



Board of Directors MINUTES

The Non Profit Insurance Program Board of Directors conducted a regular meeting on February 8, 2021 at 1:32 p.m.

ITEM 1: INTRODUCTION & ROLL CALL

<u>Board Member Name:</u>	<u>Representation Member Entity:</u>	<u>Board Position:</u>	<u>Attendance:</u>
Jon Andrus	Catholic Charities of Spokane	Fiscal Officer & Region 4	Present
Madelyn Carlson	People for People	Region 3	Present
Mike Heinisch	Kent Youth and Family Services	At-Large 2	Present
Karl Johanson	Disability Action Center NW Inc.	Vice Chair & At-Large 3	Present
Amber Johnson	Spokane Neighborhood Action Partners	Chair & At Large 1	Present
Becky Semmler	Paratransit Services	Region 1	Present
Matt Patten	Cascade Mental Health	Alternate	Present
Julie Vess	Stanwood Community & Senior Center	Alternate	Present

Clear Risk Solutions:

Sarah McDonnell
 Jessika Tempel
 Claire Hanberg
 Michael Johnson
 Rhonda Ross
 Byron Riche
 Rachel Hufman
 Rick Templeton
 Frank Andrus
 Eric Homer
 Chelsey Smith

Guests:

Jenny Collins – Chehalis Foundation
 Mike Anderson – Seattle School of Theology & Psychology
 Grant Baynes – Senior Life Resources

Chair Johnson welcomed all in attendance and noted that a quorum was present.

ITEM 2: PUBLIC COMMENT

None

ITEM 3: CHANGES TO THE AGENDA

None

ITEM 4: COMMITTEE REPORTS

STANDING COMMITTEES:

ITEM 4(A) – Fiscal Committee (Andrus-Chair, Johanson, Heinisch):

- i. Fiscal-Quarterly Summary (Investment review, A/R, write-offs, bank statements, bank transfers, balance sheet, income statement) – Andrus noted that there were no A/Rs or write-offs, and that the committee reviewed the bank statements, bank transfers, balance sheet, and income statement with no concerns.
- ii. Investment policy change timeline – Andrus reported that the committee is looking at options, including additional equities in pool investments. The committee will review and if changes are recommended, will discuss with the Board at the next meeting.

ITEM 4(B) – Executive Committee (Johnson, Andrus, Johanson):

- i. Diversity, Equity, and Inclusion Workshop – Johnson reported that the committee discussed the policy draft previously reviewed by the Board for Diversity, Equity, and Inclusion and made a few tweaks to capture intent. This is an action items later in the meeting.
- ii. Committee volunteer needed – Governance – Johnson discussed that they are looking for another Board member for the Governance committee. She stated that Johanson and Heinisch are only ones available due to the one year requirement as a seated Board member, but discussed if one of the newer Board members wants to get involved as an ad-hoc role, that is an option as well. Semmler acknowledged that she was interested in this ad-hoc role.
- iii. Board self-evaluation process – Johnson gave an overview of the self-evaluation process and discussed that this year alternates will be asked to participate. The Board and alternates will review results in April.

OTHER COMMITTEES:**Legislative Committee (Johanson, Carlson, Heinisch):**

- i. Lobbyist report (written only)
 - a. Nonprofit Act Bill – Johanson recapped the lobbyists report: this should be passed in Senate and House. Senator Pedersen and Senator Padden have been involved and supportive from various angles. Recapped that if passed, this shouldn't go into effect for a year, so we will have time to communicate the education piece out to our members, as well as other nonprofits in Washington with partners, as appropriate.
- ii. Nonprofit Corporations Act SB5034 – Covered in the lobbyists report above.

Board Governance Committee (Carlson, Johnson):

- i. Succession planning update & recommendations – Johnson reported that the alternate positions are at the end of their terms and wanted to thank them for their commitment to help over the last year. Reported that Julie Vess would be happy to extend her alternate position for another year and Patten will be stepping out of his alternate position and go into an ad-hoc role, to help with special projects regarding onboarding of board members. Mike Anderson with Seattle School of Psychology and Theology has expressed his interest in the alternate position. Jenny Collins with Chehalis Foundation is interested in filling the vacant Region 2 Board position. The committee recommends support of these position changes; Board will have the opportunity for approval as part of the action items later in this meeting.

