



## Board of Directors MINUTES

The Non Profit Insurance Program Board of Directors conducted a regular meeting on February 6, 2023, 1:06 p.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	At Large 1	Present
Becky Semmler	Paratransit Services	Vice Chair & Region 1	Present
Jenny Collins	Chehalis Foundation	Region 2	Present
Julie Vess	Lincoln Hill Retirement Community	Alternate	Present
Karl Johanson	Disability Action Center NW Inc.	Chair & At-Large 3	Present
Madelyn Carlson	People for People	Region 3	Present
Marlis Petersen-Spawn	Catholic Charities Eastern WA	Region 4	Present
Mike Heinisch	Kent Youth and Family Services	Fiscal Officer & At-Large 2	Present

<u>Clear Risk Solutions:</u>		<u>Guests:</u>
	Mark Sherwood	None
Becca Kirsch	Michael Johnson	
Becky Holt	Rachel Huffman	
Byron Riche	RaeAnna Hand	
Chelsey Key	Sarah McDonnell	
Claire Hanberg	Taylor Montgomery	
Dave Kosa		
Ellen Kosa		
Frank Andrus		
Grant Sutherland		
Jenny Gunderson		

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

### ITEM 2: PUBLIC COMMENT

### ITEM 3: CHANGES TO THE AGENDA

As there are no changes to the agenda, Chair Johanson accepted the agenda as presented.

### ITEM 4: COMMITTEE REPORTS

#### STANDING COMMITTEES:

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

- i. Fiscal-Quarterly Summary (A/R, write-offs, bank transfers, final audit, tax update, investment reports, vouchers) – Heinisch reported that the committee reviewed the fiscal items noted on the summary prior to the full board meeting. There were no write-offs. The committee reviewed the Voucher, A/R, bank statements, bank transfers, balance sheet, and income statement with no concerns to present to the full board.

Turnbull reported briefly to the board on the difficult state of the market and expectations on impact to NPIP for the upcoming renewal. Staff anticipates increased numbers of members providing notice of intent to leave the pool but is working hard to



negotiate coverages as expiring and protect the pool stability. More information regarding the renewal budget and timeline will be presented to the Fiscal Committee before April.

The Fiscal Committee also discussed with the board that at the recommendation of the investment advisors, investments changed from short-term to a long-term plan in the portfolio. With this consideration they also appointed Amber Johnson and Mike Heinisch as the new designated signers based on roles within the board, removing Madelyn Carlson from the position as she is still on the board but no longer an officer.

**ITEM 4(B) – Executive Committee (Johanson, Semmler, Heinisch):**

- i. The Executive Committee reminded the board that the Board Self-Evaluation was approaching early spring. The timeline and materials to complete the self-evaluation will be shared with the full board in preparation for the April retreat.

**OTHER COMMITTEES:**

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

- i. Prejudgment Interest – Johanson presented updates on the turn of events with the expected bill. The committee has been working with the project lobbyists regarding killing this bill and the work remains ongoing.
- ii. Lobbyist Meet & Greet – Carlson reported she would be traveling to Olympia to meet with some representatives and legislators on behalf of NPIP. Johanson, Johnson, and Heinisch also reported they would be meeting with representatives and legislators, with some of those meetings in-person and others virtually.
- iii. Lobbyist Report – Johanson recapped the written lobbyist report that the Board received.
- iv. Campaign for 20 – Heinisch gave the board a brief overview of Campaign for 20 and requested the board to consider either presenting the letter of support to the membership or sign in support. Carlson supported the idea of sending to the membership to allow each organization the chance to sign if they agree. There will be more information on this at a future meeting.

**Board Governance Committee (Carlson, Johnson, Semmler):**

- i. Alternate Search – Vacant Position. No update from the committee.

**ITEM 5: CONSENT AGENDA**

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

The Consent Agenda consisted of the following:

- i. Voucher #22/23-06 (November)
- ii. Voucher #22/23-07 (December)
- iii. Voucher #22/23-08 (January)
- iv. Minutes 11/2022
- v. New & Lost Members–2Q
- vi. Balance Sheet–2Q
- vii. Income Statement –2Q

**ITEM 6: BOARD/STAFF COMMUNICATION**

- i. Department Reports
  - a. Communications – Hanberg updated the board on planned events and communications. Montgomery added that staff has been working with designers to update the marketing materials and website with the goal to unveil the new materials early this spring.
  - b. Pre-Litigation Program – Gunderson gave a brief update on the new staff within the PLP department and the latest staffing changes. She also reported that the PLP team has spent roughly 200 hours from November to January with NPIP members providing general guidance, investigations, and other services.
  - c. Underwriting – Huffman reported that the Munich underwriting audit has been concluded and it went well. The underwriting team has been processing many changes for the membership since renewal. As reported, since 6/1/22, they have processed over 3,000 endorsement changes and over 2,000 certificate changes. Huffman added that renewal specifications have been sent to carriers to prepare for renewal and quote should be returned by late March,

early April. The underwriting team has a focus on re-underwriting renewal business based on class of business, premiums, and loss ratios.

- d. Risk Management & Education Services – Staff provided a brief update regarding sensor grants that are currently underway. Several members have ordered sensors and have submitted requests for reimbursement. Risk management is also working with underwriting and HSB to update properties. Educational Services have also reported a steady stream of various trainings scheduled for NPIP members.
- ii. Workshop recap:
  - a. Petersen Hastings Investments – Johanson summarized the workshop provided by Petersen Hastings and confirmed that the whole board supports the committee’s decision to adjust the investments per the recommendation given by the investing firm.
- iii. Bylaws Update – McDonnell reported on the changes made at the recommendation of the attorney, which includes positions on the board, titles, and board terms. Members will receive a copy of proposed changes and the bylaws will be provided at the meeting on March 13, 2023. Brief discussion followed regarding the number of board members, voting authority, and representation.
- iv. MLIP Draft Letter – Montgomery presented a drafted letter to the board, explaining that the idea was to inform members and their own board of directors when they are placed on the MLIP and what to expect. The intent was to build relationships and communication between staff and the members, and not to accuse the member of poor operations.
- v. Crime/ Embezzlement in Nonprofits McDonnell gave a brief update on an article sent from Munich that staff plans to promote to the entire membership.
- vi. Member Survey Questions – Montgomery provided a draft of survey questions that were gathered from the board’s feedback during the meeting in November, along with a timeline of when the membership will be surveyed. The goal is to identify areas, based on the feedback of the members, where we can better serve NPIP.
- vii. Partner Updates – McDonnell gave a brief report on NPIP’s partners. Nonprofit Association of Washington has been supportive of legislative efforts, and we have a positive working relationship. Washington Federation of Independent Schools is also supportive and has voiced concerns with the Prejudgment Interest bill.

**ITEM 7: ACTION ITEMS**

- i. None.

**ITEM 8: UPCOMING MEETINGS/CONFERENCES**

- i. March 13, 2023 – Board Meeting, ZOOM, 1:00 p.m.
- ii. March 13, 2023 – Fiscal Committee Call, 9:30 a.m.
- iii. March 13, 2023 – Executive Committee Call, 10:00 a.m.
- iv. April 10-12, 2023 – Board Retreat, Location: TBD

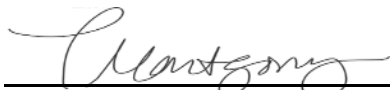
**ITEM 9: EXECUTIVE/CLOSED SESSION**

None.

**MEETING ADJOURNED**

There being no further business, the meeting adjourned at 2:36 p.m.

Respectfully submitted,

  
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Taylor Montgomery

  
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Karl Johanson, Chair