



Board of Directors MINUTES

The Non Profit Insurance Program Board of Directors conducted a regular meeting on April 7, 2021 at 10:03 a.m.

ITEM 1: INTRODUCTION & ROLL CALL

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

Clear Risk Solutions:

Sarah McDonnell
Jessika Tempel
Rick Templeton
Becky Holt
Brian Turnbull
Chelsey Smith
Frank Andrus
Rachel Huffman

Guests:

None

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, Voucher, Voucher Narrative). Andrus reported that the committee reviewed the fiscal items and is bringing the income statement, Voucher, & Voucher Narrative to the Board for approval in the action items below. There were no write-offs and the committee reviewed the A/R, bank statements, bank transfers, balance sheet, and income statement with no concerns.
- ii. Investment Review – Andrus reported that the committee looked at options in the last meeting to increase investment equities to 25%; the committee is keeping an eye on the options but no recommend changes at this time.
- iii. Budget Process Review – McDonnell reviewed the budget process for the full Board.

- iv. Recommendation: Budget (Prelim) – Andrus reported that the committee met and reviewed staff recommendations for the preliminary budget.

Templeton provided a brief overview on the budget narrative and reviewed the budget lines in detail. He explained some of the driving factors for expenses. Staff summarized they are recommending an increase in the Self-Insured Retention (SIR) to \$150,000 and discussed the aggregate stop loss policy, funding for claims, fee charges, and recommendation to utilize program equity to help with membership impact. There was discussion regarding program equity, member retention, and factors for rate allocation to members. The Board will discuss further under action items later in the meeting.

- v. Recommendation: Renewal Report (Prelim) – Andrus reported that the committee met with staff and reviewed the prelim renewal report in detail - the committee recommends approval.

Huffman summarized details for 2021/2022 renewal coverage. Based on renewal quotes from excess carriers, staff gave recommendations to place coverage with Munich RE. She also went over Cyber, E&O, and terrorism coverages. Huffman also explained exclusions and Cyber coverage changes.

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

- i. Board self-evaluation recap & next steps – Johnson recapped next steps for the Board self-evaluation is to review with staff for action plans.
- ii. Administrator evaluation begins – Johnson reported that the administrator evaluation survey will be coming in an email from her for participation and review. The Board and alternates will review results in August.
- iii. Board & staff goals for 2021/2022 – Johnson recapped that the Board, alternates, and staff went through their goals in the workshop earlier this week, using the gumball method. There will be some fine tuning on those goals, with staff and executive team and final goals presented in August.

OTHER COMMITTEES:

Legislative Committee (Johanson, Carlson, Heinisch):

- i. Lobbyist report (written only)
 - a. Nonprofit Act Bill – Johanson recapped the lobbyists report, the NPA should pass 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 to members, as well as others, 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 fiscal officer position is an annual term. The committee recommends and supports nominating Jon Andrus, for the upcoming year. Board will have the opportunity for discussion and 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 #20/21-09
- ii. Voucher #20/21-10
- iii. Minutes 2/2021
- iv. New & Lost Members
- v. Balance Sheet – 3Q
- vi. Income Statement – 3Q
- vii. Annual Review
 - a. Ad Hoc Committee Member Policy
 - b. Alternate Board Member Policy & Job Description
 - c. Broker of Record Agreement
 - d. Claims Administration Policy 200-150-050
 - e. Conflict of Interest Policy WAC 200-150-080

- f. Conflict of Interest Statement
- g. Criteria for Public Policy Involvement / Advocacy
- h. Data Retention & Info. Security Policy
- i. Diversity, Equity, and Inclusion Statement
- j. Financial Plan Policy 200-150-037
- k. Investment Advisory Agreement
- l. Investment Policy & Investment Policy Statement (IPS)
- m. Job Description and Commitment Form (Board)
- n. Lobbyist Contract
- o. Meeting Operating Procedures
- p. Membership Agreement & Resolutions Collections
- q. Mission, Vision, Core Values
- r. Officer duties
- s. Policy – Authorization for Funds Transfer
- t. Professional Services Agreement
- u. Reimbursement Policy
- v. Resolution 16/17- B – Member Removal
- w. Resolution 17/18- A – Treasurer/Fiscal Officer RCW
- x. Self Eval for Board Process
- y. Termination Provisions Policy 200-150-036
- z. Third Party Administrator Contract Policy 200-150-038
- aa. TPA (Administrator) Evaluation Process
- bb. Write off policy

ITEM 6: BOARD/STAFF COMMUNICATION

- i. Workshop recap:
 - a. Clear Risk Solutions Presentation 20/21 Goal Report – Johnson recapped staff presentation from each department and insight on the market, plus reviewed the goals with staff.
 - b. Board buddy workshop – Johnson noted that there was a Board Buddy workshop.
 - c. Goal Setting for 21/22 Fiscal Year – Discussed already under executive committee.
- ii. Background checks for members – McDonnell reported that staff has finalized a background check option for NPIP members and will be able to offer a discounted group pricing. There is still more backend work to be done before the platform is ready to launch, but staff hopes to have a timeline soon communicate this out to members.
- iii. Renewal and retention update – McDonnell discussed that staff has been focused on retention of membership. This year staff was able to shorten up applications and offer auto renewal for some members. Having communication with the brokers to make sure we engage member/broker relationship has been impactful. Staff will be continuing to work with broker expectations for this upcoming renewal.
- iv. Spring events – McDonnell discussed that all spring events are updated on website events page. She also recapped that at the Washington Nonprofits event staff is presenting with Munich on Navigating Insurance in the Marketplace. There will be more information with date/time for this event in upcoming promotional communications.
- v. Board meeting calendar draft review – Johnson noted that the board meeting calendar is only a draft and that the dates are open for discussion – let McDonnell know if there are any dates that don't work and we can work to get those updated before final calendar goes out.

ITEM 7: ACTION ITEMS

- i. Budget (Preliminary) 21/22 – This Action item was reviewed by all board members and recommendation made by the fiscal committee to adopt the NPIP budget with an overall budget increase of 12.5%, to include a program equity allocation, for the purposes of helping members during hard market conditions. Johnson called for a motion. Motion to approve by Jon Andrus, the motion was seconded by Johanson and approved by the rest of the board. Motion carried.
- ii. Renewal Report (Preliminary) 21/22 – The Action item was reviewed by all board members and recommendation made by the fiscal committee. Johnson called for a motion. Motion to approve by Jon Andrus, the motion was seconded by Johanson and approved by the rest of the board. Motion carried.
- iii. Board officer election – Fiscal Officer – The Action item was discussed by all board members. Johnson called for a motion to elect Jon Andrus to Fiscal Officer for one year effective 06/1/2021 - 05/31/2022. Motion to approve by Heinisch, the motion was seconded by Semmler and approved by the rest of the board. Motion carried.

ITEM 8: UPCOMING MEETINGS/CONFERENCES

- i. May 10, 2021 – Fiscal Meeting

- ii. June 14, 2021 – Fiscal Meeting
- iii. July 12, 2021 – Fiscal Meeting
- iv. August 9, 2021 – Workshop & Board Meeting – Location TBD

ITEM 9: EXECUTIVE/CLOSED SESSION

Board entered closed session at 10:52 a.m.

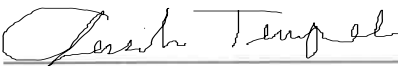
The Board discussed the status of an ongoing litigation. No action was taken during closed session.

Executive session ended at 11:09 a.m.

MEETING ADJOURNED

There being no further business, the meeting was adjourned at 11:10 a.m.

Respectfully submitted,



Jessica Tempel



Amber Johnson, Chair