ITEM 5: CONSENT AGENDA

The Consent Agenda items were reviewed prior to the meeting by all board members. Johnson called for a motion on all consent items. Johanson moved to approve the Consent Agenda as presented and seconded by Jon Andrus. With all in favor and none opposed, the motion passed.

The Consent Agenda consisted of the following:

- i. Voucher #20/21-06
- ii. Voucher #20/21-07
- iii. Voucher #20/21-08
- iv. Minutes 11/2020
- v. New & Lost Members
- vi. Balance Sheet – 2Q
- vii. Income Statement – 2Q
- viii. Solvency Test – 2Q

ITEM 6: BOARD/STAFF COMMUNICATION

- i. Workshop recap
 - a. Goals – It was noted that the staff gave a status update on the goals.
 - b. Renewal Process – Staff reviewed the renewal process and overview of the timelines for budget, renewal, and member impact.
 - c. Board buddy workshop – Johnson recapped on board buddy workshop. The Board paired a veteran board member with new members to answer any questions they had. We will continue to meet for board buddy workshops as part of succession planning.
- ii. Background checks for members – McDonnell reported that staff has been working to finalize background check options for NPIP members with a discounted group pricing. Final details on pricing are being worked through, noting this will be another value-add service for members of NPIP. Next update will be at April's meeting.

- iii. Renewal check-in – Staff discussed the growth of NPIP, challenges in the marketplace currently, and loss development and the member’s engagement in risk management services. Staff is working to ensure large focus on retention of membership. Homer further emphasized the challenges in the marketplace and potential impact on NPIP, noting that even though it will be a challenge with the hard market, the members benefit from members at the Board level to ensure the least possible budget impact while keeping NPIP healthy for future stability.
- iv. Spring events – McDonnell discussed that all spring events will be held virtually, instead of the regional events in person in prior years. Tempel recapped in more detail on the upcoming leads staff has for the spring events and that dates/times for these events are still being worked out, should have an update on this soon.
- v. Staff update – CRS – Homer discussed with the Board and staff the updated NPIP organization chart in detail. He recapped on some big changes with staff and ensured the Board that these staff changes won’t have a huge effect on the structure of staff dedicated to NPIP.

ITEM 7: ACTION ITEMS

- i. Diversity, Equity, and Inclusion Policy – Johnson made a motion to approve the Diversity, Equity, and Inclusion policy as presented, Carlson moved to approve and seconded by Heinisch. With all in favor and none opposed, the motion passed.
- ii. Appointment – Region 2 Vacancy – Johnson made a motion to appoint Jenny Collins to Region 2 effective 02/08/2021 to fill the vacant position, Heinisch moved to approve and seconded by Johanson. With all in favor and none opposed, the motion passed.
- iii. Extension of Alternate 1 Position – Johnson made a motion to extend Julie Vess’s alternate position 1 for another year, Carlson moved to approve and seconded by Johanson. With all in favor and none opposed, the motion passed.
- iv. Alternate 2 Position Appointment – Johnson made a motion to appoint Mike Anderson to Alternate 2 position effective 02/08/2021, Carlson moved to approve and seconded by Heinisch. With all in favor and none opposed, the motion passed.

ITEM 8: UPCOMING MEETINGS/CONFERENCES

- i. March 8, 2021 – Fiscal Meeting
- ii. April 5-7, 2021 – Board Retreat – Location/Format TBD
- iii. May 10, 2021 – Fiscal Meeting

Guests were excused from the call and only seated board members and staff remained.

ITEM 9: EXECUTIVE/CLOSED SESSION

Board entered executive session at 2:37 pm.

The Board discussed the status of an ongoing litigation. No action was taken during closed session.

Executive session ended at 3:05 pm.

MEETING ADJOURNED

There being no further business, the meeting was adjourned at 3:06 pm.

Respectfully submitted,

Jessika Tempel

Amber Johnson, Chair