at the next Board of Directors meeting for review and approval.

5. Executive Committee Charter

Upon discussion of the Committee, a recommendation for the formation of an Executive Committee will not be brought forward to the Board of Directors for approval at this time.

6. LCA Board Member Expectations

The Committee discussed the use of a signed document for Board members to codify their commitment to meeting certain expectations for their participation on

the Board. A draft Expectations document was reviewed, with suggested changes discussed. A final version of the Board Expectations document will be included on the agenda at the next Board of Directors meeting for review and approval.

There was some discussion about when the Board members would be asked to sign the document, and opportunities to share the document in advance of a new Board member being appointed by the County of Lehigh. The Committee's recommendation will be to have existing Board members sign the document now, and new Board members sign it following their appointment to the Board.

Ted Lyons asked about the current process for appointments to the Authority Board of Directors, which Liesel Gross reviewed. The Committee discussed the need to have greater input or participation in the recruiting process to ensure the Board makeup is suitable for the efficient and effective operation of the Authority.

7. Committee Meeting Schedule

The next Committee meeting will be held at 10:45 a.m. on October 13, 2025. A Committee meeting schedule will be developed for 2026 for review at the next meeting. The schedule will be based on meeting in the morning of the first regular Board meeting of each calendar quarter.

8. New Business

Based on review of the Governance Committee Charter, Peter Dent recommended that the next meeting of the Committee be focused on review of Board Officers' roles and responsibilities, along with discussion of the formation of a Finance Committee.

Ted Lyons agreed that the Treasurer's role requires some additional discussion, and the Authority would benefit from having a Board member with strong financial background given the size of the Authority's capital budget. The investment strategies employed by the CFO should be discussed and reviewed by the Board.

There was some additional discussion about the makeup of the Board. An alternative was discussed of finding a financial person to serve on the Finance Committee, as the Board Chair may appoint Committee members who are not currently serving on the Authority Board.

9. Public Comment

None.

10. Adjourn

Mr. Dent adjourned the meeting at 11:35 a.m.